SCOTTS MIRACLE-GRO CO

Form 4

September 13, 2016

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

OMB Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

Form 5 obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

MCCANN JAMES F

Symbol SCOTTS MIRACLE-GRO CO

(Check all applicable)

[SMG]

(Middle)

3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

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

(Street)

(First)

ROAD

(Last)

4. If Amendment, Date Original

(Instr. 8)

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

09/09/2016

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

below)

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 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Securities Beneficially (D) or Indirect Beneficial Owned Ownership

(Instr. 4)

(Instr. 4)

Following Reported (A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exercisable and		7. Title and Amount of		8. Price Derivati
Derivative	Conversion	(Month/Day/Year)	· · · · · · · · · · · · · · · · · · ·				Expiration Date		, ,	
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	· · · · · · · · · · · · · · · · · · ·		(Instr. 3 and	4)	Security (Instr. 5	
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	(1)	09/09/2016		A	60	<u>(1)</u>	<u>(1)</u>	Common Shares	60	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MCCANN JAMES F

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

MARYSVILLE, OH 43041

Signatures

Kathy L. Uttley as attorney-in-fact for James F.

McCann

09/13/2016

**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) The dividend equivalent rights accrued on DSU grants and become exercisable proportionately with the DSUs to which they relate. Each dividend equivalent right is the economic equivalent of one common share of the Issuer.

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.

Reporting Owners 2