

Johnson Stephen L
 Form 4
 February 01, 2018

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 *
 Johnson Stephen L

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)

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

01/30/2018

(Street)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Shares | 01/30/2018 | | M | A | 211 | 15,998 | D |
| Common Shares | 01/31/2018 | | M | A | 42 | 16,040 | 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)

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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) | 8. Pr Deri Secu (Inst | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Deferred Stock Unit | <u>(1)</u> | 01/30/2018 | | M | 18 | <u>(2)</u> | <u>(2)</u> | Common Shares | 18 |
| Deferred Stock Unit | <u>(1)</u> | 01/31/2018 | | M | 1 | <u>(3)</u> | <u>(3)</u> | Common Shares | 1 |
| Dividend Equivalent Rights | <u>(1)</u> | 01/30/2018 | | M | 193 | <u>(2)</u> | <u>(2)</u> | Common Shares | 193 |
| Dividend Equivalent Rights | <u>(1)</u> | 01/31/2018 | | M | 41 | <u>(3)(4)(5)(6)</u> | <u>(3)(4)(5)(6)</u> | Common Shares | 41 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Johnson Stephen L C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041 | X | | | |

Signatures

Kathy L. Uttley as attorney-in-fact for Stephen L. Johnson
Date: 02/01/2018

**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) Deferred stock units convert into common shares of the Issuer on a one-for-one basis.

(2)

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On January 30, 2015, the reporting person was granted 2,681 deferred stock units, with accruing dividend equivalent rights, vesting on January 30, 2016.

- (3) On January 30, 2015, the reporting person was granted 99 deferred stock units, with accruing dividend equivalent rights, vesting on January 30, 2015.
- (4) On April 1, 2015, the reporting person was granted 93 deferred stock units, with accruing dividend equivalent rights, vesting on April 1, 2015.
- (5) On July 1, 2015, the reporting person was granted 105 deferred stock units, with accruing dividend equivalent rights, vesting on July 1, 2015.
- (6) On October 1, 2015, the reporting person was granted 103 deferred stock units, with accruing dividend equivalent rights, vesting on October 1, 2015.

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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