

SCOTTS MIRACLE-GRO CO
 Form 4
 November 22, 2013

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 *
KELLY THOMAS N JR

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)
11/21/2013

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(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			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)
Common Shares	11/21/2013		M		7,142	A	\$ 38.58	9,978	D	
Common Shares	11/21/2013		M		14,300	A	\$ 44.69	24,278	D	
Common Shares	11/21/2013		S		200	D	\$ 58.91	24,078	D	
Common Shares	11/21/2013		S		300	D	\$ 58.93	23,778	D	
	11/21/2013		S		100	D	\$ 58.95	23,678	D	

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Common Shares							
Common Shares	11/21/2013	S	14,904	D	\$ 59	8,774	D
Common Shares	11/21/2013	S	400	D	\$ 59.0013	8,374	D
Common Shares	11/21/2013	S	300	D	\$ 59.0033	8,074	D
Common Shares	11/21/2013	S	406	D	\$ 59.005	7,668	D
Common Shares	11/21/2013	S	1,000	D	\$ 59.01	6,668	D
Common Shares	11/21/2013	S	200	D	\$ 59.015	6,468	D
Common Shares	11/21/2013	S	104	D	\$ 59.02	6,364	D
Common Shares	11/21/2013	S	100	D	\$ 59.03	6,264	D
Common Shares	11/21/2013	S	128	D	\$ 59.0344	6,136	D
Common Shares	11/21/2013	S	200	D	\$ 59.035	5,936	D
Common Shares	11/21/2013	S	200	D	\$ 59.04	5,736	D
Common Shares	11/21/2013	S	500	D	\$ 59.05	5,236	D
Common Shares	11/21/2013	S	100	D	\$ 59.055	5,136	D
Common Shares	11/21/2013	S	300	D	\$ 59.06	4,836	D
Common Shares	11/21/2013	S	500	D	\$ 59.07	4,336	D
Common Shares	11/21/2013	S	100	D	\$ 59.075	4,236	D
Common Shares	11/21/2013	S	300	D	\$ 59.09	3,936	D
Common Shares	11/21/2013	S	200	D	\$ 59.1	3,736	D
Common Shares	11/21/2013	S	200	D	\$ 59.105	3,536	D
	11/21/2013	S	100	D	\$ 59.11	3,436	D

Common Shares

Common Shares 11/21/2013 S 594 D \$ 59.19 2,842 D

Common Shares 11/21/2013 S 6 D \$ 59.21 2,836 D

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 38.58	11/21/2013		M	7,142	01/27/2007 01/27/2016	Common Shares 7,142
Stock Option (right to buy)	\$ 44.69	11/21/2013		M	14,300	01/26/2008 01/26/2017	Common Shares 14,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KELLY THOMAS N JR
C/O THE SCOTTS MIRACLE-GRO COMPANY
14111 SCOTTSLAWN ROAD
MARYSVILLE, OH 43041

X

Signatures

Kathy L. Uttley as attorney-in-fact for Thomas N.
Kelly Jr.

11/22/2013

__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.

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