

SCOTTS MIRACLE-GRO CO
Form 4
August 15, 2013

FORM 4

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

OMB APPROVAL

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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 *
HAGEDORN KATHERINE
LITTLEFIELD

(Last) (First) (Middle)

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

08/13/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 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	08/13/2013		M		4,000	A	\$ 26.53
Common Shares	08/13/2013		S		400	D	\$ 53.89
Common Shares	08/13/2013		S		1,025	D	\$ 53.88
Common Shares	08/13/2013		S		475	D	\$ 53.87
	08/13/2013		S		1,000	D	\$ 53.86

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Common Shares							
Common Shares	08/13/2013	S	100	D	\$ 53.895	1,000	D
Common Shares	08/13/2013	S	1,000	D	\$ 53.881	0	D
Common Shares	08/14/2013	M	10,274	A	\$ 26.53	10,274	D
Common Shares	08/14/2013	S	3,874	D	\$ 53.9	6,400	D
Common Shares	08/14/2013	S	300	D	\$ 53.905	6,100	D
Common Shares	08/14/2013	S	400	D	\$ 53.91	5,700	D
Common Shares	08/14/2013	S	200	D	\$ 53.93	5,500	D
Common Shares	08/14/2013	S	400	D	\$ 53.94	5,100	D
Common Shares	08/14/2013	S	1,100	D	\$ 53.95	4,000	D
Common Shares	08/14/2013	S	400	D	\$ 53.96	3,600	D
Common Shares	08/14/2013	S	400	D	\$ 53.97	3,200	D
Common Shares	08/14/2013	S	600	D	\$ 53.98	2,600	D
Common Shares	08/14/2013	S	200	D	\$ 53.99	2,400	D
Common Shares	08/14/2013	S	100	D	\$ 54	2,300	D
Common Shares	08/14/2013	S	100	D	\$ 54.03	2,200	D
Common Shares	08/14/2013	S	300	D	\$ 54.0333	1,900	D
Common Shares	08/14/2013	S	200	D	\$ 54.04	1,700	D
Common Shares	08/14/2013	S	200	D	\$ 54.07	1,500	D
Common Shares	08/14/2013	S	200	D	\$ 54.075	1,300	D
	08/14/2013	S	900	D	\$ 54.08	400	D

Common
Shares

Common Shares 08/14/2013 S 400 D \$ 54.13 0 D

Common Shares 2,981,287 I HPLP ⁽¹⁾

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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		
Stock Option (right to buy)	\$ 26.53	08/13/2013		M	4,000	07/30/2004 01/29/2014	Common Shares	4,000	
Stock Option (right to buy)	\$ 26.53	08/14/2013		M	10,274	07/30/2004 01/29/2014	Common Shares	10,274	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HAGEDORN KATHERINE LITTLEFIELD
C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTSLAWN ROAD
MARYSVILLE, OH 43041

X X

Signatures

Kathy L. Uttley as attorney-in-fact for Katherine Hagedorn
Littlefield

08/15/2013

__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).

Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether she is a beneficial owner of more than 10% of the common shares of the Issuer ("Common Shares"), to be the beneficial owner of the securities of (1) the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings she may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

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.