SCOTTS MIRACLE-GRO CO

Form 4

November 13, 2014

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

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STUMP DENISE

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

EVP, Global Human Resources

SCOTTS MIRACLE-GRO CO [SMG]

Director 10% Owner

X_ Officer (give title below)

Other (specify

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

(Street)

(State)

(First)

(Middle)

(Zip)

ROAD

(Last)

(City)

4. If Amendment, Date Original

3. Date of Earliest Transaction

(Month/Day/Year)

Filed(Month/Day/Year)

11/12/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

MARYSVILLE, OH 43041

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionr Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 11/12/2014 S \$ 60.59 4,183 D 28,961.757 D Shares Common 11/12/2014 S 301 D \$ 60.595 28,660.757 D Shares Common 11/12/2014 S 1,673 D \$ 60.6 D 26,987.757 Shares Common 11/12/2014 S 203 D \$ 60.605 26,784.757 D Shares 11/12/2014 S 996 \$ 60.61 D D 25,788.757

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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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativo	e	Securities	(Instr. 5)	Bene
	Derivative Security	Derivative Conversion Security or Exercise	Derivative Conversion (Month/Day/Year) Security or Exercise	Derivative Conversion (Month/Day/Year) Execution Date, if Security or Exercise any	Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Security or Exercise any Code	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Security or Exercise any Code of	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Security or Exercise any Code of (Month/Day/Year)	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Security or Exercise any Code of (Month/Day/Year) Underlying	Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of Security or Exercise any Code of (Month/Day/Year) Underlying Security

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Derivative Securities (Instr. 3 and 4)

Security

Acquired
(A) or
Disposed

Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date

or Number of Shares Own

Follo

Repo

Trans

(Insti

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.

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