

SCOTTS MIRACLE-GRO CO
Form 4
March 03, 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 *
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
 Officer (give title below) ___ Other (specify 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)

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 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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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 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	02/27/2014		M	16,183	10/12/2008 10/12/2015	Common Shares	16,183
Stock Option (right to buy)	\$ 21.65	02/27/2014		M	5,000	10/08/2011 10/05/2018	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lukemire Michael C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD 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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