SCOTTS MIRACLE-GRO CO

Form 4

February 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * SANDERS BARRY W

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

SCOTTS MIRACLE-GRO CO [SMG]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director

10% Owner Other (specify

(Month/Day/Year)

02/18/2014

X_ Officer (give title below) President and COO

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

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative :	Securi	ties Acqu	iired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 3, 4 and 5) ear) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Shares	02/18/2014		M	24,800	A	\$ 21.65	30,844	D	
Common Shares	02/18/2014		S	1,570	D	\$ 57.22	29,274	D	
Common Shares	02/18/2014		S	566	D	\$ 57.23	28,708	D	
Common Shares	02/18/2014		S	1,280	D	\$ 57.24	27,428	D	
	02/18/2014		S	500	D		26,928	D	

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Common Shares					\$ 57.21		
Common Shares	02/18/2014	S	700	D	\$ 57.26	26,228	D
Common Shares	02/18/2014	S	1,064	D	\$ 57.27	25,164	D
Common Shares	02/18/2014	S	3,790	D	\$ 57.28	21,374	D
Common Shares	02/18/2014	S	1,500	D	\$ 57.29	19,874	D
Common Shares	02/18/2014	S	900	D	\$ 57.25	18,974	D
Common Shares	02/18/2014	S	2,002	D	\$ 57.34	16,972	D
Common Shares	02/18/2014	S	3,794	D	\$ 57.35	13,178	D
Common Shares	02/18/2014	S	1,100	D	\$ 57.37	12,078	D
Common Shares	02/18/2014	S	800	D	\$ 57.38	11,278	D
Common Shares	02/18/2014	S	1,104	D	\$ 57.36	10,174	D
Common Shares	02/18/2014	S	1,200	D	\$ 57.33	8,974	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)

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. Transact Code (Instr. 8)	iorDeriva Securi Acqui	red (A) posed of 3, 4,	Expiration Da (Month/Day/	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	/ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Stock

Option (right to \$ 21.65 02/18/2014 M 24,800 10/08/2011 10/05/2018 Common Shares 24,800

buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041

President and COO

Signatures

Kathy L. Uttley as attorney-in-fact for Barry W. Sanders 02/20/2014

**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 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. 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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