

SCOTTS MIRACLE-GRO CO
Form 4
November 13, 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 *
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)

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

____ Director
 Officer (give title below) _____ Other (specify below)
EVP, Global Human Resources

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 Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Shares	11/12/2014		M		23,925	A	\$ 36.69	40,573.757	D
Common Shares	11/12/2014		M		20,096	A	\$ 36.86	60,669.757	D
Common Shares	11/12/2014		S		2,234	D	\$ 60.5	58,435.757	D
Common Shares	11/12/2014		S		600	D	\$ 60.51	57,835.757	D
	11/12/2014		S		200	D	\$ 60.515	57,635.757	D

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Common Shares							
Common Shares	11/12/2014		S	841	D	\$ 60.52	56,794.757 D
Common Shares	11/12/2014		S	604	D	\$ 60.53	56,190.757 D
Common Shares	11/12/2014		S	205	D	\$ 60.535	55,985.757 D
Common Shares	11/12/2014		S	4,762	D	\$ 60.54	51,223.757 D
Common Shares	11/12/2014		S	400	D	\$ 60.545	50,823.757 D
Common Shares	11/12/2014		S	4,732	D	\$ 60.55	46,091.757 D
Common Shares	11/12/2014		S	101	D	\$ 60.555	45,990.757 D
Common Shares	11/12/2014		S	100	D	\$ 60.5575	45,890.757 D
Common Shares	11/12/2014		S	3,678	D	\$ 60.56	42,212.757 D
Common Shares	11/12/2014		S	2	D	\$ 60.565	42,210.757 D
Common Shares	11/12/2014		S	3,246	D	\$ 60.57	38,964.757 D
Common Shares	11/12/2014		S	300	D	\$ 60.575	38,664.757 D
Common Shares	11/12/2014		S	5,309	D	\$ 60.58	33,355.757 D
Common Shares	11/12/2014		S	211	D	\$ 60.585	33,144.757 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Stock Option (right to buy)	\$ 36.69	11/12/2014	M	23,925	10/11/2009	10/11/2016	Common Shares	23,925
Stock Option (right to buy)	\$ 36.86	11/12/2014	M	20,096	11/07/2010	11/06/2017	Common Shares	20,096

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STUMP DENISE C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041			EVP, Global Human Resources	

Signatures

Kathy L. Uttley as attorney-in-fact for Denise S. Stump 11/13/2014

__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 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.