

SCOTTS MIRACLE-GRO CO  
 Form 4  
 November 25, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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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 \*  
**SANDERS BARRY W**

(Last) (First) (Middle)

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

(Street)

**MARYSVILLE, OH 43041**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**SCOTTS MIRACLE-GRO CO [SMG]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/21/2014**

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President and COO**

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	11/21/2014		M			48,838	A	\$ 49.19	48,838	D	
Common Shares	11/21/2014		S			301	D	\$ 60.45	48,537	D	
Common Shares	11/21/2014		S			200	D	\$ 60.46	48,337	D	
Common Shares	11/21/2014		S			200	D	\$ 60.465	48,137	D	
Common Shares	11/21/2014		S			399	D	\$ 60.48	47,738	D	

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Common Shares							
Common Shares	11/21/2014	S	997	D	\$ 60.49	46,741	D
Common Shares	11/21/2014	S	100	D	\$ 60.5	46,641	D
Common Shares	11/21/2014	S	391	D	\$ 60.51	46,250	D
Common Shares	11/21/2014	S	12	D	\$ 60.52	46,238	D
Common Shares	11/21/2014	S	500	D	\$ 60.525	45,738	D
Common Shares	11/21/2014	S	199	D	\$ 60.53	45,539	D
Common Shares	11/21/2014	S	900	D	\$ 60.54	44,639	D
Common Shares	11/21/2014	S	800	D	\$ 60.55	43,839	D
Common Shares	11/21/2014	S	398	D	\$ 60.56	43,441	D
Common Shares	11/21/2014	S	2	D	\$ 60.565	43,439	D
Common Shares	11/21/2014	S	916	D	\$ 60.57	42,523	D
Common Shares	11/21/2014	S	2,264	D	\$ 60.58	40,259	D
Common Shares	11/21/2014	S	670	D	\$ 60.59	39,589	D
Common Shares	11/21/2014	S	600	D	\$ 60.595	38,989	D
Common Shares	11/21/2014	S	1,540	D	\$ 60.6	37,449	D
Common Shares	11/21/2014	S	796	D	\$ 60.61	36,653	D
Common Shares	11/21/2014	S	1,328	D	\$ 60.63	35,325	D
Common Shares	11/21/2014	S	112	D	\$ 60.635	35,213	D
Common Shares	11/21/2014	S	1,881	D	\$ 60.64	33,332	D
	11/21/2014	S	2	D		33,330	D

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Common Shares					\$	60.645	
Common Shares	11/21/2014		S	1,205	D	\$ 60.65	32,125 D
Common Shares	11/21/2014		S	300	D	\$ 60.66	31,825 D
Common Shares	11/21/2014		S	1,769	D	\$ 60.67	30,056 D
Common Shares	11/21/2014		S	306	D	\$ 60.68	29,750 D
Common Shares	11/21/2014		S	594	D	\$ 60.7	29,156 D

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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 49.19	11/21/2014		M	48,838	01/21/2014	01/20/2021	Common Shares	48,838

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SANDERS BARRY W C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			President and COO	

## Signatures

Kathy L. Uttley as attorney-in-fact for Barry W.  
Sanders

11/25/2014

\_\_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).

### Remarks:

Form 1 of 3

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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