King James D Form 3 May 03, 2019

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

OMB APPROVAL

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3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement SCOTTS MIRACLE-GRO CO [SMG] King James D (Month/Day/Year) 04/26/2019 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O THE SCOTTS (Check all applicable) **MIRACLE-GRO** COMPANY. 14111 10% Owner Director SCOTTSLAWN ROAD _X__ Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group EVP and CCO Filing(Check Applicable Line) _X_ Form filed by One Reporting Person MARYSVILLE, OHÂ 43041 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) (Instr. 5) Form: Direct (D) or Indirect (Instr. 5) Â Common Shares D 8,753 Common Shares 745.501 I By 401(K) Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

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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 (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	01/30/2018	01/30/2025	Common Shares	5,031	\$ 63.43	D	Â
Stock Option (right to buy)	01/29/2019	01/29/2026	Common Shares	5,872	\$ 68.68	D	Â
Phantom Stock	(1)	(1)	Common Shares	247.636	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
King James D						
C/O THE SCOTTS MIRACLE-GRO COMPANY	Â	Â	EVP and CCO	â		
14111 SCOTTSLAWN ROAD	А	А	A EVI and CCO	А		
MARYSVILLE, OH 43041						

Signatures

Kathy L. Uttley as attorney-in-fact for James D. King 05/03/2019

**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) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Issuer. The reporting person may transfer his/her phantom stock account into an alternative investment account at any time.
- (2) Each share of phantom stock represents the right to receive one common share of Issuer or the cash value thereof.

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.

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