

HAGEDORN JAMES
Form 4
June 20, 2018

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

OMB APPROVAL

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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 *
HAGEDORN JAMES

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)
Chairman and CEO

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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares	06/18/2018		M		53,791	A	\$ 20.59 145,852.4802 D
Common Shares	06/18/2018		S ⁽¹⁾		34,923	D	\$ 85.7283 110,929.4802 D
Common Shares	06/18/2018		S ⁽¹⁾		18,868	D	\$ 86.234 92,061.4802 D
Common Shares	06/19/2018		M		86,686	A	\$ 20.59 178,747.4802 D

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Common Shares	06/19/2018	S ⁽¹⁾	8,805	D	\$ 85.3675 (4)	169,942.4802	D	
Common Shares	06/19/2018	S ⁽¹⁾	19,121	D	\$ 84.5131 (5)	150,821.4802	D	
Common Shares	06/19/2018	S ⁽¹⁾	35,753	D	\$ 83.5129 (6)	115,068.4802	D	
Common Shares	06/19/2018	S ⁽¹⁾	23,007	D	\$ 82.6262 (7)	92,061.4802	D	
Common Shares						43,704.775	I	By 401(K) Plan
Common Shares						1,864,791	I	HPLP ⁽⁸⁾

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 20.59	06/18/2018		M	53,791	10/08/2011 10/05/2018	Common Shares 53,791
Stock Option (right to buy)	\$ 20.59	06/19/2018		M	86,686	10/08/2011 10/05/2018	Common Shares 86,686

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN JAMES C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman and CEO	

Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn
Date: 06/20/2018

**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 May 11, 2018. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.32 to \$85.92, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 2.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$85.93 to \$86.91, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$84.97 to \$85.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$83.98 to \$84.95, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 5.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.98 to \$83.96, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 6.
- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$82.41 to \$82.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 7.
- (7) Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the common shares of the Issuer ("Common Shares"), to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.
- (8)

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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