

SCOTTS MIRACLE-GRO CO  
 Form 3  
 August 06, 2013

**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 \*

Â Lukemire Michael C

(Last) (First) (Middle)

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

(Street)

MARYSVILLE,Â OHÂ 43041

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/30/2013

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 EVP, Business Execution

5. 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

**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) |
|---------------------------------|---|--|---|
| Common Shares                   | 33,942.42   | D  | Â   |
| Common Shares                   | 431.709   | I  | By 401(K) Plan  |

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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial<br>Ownership<br>(Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
|   | Date<br>Exercisable  | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |  |  |  |
| Stock Option (right to buy)                   | 10/12/2008   | 10/12/2015         | Common Shares  | 16,183                           | \$ 35.74   | D  | Â  |
| Stock Option (right to buy)                   | 10/11/2009   | 10/11/2016         | Common Shares  | 15,476                           | \$ 38.58   | D  | Â  |
| Stock Option (right to buy)                   | 11/07/2010   | 11/06/2017         | Common Shares  | 17,000                           | \$ 38.76   | D  | Â  |
| Stock Option (right to buy)                   | 10/08/2011   | 10/05/2018         | Common Shares  | 25,000                           | \$ 21.65   | D  | Â  |
| Stock Option (right to buy)                   | 01/20/2013   | 01/17/2020         | Common Shares  | 12,700                           | \$ 41.62   | D  | Â  |
| Stock Option (right to buy)                   | 01/21/2014   | 01/20/2021         | Common Shares  | 9,300                            | \$ 51.73   | D  | Â  |
| Restricted Stock Units                        | Â (1)  | Â (1)              | Common Shares  | 1,800                            | \$ (2)   | D  | Â  |
| Stock Option (right to buy)                   | 01/20/2015   | 01/19/2022         | Common Shares  | 9,326                            | \$ 47.66   | D  | Â  |
| Restricted Stock Units                        | Â (3)  | Â (3)              | Common Shares  | 2,147                            | \$ (2)   | D  | Â  |
| Restricted Stock Units                        | Â (4)  | Â (4)              | Common Shares  | 8,323                            | \$ (2)   | D  | Â  |

Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Lukemire Michael C<br>C/O THE SCOTTS MIRACLE-GRO COMPANY<br>14111 SCOTTSLAWN ROAD<br>MARYSVILLE, Â OHÂ 43041 | Â             | Â         | Â EVP, Business Execution | Â     |

Signatures

Kathy L. Uttley as attorney-in-fact for Michael C. Lukemire  
08/06/2013

\_\_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).

The restricted stock units are scheduled to vest on January 21, 2014. Subject to the terms of The Scotts Miracle-Gro Company Long-Term

- (1) 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 vesting.

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

- (2) stock unit represents a contingent right to receive one common share of The Scotts Miracle-Gro Company. Each dividend equivalent represents the 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.

The restricted stock units are scheduled to vest on January 20, 2015. Subject to the terms of The Scotts Miracle-Gro Company Long-Term

- (3) 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 vesting.

The restricted stock units are scheduled to vest on January 18, 2016. Subject to the terms of The Scotts Miracle-Gro Company Long-Term

- (4) 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 vesting.

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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