

SCOTTS MIRACLE-GRO CO
Form 4
January 28, 2014

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Ivan C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
EVP, GC and Secretary

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

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

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

MARYSVILLE, OH 43041

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Shares | 01/21/2014 | | M | | 1,300 A | 5,453 | D |
| Common Shares | 01/24/2014 | | S ⁽²⁾ | | 4 D \$ 59.77 | 5,449 | D |
| Common Shares | 01/24/2014 | | S ⁽²⁾ | | 66 D \$ 59.78 | 5,383 | D |
| Common Shares | 01/24/2014 | | S ⁽²⁾ | | 8 D \$ 59.79 | 5,375 | D |
| | 01/24/2014 | | S ⁽²⁾ | | 24 D | 5,351 | D |

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| | | | | | | | | |
|---------------|------------|------------------|----|---|-------|-------|-------|---|
| Common Shares | | | | | \$ | | | |
| | | | | | 59.82 | | | |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 74 | D | \$ | 59.85 | 5,277 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 44 | D | \$ | 59.89 | 5,233 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 25 | D | \$ | 59.9 | 5,208 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 25 | D | \$ | 59.91 | 5,183 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 24 | D | \$ | 59.97 | 5,159 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 5 | D | \$ | 60 | 5,154 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 40 | D | \$ | 60.01 | 5,114 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 20 | D | \$ | 59.99 | 5,094 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 29 | D | \$ | 60.02 | 5,065 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 32 | D | \$ | 60.04 | 5,033 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 69 | D | \$ | 60.06 | 4,964 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 37 | D | \$ | 60.09 | 4,927 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 25 | D | \$ | 60.11 | 4,902 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 15 | D | \$ | 60.12 | 4,887 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|
|--|------------------------------------|--------------------------------------|--|--------------------------------|---|--|---|

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| Derivative Security | | | (A) or Disposed of (D) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|-----|------------|------------------------|-------|------------------|-----------------|---------------|----------------------------|
| | | | (A) | (D) | | | | |
| Restricted Stock Units | (1) | 01/21/2014 | M | 1,300 | 01/21/2014(1) | 01/21/2014(1) | Common Shares | 1,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Ivan C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041 | | | EVP, GC and Secretary | |

Signatures

| | |
|---|------------|
| Kathy L. Uttley as attorney-in-fact for Ivan C. Smith | 01/28/2014 |
| <u>Signature of Reporting Person</u> | 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 restricted stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan (the "LTIP"), and subject to the terms and conditions of an individual award agreement. Each whole restricted stock unit represents a contingent right to receive one common share of the Issuer ("Common Share"). The restricted stock units vested on January 21, 2014.
- (2) 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 1 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.