

SCOTTS MIRACLE-GRO CO
Form 3
April 24, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Coleman Thomas Randal | | (Month/Day/Year) | SCOTTS MIRACLE-GRO CO [SMG] | |
| (Last) | (First) | (Middle) | 04/15/2014 | |
| C/O THE SCOTTS MIRACLE-GRO COMPANY,Â 14111 SCOTTSLAWN ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MARYSVILLE,Â OHÂ 43041 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | EVP and CFO | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| No securities owned | 0 | D | Â |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|-----------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------|
| Stock Option (right to buy) | 01/21/2014 | 01/20/2021 | Common Shares | 7,700 | \$ 51.73 | D | Â |
| Stock Option (right to buy) | 01/20/2015 | 01/19/2022 | Common Shares | 11,155 | \$ 47.66 | D | Â |
| Restricted Stock Units | Â (1) | Â (1) | Common Shares | 2,568 | \$ (4) | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Shares | 8,323 | \$ (4) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Common Shares | 9,333 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Coleman Thomas Randal C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTS LAWN ROAD MARYSVILLE, OH 43041 | Â | Â | Â EVP and CFO | Â |

Signatures

Kathy L. Uttley as attorney-in-fact for Thomas Randal Coleman
Date: 04/24/2014

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 are scheduled to vest on January 20, 2015. Subject to the terms of The Scotts Miracle-Gro Company Long-Term Incentive Plan, vested restricted stock units will be settled in common shares of The Scotts Miracle-Gro Company as soon as administratively practicable, but no later than 90 days, following: (i) the reporting person's death; (ii) the date the reporting person becomes totally disabled; or (iii) the third anniversary of the grant date, January 20, 2015.
 - (2) The restricted stock units are scheduled to vest on January 18, 2016. Subject to the terms of The Scotts Miracle-Gro Company Long-Term Incentive Plan, vested restricted stock units will be settled in common shares of The Scotts Miracle-Gro Company as soon as administratively practicable, but no later than 90 days, following: (i) the reporting person's death; (ii) the date the reporting person becomes totally disabled; or (iii) the third anniversary of the grant date, January 18, 2016.
 - (3) 50% of the restricted stock units are scheduled to vest on September 30, 2015 and 25% of the restricted stock units are scheduled to vest on each of September 30, 2016 and September 30, 2017. Subject to the terms of The Scotts Miracle-Gro Company Long-Term Incentive Plan, vested restricted stock units will be settled in common shares of The Scotts Miracle-Gro Company as soon as administratively practicable, but no later than 90 days after vesting.
 - (4) 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, and subject to the terms and conditions of an individual award agreement. Each whole restricted

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stock unit represents a contingent right to receive one common share of The Scotts Miracle-Gro Company. Each dividend equivalent represents a contingent right to receive cash in respect of dividends that are declared and paid during the period beginning on the grant date and ending on the settlement date with respect to the common share of The Scotts Miracle-Gro Company represented by the related restricted stock unit.

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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