SCOTTS MIRACLE-GRO CO

Form 4

February 01, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

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0.5

Estimated average burden hours per

response...

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

obligations

may continue.

See Instruction

Check this box

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 *

HAGEDORN JAMES

2. Issuer Name and Ticker or Trading

Symbol

SCOTTS MIRACLE-GRO CO

[SMG]

3. Date of Earliest Transaction

(Month/Day/Year) 01/30/2017

_X__ Director X_ Officer (give title

Issuer

X__ 10% Owner _ Other (specify

below) Chairman and CEO

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

(Street)

(First)

(Middle)

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

MARYSVILLE, OH 43041

(City)	(State)	(Zip) Tab	ole I - N	on-l	Derivative S	ecurit	ties Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)				4. Securitie onor Dispose (Instr. 3, 4	d of (L))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	or (D)	Price	(Instr. 3 and 4)	,	
Common Shares	01/30/2017(1)		A		33,344	A	\$ 0	41,146.568	D	
Common Shares	01/30/2017		A		24,629	A	\$ 0	65,775.568	D	
Common Shares	01/31/2017		J	V	24.1633	A	\$ 82.77	65,799.7313	D	
Common Shares								42,288.998	I	By 401(K) Plan

Common Shares 1,880,791 I HPLP (2)

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title Amour		8. Price of Derivative	9. Nu Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						_			or		
						Date	Expiration		Number		
						Exercisable Date		of			
				Code V	(A) (D)				Shares		

Reporting Owners

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

Signatures

Kathy L. Uttley as attorney-in-fact for James
Hagedorn

02/01/2017

**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).
- On January 29, 2016, the reporting person was granted an award of 33,344 restricted stock units with vesting subject to the satisfaction of (1) certain performance criteria. On January 30, 2017, the Compensation and Organization Committee certified performance with respect to 33,344 restricted stock units.

(2)

Reporting Owners 2

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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 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.