

SCOTTS MIRACLE-GRO CO
Form 4
October 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 SCOTTSLAWN 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. 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.