

SCOTTS MIRACLE-GRO CO
 Form 4
 February 04, 2015

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 *
 Hanft Adam

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)

C/O THE SCOTTS MIRACLE-GRO COMPANY, 14111 SCOTTSLAWN 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 (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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Shares	02/02/2015		M		268 A \$ 46.65	D	
Common Shares	02/02/2015		M		1 A \$ 45.79	D	
Common Shares	02/02/2015		M		1 A \$ 50.08	D	
Common Shares	02/02/2015		M		1 A \$ 50.92	D	
	02/02/2015		M		1 A 8,477	D	

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Common Shares					\$ 56.18		
Common Shares	02/02/2015	M	1	A	\$ 51.64	8,478	D
Common Shares	02/02/2015	M	2	A	\$ 47.24	8,480	D
Common Shares	02/02/2015	M	2	A	\$ 44.73	8,482	D
Common Shares	02/02/2015	M	2	A	\$ 48.44	8,484	D
Common Shares	02/02/2015	M	2	A	\$ 42.27	8,486	D
Common Shares	02/02/2015	M	2	A	\$ 42.98	8,488	D
Common Shares	02/02/2015	M	2	A	\$ 41.86	8,490	D
Common Shares	02/02/2015	M	2	A	\$ 46.73	8,492	D
Common Shares	02/02/2015	M	2	A	\$ 47.2	8,494	D
Common Shares	02/02/2015	M	2	A	\$ 55.07	8,496	D
Common Shares	02/02/2015	M	2	A	\$ 59.63	8,498	D
Common Shares	02/02/2015	M	2	A	\$ 59.57	8,500	D
Common Shares	02/02/2015	M	2	A	\$ 60.83	8,502	D
Common Shares	02/02/2015	M	2	A	\$ 56.65	8,504	D
Common Shares	02/02/2015	M	11	A	\$ 56.41	8,515	D
Common Shares	02/02/2015	M	2	A	\$ 61.86	8,517	D

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)

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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)	8. Price of Derivative Security (Instr. 5)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Units	(1)	02/02/2015		M	268	(2)	(2)	Common Shares	268	\$ 46.6
Deferred Stock Units	(1)	02/02/2015		M	1	(2)	(2)	Common Shares	1	\$ 45.7
Deferred Stock Units	(1)	02/02/2015		M	1	(2)	(2)	Common Shares	1	\$ 50.0
Deferred Stock Units	(1)	02/02/2015		M	1	(2)	(2)	Common Shares	1	\$ 50.9
Deferred Stock Units	(1)	02/02/2015		M	1	(2)	(2)	Common Shares	1	\$ 56.1
Deferred Stock Units	(1)	02/02/2015		M	1	(2)	(2)	Common Shares	1	\$ 51.6
Deferred Stock Units	(1)	02/02/2015		M	2	(2)	(2)	Common Shares	2	\$ 47.2
Deferred Stock Units	(1)	02/02/2015		M	2	(2)	(2)	Common Shares	2	\$ 44.7
Deferred Stock Units	(1)	02/02/2015		M	2	(2)	(2)	Common Shares	2	\$ 48.4
Deferred Stock Units	(1)	02/02/2015		M	2	(2)	(2)	Common Shares	2	\$ 42.2
Deferred Stock	(1)	02/02/2015		M	2	(2)	(2)	Common Shares	2	\$ 42.9

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Units

Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 41.8
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 46.7
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 47.2
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 55.0
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 59.6
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 59.5
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 60.8
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 56.6
Deferred Stock Units	(1)	02/02/2015	M	11	(2)	(2)	Common Shares	11	\$ 56.4
Deferred Stock Units	(1)	02/02/2015	M	2	(2)	(2)	Common Shares	2	\$ 61.8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanft Adam C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X			

Signatures

Kathy L. Uttley as attorney-in-fact for Adam
Hanft

02/04/2015

__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).

The deferred stock units were granted, together with an equal number of related dividend equivalents, in lieu of a portion of the reporting person's annual cash retainer, under the LTIP, and subject to the terms and conditions of an individual award agreement. The deferred stock units equal the quarterly deferral amount divided by the closing price of a common share on the grant date (any fractional deferred stock units are rounded up to the nearest whole deferred stock unit). Each whole deferred 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 additional deferred stock units 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 shares of The Scotts Miracle-Gro Company represented by the related deferred stock unit.

- (1) stock units are rounded up to the nearest whole deferred stock unit). Each whole deferred 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 additional deferred stock units 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 shares of The Scotts Miracle-Gro Company represented by the related deferred stock unit.
- (2) The deferred stock units are 100% vested upon grant and shall be distributed in shares as soon as administratively practicable, but no later than 90 days, following the earliest to occur of: (i) reporting person's cessation of service as a director of The Scotts Miracle-Gro Company; (ii) reporting person's death; (iii) reporting person becomes disabled; or (iv) January 31, 2015.

Remarks:

Form 2 of 4

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.