

SCOTTS MIRACLE-GRO CO
Form 4
November 13, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STUMP DENISE

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, Global Human Resources

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		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	Price				
Common Shares	11/12/2014		S		4,183	D	\$ 60.59	28,961.757	D	
Common Shares	11/12/2014		S		301	D	\$ 60.595	28,660.757	D	
Common Shares	11/12/2014		S		1,673	D	\$ 60.6	26,987.757	D	
Common Shares	11/12/2014		S		203	D	\$ 60.605	26,784.757	D	
	11/12/2014		S		996	D	\$ 60.61	25,788.757	D	

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Common Shares									
Common Shares	11/12/2014		S	2,493	D	\$ 60.62	23,295.757	D	
Common Shares	11/12/2014		S	183	D	\$ 60.63	23,112.757	D	
Common Shares	11/12/2014		S	800	D	\$ 60.6339	22,312.757	D	
Common Shares	11/12/2014		S	100	D	\$ 60.635	22,212.757	D	
Common Shares	11/12/2014		S	624	D	\$ 60.64	21,588.757	D	
Common Shares	11/12/2014		S	4,025	D	\$ 60.65	17,563.757	D	
Common Shares	11/12/2014		S	102	D	\$ 60.655	17,461.757	D	
Common Shares	11/12/2014		S	95	D	\$ 60.66	17,366.757	D	
Common Shares	11/12/2014		S	300	D	\$ 60.6629	17,066.757	D	
Common Shares	11/12/2014		S	190	D	\$ 60.67	16,876.757	D	
Common Shares	11/12/2014		S	26	D	\$ 60.69	16,850.757	D	
Common Shares	11/12/2014		S	160	D	\$ 60.7	16,690.757	D	
Common Shares	11/12/2014		S	42	D	\$ 60.71	16,648.757	D	
Common Shares							1,683.759	I	By DSPP

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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code V (A) (D) Date Exercisable Expiration Date Title Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STUMP DENISE
C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTSLAWN ROAD
MARYSVILLE, OH 43041

EVP, Global Human Resources

Signatures

Kathy L. Uttley as attorney-in-fact for Denise S.
Stump

11/13/2014

__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).

Remarks:

Form 2 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.