

SCOTTS MIRACLE-GRO CO  
Form 4  
November 13, 2014

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

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

(Street)

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		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	Price				
Common Shares	11/12/2014		S		4,183	D	\$ 60.59	28,961.757	D	
Common Shares	11/12/2014		S		301	D	\$ 60.595	28,660.757	D	
Common Shares	11/12/2014		S		1,673	D	\$ 60.6	26,987.757	D	
Common Shares	11/12/2014		S		203	D	\$ 60.605	26,784.757	D	
	11/12/2014		S		996	D	\$ 60.61	25,788.757	D	

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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.**

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(9-02)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
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Derivative Security	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 3 and 4)	Own Follo Repo Trans (Instr				
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## 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.  
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