

SCOTTS MIRACLE-GRO CO
Form 4
January 28, 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 | 01/21/2014 | | M | | 1,800 | A | 18,271 |
| Common Shares | 01/24/2014 | | S ⁽²⁾ | | 9 | D | \$ 59.77 |
| Common Shares | 01/24/2014 | | S ⁽²⁾ | | 131 | D | \$ 59.78 |
| Common Shares | 01/24/2014 | | S ⁽²⁾ | | 15 | D | \$ 59.79 |
| | 01/24/2014 | | S ⁽²⁾ | | 47 | D | 18,069 |

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| | | | | | | | |
|---------------|------------|------------------|-----|---|----------|--------|---|
| Common Shares | | | | | \$ 59.82 | | |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 146 | D | \$ 59.85 | 17,923 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 88 | D | \$ 59.89 | 17,835 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 49 | D | \$ 59.9 | 17,786 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 49 | D | \$ 59.91 | 17,737 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 48 | D | \$ 59.97 | 17,689 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 10 | D | \$ 60 | 17,679 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 79 | D | \$ 60.01 | 17,600 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 39 | D | \$ 59.99 | 17,561 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 58 | D | \$ 60.02 | 17,503 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 63 | D | \$ 60.04 | 17,440 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 136 | D | \$ 60.06 | 17,304 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 73 | D | \$ 60.09 | 17,231 | D |
| Common Shares | 01/24/2014 | S ⁽²⁾ | 49 | D | \$ 60.11 | 17,182 | D |

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)

| 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

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(Instr. 3, 4,
and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|------|---|-----|-----|---------------------------|---------------------------|---------------|----------------------------|
| Restricted Stock Units | | | | | 01/21/2014 ⁽¹⁾ | 01/21/2014 ⁽¹⁾ | Common Shares | 1,800 |

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 | 01/28/2014 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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 restricted stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan (the "LTIP"), and subject to the terms and conditions of an individual award agreement. Each whole restricted stock unit represents a contingent right to receive one common share of the Issuer ("Common Share"). The restricted stock units vested on January 21, 2014.
 - (2) The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 8, 2013.

Remarks:

Form 1 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.