

SCOTTS MIRACLE-GRO CO

Form 4

October 21, 2013

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 *
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)
C/O THE SCOTTS MIRACLE-GRO
COMPANY, 14111 SCOTSLAWN
ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
10/17/2013

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP, Global Human Resources

(Street)
MARYSVILLE, OH 43041

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

(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	10/17/2013		S(1)		1,060	D \$ 57.09	33,303.4029 D
Common Shares	10/17/2013		S(1)		100	D \$ 57.1	33,203.4029 D
Common Shares	10/17/2013		S(1)		99	D \$ 57.1025	33,104.4029 D
Common Shares	10/17/2013		S(1)		100	D \$ 57.105	33,004.4029 D
	10/17/2013		S(1)		2,801	D \$ 57.11	30,203.4029 D

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Common Shares								
Common Shares	10/17/2013	<u>S(1)</u>	400	D	\$ 57.12	29,803.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	500	D	\$ 57.13	29,303.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	200	D	\$ 57.135	29,103.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	100	D	\$ 57.14	29,003.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	100	D	\$ 57.1488	28,903.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	252	D	\$ 57.15	28,651.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	800	D	\$ 57.16	27,851.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	200	D	\$ 57.165	27,651.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	300	D	\$ 57.17	27,351.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	1,100	D	\$ 57.18	26,251.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	300	D	\$ 57.19	25,951.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	100	D	\$ 57.2	25,851.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	2	D	\$ 57.21	25,849.4029	D	
Common Shares	10/17/2013	<u>S(1)</u>	1,100	D	\$ 57.22	24,749.4029	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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SEC 1474
(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene 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 SCOTTS LAWN 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 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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