

SCOTTS MIRACLE-GRO CO
 Form 4
 February 02, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Johnson Stephen L

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)

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

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

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 (Instr. 8)	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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Shares	01/29/2016		A		2,476 A \$ 0	D	
Common Shares	01/29/2016		A		92 A \$ 68.68 (1)	D	
Common Shares	01/31/2016		M		1,173 A (2) 14,182	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.

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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying Instrument (Instr. 3)	
						Date Exercisable	Expiration Date	Title
				Code	V (A) (D)			
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	143	<u>(3)</u>	<u>(3)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	127	<u>(4)</u>	<u>(4)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	141	<u>(5)</u>	<u>(5)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	162	<u>(6)</u>	<u>(6)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	153	<u>(7)</u>	<u>(7)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	159	<u>(8)</u>	<u>(8)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	141	<u>(9)</u>	<u>(9)</u>	Co S
Deferred Stock Units	<u>(2)</u>	01/31/2016		M	123	<u>(10)</u>	<u>(10)</u>	Co S
Dividend	<u>(2)</u>	01/31/2016		M	24	<u>(3)(4)(5)(6)(7)(8)(9)(10)</u>	<u>(3)(4)(5)(6)(7)(8)(9)(10)</u>	Co

Equivalent
Rights

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Stephen L C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X			

Signatures

Kathy L. Uttley as attorney-in-fact for Stephen L. Johnson 02/02/2016

__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 Deferred Stock Units was issued to the reporting person in lieu of retainer in the amount of \$6,250.
- (2) Deferred stock units convert into common shares of the Issuer on a one-for-one basis.
- (3) On January 21, 2011, the reporting person was granted 146 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (4) On April 1, 2011, the reporting person was granted 130 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (5) On July 1, 2011, the reporting person was granted 144 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (6) On October 3, 2011, the reporting person was granted 165 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (7) On January 18, 2013, the reporting person was granted 156 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (8) On April 1, 2013, the reporting person was granted 162 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (9) On July 1, 2013, the reporting person was granted 144 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2016.
- (10) On October 1, 2013, the reporting person was granted 126 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 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.