

SCOTTS MIRACLE-GRO CO
Form 4
October 21, 2013

FORM 4

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

OMB APPROVAL

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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 _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Global Human Resources

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

(Street)

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 (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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	10/17/2013		M		26,893	A	\$ 35.74 51,642.4029 D
Common Shares	10/17/2013		S ⁽¹⁾		1,046	D	\$ 57 50,596.4029 D
Common Shares	10/17/2013		S ⁽¹⁾		500	D	\$ 57.005 50,096.4029 D
Common Shares	10/17/2013		S ⁽¹⁾		600	D	\$ 57.01 49,496.4029 D
	10/17/2013		S ⁽¹⁾		100	D	\$ 57.015 49,396.4029 D

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Common Shares								
Common Shares	10/17/2013	S ⁽¹⁾	300	D	\$ 57.02	49,096.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	300	D	\$ 57.025	48,796.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	700	D	\$ 57.03	48,096.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	200	D	\$ 57.04	47,896.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	1,909	D	\$ 57.05	45,987.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	100	D	\$ 57.055	45,887.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	100	D	\$ 57.0575	45,787.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	5,184	D	\$ 57.06	40,603.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	1,100	D	\$ 57.065	39,503.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	300	D	\$ 57.0667	39,203.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	2,500	D	\$ 57.07	36,703.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	300	D	\$ 57.0733	36,403.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	500	D	\$ 57.075	35,903.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	1,000	D	\$ 57.08	34,903.4029	D	
Common Shares	10/17/2013	S ⁽¹⁾	540	D	\$ 57.0874	34,363.4029	D	
Common Shares						1,485.6798	I	By DSPP

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

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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)	Amount or Number of Shares
Stock Option (right to buy)	\$ 35.74	10/17/2013		M	26,893	10/12/2008 10/12/2015	Common Shares	26,893

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

EVP, Global Human Resources

Signatures

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

10/21/2013

__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).

(1) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 20, 2013.

Remarks:

Form 1 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.

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