### SCOTTS MIRACLE-GRO CO

Common

Shares

Form 4

December 19, 2016

December 1	.9, 2016										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITED	STATES		RITIES A shington			INGE CO	OMMISSION	OMB Number:	3235-0287	
Check th			***	simgton	i, D.C. 20	JU-17			Expires:	January 31,	
subject to Section 16. Form 4 or Form 5 obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or					Act of 1934,	Estimated average burden hours per response 0.					
may con See Instr 1(b).	unue.			•	_	-	ct of 1940		L		
(Print or Type	Responses)										
1. Name and Address of Reporting Person * HAGEDORN JAMES			2. Issuer Name <b>and</b> Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (	Middle)						_X_ Director	X 10% Owner		
	SCOTTS MIRAC Y, 14111 SCOTT	LE-GRO		Day/Year)				_XOfficer (give below) Chair	titleOthe below) man and CEO	r (specify	
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)			1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
MARYSVI	ILLE, OH 43041						-	Form filed by Me Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	tle of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if		Code (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported	Ownership Inc Form: Be Direct (D) Ov or Indirect (Ir	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Shares	12/15/2016			S <u>(1)</u>	14,684	D	\$ 95.3769 (2)	9,079.1268	D		
Common Shares	12/15/2016			S <u>(1)</u>	1,300	D	\$ 95.8923	7,779.1268	D		

(3)

Ву

Plan

401(K)

I

42,288.998

Common Shares 1,880,791 I HPLP (4)

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 Derivating Security (Instr. 3)	ve Conversion or Exercise	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	<b>.</b>	Date	7. Title Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)	Date	Expiration		Amount		(Instr
			Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

## **Reporting Owners**

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

# **Signatures**

Kathy L. Uttley as attorney-in-fact for James
Hagedorn
12/19/2016

\*\*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 sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 30, 2016.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$94.76 to \$95.75, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set

Reporting Owners 2

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forth in this footnote 2.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$95.83 to \$95.97, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 3.
  - 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 of the Issuer ("Common Shares"), to be the beneficial owner of the securities of
- (4) the Issuer that are held by 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.

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.