#### SCOTTS MIRACLE-GRO CO

Form 4

September 14, 2015

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

**OMB** Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16.

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

Expires: 2005 Estimated average burden hours per

**OMB APPROVAL** 

Form 4 or Form 5

obligations may continue. See Instruction

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)

1. Name and Address of Reporting Person \*

Hanft Adam

(Last)

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

5. Relationship of Reporting Person(s) to

Issuer

3. Date of Earliest Transaction

(Month/Day/Year)

X\_ Director 10% Owner Other (specify

(Check all applicable)

Officer (give title below)

14111 SCOTTSLAWN ROAD

(First)

(Street)

09/10/2015

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 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Middle)

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

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

Following Reported

(Instr. 4) (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

7. Title and Amount of 8. Price 1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and Derivative **Expiration Date Underlying Securities** Conversion (Month/Day/Year) Execution Date, if Transactionof Deriva Derivative (Month/Day/Year) (Instr. 3 and 4) Security or Exercise Code Securi any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Securit Acquir (A) or Dispos of (D) (Instr. and 5)	red sed 3, 4,					(Instr.
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Dividend Equivalent Rights	<u>(1)</u>	09/10/2015		A		108		<u>(1)</u>	<u>(1)</u>	Common Shares	108	\$

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Hanft Adam							
14111 SCOTTSLAWN ROAD	X						
MARYSVILLE, OH 43041							

## **Signatures**

Kathy L. Uttley as attorney-in-fact for Adam
Hanft

\*\*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 dividend equivalent rights accrued on DSU grants and become exercisable proportionately with the DSUs to which they relate. Each dividend equivalent right is the economic equivalent of one common share of the Issuer.

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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