SCOTTS MIRACLE-GRO CO

Form 4

August 06, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

(Middle)

(Zip)

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).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person *

Mistretta Nancy G.

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

3. Date of Earliest Transaction

(Month/Day/Year) 08/02/2013

X_ Director 10% Owner

Officer (give title

Other (specify

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

(First)

ROAD

(Last)

(Street) 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

MARYSVILLE, OH 43041

(City) (State)

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. Code (Month/Day/Year)

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

Indirect

(A)

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

Common Shares

D 3,048

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.

SEC 1474 (9-02)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Pate	7. Title and A Underlying S (Instr. 3 and	Securities		
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
Deferred Stock Units	(1)	08/02/2013		A	61	(2)	(2)	Common Shares	61	\$ 0	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Mistretta Nancy G. C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X					
Signatures						

Kathy L. Uttley as attorney-in-fact for Nancy G. 08/06/2013 Mistretta

> **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).

The deferred stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan (the "LTIP"), and subject to the terms and conditions of an individual award agreement. Each whole deferred stock unit represents a contingent right to receive one common share of The Scotts Miracle-Gro Company. Each dividend equivalent represents the right to receive additional deferred stock units in respect of dividends that are declared and paid during the period beginning on the grant date and ending on the settlement date with respect to the common share of The Scotts Miracle-Gro Company represented by the related deferred stock unit.

The deferred stock units will become 100% vested on January 18, 2016, subject to earlier vesting or forfeiture in accordance with the terms of the award agreement. Subject to the terms of the LTIP, vested deferred stock units will be settled in a lump sum as soon as (2) administratively practicable, but no later than 90 days, following the earliest to occur of: (i) the reporting person's cessation of service as a

director of The Scotts Miracle-Gro Company; (ii) the reporting person's death; (iii) the date the reporting person becomes totally disabled; or (iv) the third anniversary of the grant date (January 18, 2016).

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.

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