

SCOTTS MIRACLE-GRO CO
Form 3
July 18, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

^ Smith Ivan C

(Last) (First) (Middle)

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

(Street)

MARYSVILLE, ^ OH ^ 43041

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/10/2013

3. Issuer Name and Ticker or Trading Symbol
SCOTTS MIRACLE-GRO CO [SMG]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
EVP, GC and Secretary

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Shares

4,153

D ^

Common Shares

385.4507

I By DSPP (1)

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	01/20/2015	01/19/2022	Common Shares	3,159	\$ 47.66	D	Â
Stock Option (right to buy)	01/21/2014	01/20/2021	Common Shares	1,200	\$ 51.73	D	Â
Stock Option (right to buy)	11/07/2010	11/06/2017	Common Shares	3,600	\$ 38.76	D	Â
Stock Option (right to buy)	10/11/2009	10/11/2016	Common Shares	1,547	\$ 38.58	D	Â
Restricted Stock Units	Â ⁽³⁾	Â ⁽³⁾	Common Shares	1,443	\$ ⁽²⁾	D	Â
Restricted Stock Units	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Shares	728	\$ ⁽²⁾	D	Â
Restricted Stock Units	Â ⁽⁵⁾	Â ⁽⁵⁾	Common Shares	1,300	\$ ⁽²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Ivan C C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE,Â OHÂ 43041	Â	Â	Â EVP, GC and Secretary	Â

Signatures

Kathy L. Uttley as attorney-in-fact for Ivan C. Smith 07/18/2013

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Common shares acquired under The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).
- (2) The restricted stock units were granted, together with an equal number of related dividend equivalents, under The Scotts Miracle-Gro Company Long-Term Incentive Plan, and subject to the terms and conditions of an individual award agreement. Each whole restricted 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 cash 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 restricted

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stock unit.

The restricted stock units are scheduled to vest on January 18, 2016. Subject to the terms of The Scotts Miracle-Gro Company Long-Term

- (3) Incentive Plan, vested restricted stock units will be settled in common shares of The Scotts Miracle-Gro Company as soon as administratively practicable, but no later than 90 days, following vesting.

The restricted stock units are scheduled to vest on January 20, 2015. Subject to the terms of The Scotts Miracle-Gro Company Long-Term

- (4) Incentive Plan, vested restricted stock units will be settled in common shares of The Scotts Miracle-Gro Company as soon as administratively practicable, but no later than 90 days, following vesting.

The restricted stock units are scheduled to vest on January 21, 2014. Subject to the terms of The Scotts Miracle-Gro Company Long-Term

- (5) Incentive Plan, vested restricted stock units will be settled in common shares of The Scotts Miracle-Gro Company as soon as administratively practicable, but no later than 90 days, following vesting.

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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