

SCOTTS MIRACLE-GRO CO

Form 4

March 03, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Lukemire Michael C

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  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Business Execution

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)  
\_\_\_\_X\_\_\_\_ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                                                                                         |                                                          |                                                       |
| Common Shares                   | 02/27/2014                           |                                                    | M                              |                                                                   | 16,183 | A          | \$ 35.74                                                                                      | 32,654                                                   | D                                                     |
| Common Shares                   | 02/27/2014                           |                                                    | M                              |                                                                   | 5,000  | A          | \$ 21.65                                                                                      | 37,654                                                   | D                                                     |
| Common Shares                   | 02/27/2014                           |                                                    | S                              |                                                                   | 1,100  | D          | \$ 57.06                                                                                      | 36,554                                                   | D                                                     |
| Common Shares                   | 02/27/2014                           |                                                    | S                              |                                                                   | 100    | D          | \$ 57.065                                                                                     | 36,454                                                   | D                                                     |
|                                 | 02/27/2014                           |                                                    | S                              |                                                                   | 900    | D          | \$ 57.07                                                                                      | 35,554                                                   | D                                                     |

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|               |            |   |       |   |           |         |   |                |
|---------------|------------|---|-------|---|-----------|---------|---|----------------|
| Common Shares |            |   |       |   |           |         |   |                |
| Common Shares | 02/27/2014 | S | 200   | D | \$ 57.075 | 35,354  | D |                |
| Common Shares | 02/27/2014 | S | 1,100 | D | \$ 57.08  | 34,254  | D |                |
| Common Shares | 02/27/2014 | S | 100   | D | \$ 57.09  | 34,154  | D |                |
| Common Shares | 02/27/2014 | S | 100   | D | \$ 57.095 | 34,054  | D |                |
| Common Shares | 02/27/2014 | S | 2,000 | D | \$ 57.1   | 32,054  | D |                |
| Common Shares | 02/27/2014 | S | 600   | D | \$ 57.14  | 31,454  | D |                |
| Common Shares | 02/27/2014 | S | 7,081 | D | \$ 57.15  | 24,373  | D |                |
| Common Shares | 02/27/2014 | S | 2,286 | D | \$ 57.16  | 22,087  | D |                |
| Common Shares | 02/27/2014 | S | 1,429 | D | \$ 57.17  | 20,658  | D |                |
| Common Shares | 02/27/2014 | S | 1,500 | D | \$ 57.18  | 19,158  | D |                |
| Common Shares | 02/27/2014 | S | 1,369 | D | \$ 57.19  | 17,789  | D |                |
| Common Shares | 02/27/2014 | S | 500   | D | \$ 57.195 | 17,289  | D |                |
| Common Shares | 02/27/2014 | S | 218   | D | \$ 57.2   | 17,071  | D |                |
| Common Shares | 02/27/2014 | S | 400   | D | \$ 57.21  | 16,671  | D |                |
| Common Shares | 02/27/2014 | S | 100   | D | \$ 57.23  | 16,571  | D |                |
| Common Shares | 02/27/2014 | S | 100   | D | \$ 57.085 | 16,471  | D |                |
| Common Shares |            |   |       |   |           | 435.143 | I | By 401(K) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

number.

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                  |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title            | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 35.74                                                              | 02/27/2014                              |                                                             | M                                       |                                                                                                              | 16,183                                                         |     | 10/12/2008                                                          | 10/12/2015         | Common<br>Shares | 16,183                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 21.65                                                              | 02/27/2014                              |                                                             | M                                       |                                                                                                              | 5,000                                                          |     | 10/08/2011                                                          | 10/05/2018         | Common<br>Shares | 5,000                               |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships                    |
|-----------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                           | Director 10% Owner Officer Other |
| Lukemire Michael C<br>C/O THE SCOTTS MIRACLE-GRO COMPANY<br>14111 SCOTTSLAWN ROAD<br>MARYSVILLE, OH 43041 | EVP, Business Execution          |

## Signatures

Kathy L. Uttley as attorney-in-fact for Michael C.  
Lukemire 03/03/2014

\_\_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).

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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