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SCOTTS MI Form 4 December 09	RACLE-GRO CO)											
									OMB AF	PROVAL			
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287				
Check this box if no longer subject to Section 16.				IANGES IN BENEFICIAL OWNERSHII SECURITIES					VEDSHID OF	Expires:	January 31, 2005		
									VERSHIP OF	Estimated average burden hours per			
Form 4 or									response 0.5				
Form 5 obligations may continue. See Instruction 1(b).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 R	Responses)												
Hagedorn Partnership, L.P. Symbol				r Name and Ticker or Trading S MIRACLE-GRO CO					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3. Date of				of Earliest Transaction Day/Year) 2014					Director _X_ 10% Owner Officer (give title _Other (specify below)				
	(Street) 4. If Amendm Filed(Month/D				n/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting 				
PORT WAS	HINGTON, NY	11050							Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code (Instr.	ctioi 8)	4. Securit n(A) or Di (Instr. 3, Amount	sposed 4 and (A) or	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect		
Common Shares	12/08/2014			S			D	\$ 62.99	15,953,969	D			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3,	5		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Hagedorn Partnership, L.P. 800 PORT WASHINGTON BOULEVARD PORT WASHINGTON, NY 11050		Х						
Signatures								
/s/ Susan Hagedorn, Authorized Signatory	12/09/2	2014						
<u>**</u> 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).

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.