#### SCOTTS MIRACLE-GRO CO

Form 4

December 13, 2016

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

(Middle)

**OMB APPROVAL** 

OMB 3235-0287 Number:

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

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**HAGEDORN JAMES** 

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

(Month/Day/Year)

11/30/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

3. Date of Earliest Transaction \_X\_\_ Director X\_\_ 10% Owner X\_ Officer (give title \_ Other (specify

below) Chairman and CEO

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

(Street)

(First)

4. If Amendment, Date Original

Filed(Month/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

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. Transa Code (Instr.	8)	4. Securitie onDisposed o (Instr. 3, 4 a	f (D)	uired (A) or	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)
Common Shares	11/30/2016		J	V	24.3487	A	\$ 82.14	7,750.2032	D	
Common Shares	12/09/2016		J	V	28.9236	A	\$ 96.1605	7,779.1268	D	
Common Shares	12/11/2016		M		30,131	A	<u>(1)</u>	37,910.1268	D	
Common Shares	12/12/2016		F		14,147	D	\$ 96	23,763.1268	D	
								42,288.998	I	

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Common Shares			By 401(K) Plan
Common Shares	1,880,791	I	HPLP (2)

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

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SEC 1474

(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 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 on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		sactiorDerivative Securities Acquired (A) or (. 8) Disposed of (D)		6. Date Exer Expiration D (Month/Day.	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares		
Restricted Stock Units	<u>(1)</u>	12/11/2016		M		30,131	(3)	(3)	Common Shares	30,1		
Phantom Stock	<u>(4)</u>	12/09/2016		A	393.715		<u>(5)</u>	<u>(5)</u>	Common Shares	393.7		

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsinps						
	Director	10% Owner	Officer	Other			
HAGEDORN JAMES							
C/O THE SCOTTS MIRACLE-GRO COMPANY	X	v	Chairman				
14111 SCOTTSLAWN ROAD	Λ	Λ	and CEO				
MARYSVILLE, OH 43041							

# **Signatures**

Kathy L. Uttley as attorney-in-fact for James Hagedorn 12/13/2016

\*\*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).

Reporting Owners 2

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- (1) Restricted stock units convert into common shares of the Issuer ("Common Shares") on a one-for-one basis.
  - Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the Common Shares, to be the beneficial owner of the securities of the Issuer that are held by
- (2) Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.
- (3) On December 11, 2013, the reporting person was granted 30,131 restricted stock units, vesting on December 11, 2016.
- (4) Each share of phantom stock represents the right to receive one Common Share or the cash value thereof.
- (5) Shares of phantom stock are payable in cash following termination of the reporting person's employment with Issuer. The reporting person may transfer his/her phantom stock account into an alternative investment account at any time.

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.