SCOTTS MIRACLE-GRO CO
Form 4
November 12, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGEDORN JAMES

(Last) (First) (Middle)

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN ROAD

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO [SMG]

3. Date of Earliest Transaction (Month/Day/Year)
11/11/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	11/11/2013		S[(1)]		2,701	D	$ 57.36	117,979.439	D	
Common Shares	11/11/2013		S[(1)]		1,500	D	$ 57.37	116,479.439	D	
Common Shares	11/11/2013		S[(1)]		1,700	D	$ 57.38	114,779.439	D	
Common Shares	11/11/2013		S[(1)]		100	D	$ 57.385	114,679.439	D	
	11/11/2013		S[(1)]		1,386	D	$ 57.39	113,293.439	D	

Common Shares							
Common Shares	11/11/2013	S[(1)]	5	D	$ 57.395	113,288.439	D
Common Shares	11/11/2013	S[(1)]	1,316	D	$ 57.4	111,972.439	D
Common Shares	11/11/2013	S[(1)]	18,203	D	$ 57.41	93,769.439	D
Common Shares	11/11/2013	S[(1)]	100	D	$ 57.415	93,669.439	D
Common Shares	11/11/2013	S[(1)]	1,600	D	$ 57.42	92,069.439	D
Common Shares	11/11/2013	S[(1)]	200	D	$ 57.425	91,869.439	D
Common Shares	11/11/2013	S[(1)]	400	D	$ 57.4275	91,469.439	D
Common Shares	11/11/2013	S[(1)]	1,700	D	$ 57.43	89,769.439	D
Common Shares	11/11/2013	S[(1)]	1,494	D	$ 57.44	88,275.439	D
Common Shares	11/11/2013	S[(1)]	6	D	$ 57.445	88,269.439	D
Common Shares	11/11/2013	S[(1)]	4,915	D	$ 57.45	83,354.439	D
Common Shares	11/11/2013	S[(1)]	1	D	$ 57.455	83,353.439	D
Common Shares	11/11/2013	S[(1)]	1,778	D	$ 57.46	81,575.439	D
Common Shares	11/11/2013	S[(1)]	100	D	$ 57.465	81,475.439	D
Common Shares	11/11/2013	S[(1)]	2,029	D	$ 57.47	79,446.439	D
Common Shares	11/11/2013	S[(1)]	170	D	$ 57.475	79,276.439	D
Common Shares	11/11/2013	S[(1)]	1,801	D	$ 57.48	77,475.439	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman and CEO	

Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn	11/12/2013
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 13, 2013.

Remarks:

Form 2 of 3

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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