

Coleman Thomas Randal  
 Form 3  
 February 15, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Coleman Thomas Randal</p> <p>(Last) (First) (Middle)</p> <p>C/O THE SCOTTS                  MIRACLE-GRO                  COMPANY,Â 14111                  SCOTTSLAWN ROAD</p> <p>(Street)</p> <p>MARYSVILLE,Â OHÂ 43041</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/08/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>SCOTTS MIRACLE-GRO CO [SMG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Interim Principal Fin Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
---	---	---	--	---	--

**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	3,120	D	Â

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

SEC 1473 (7-02)

**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.**

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

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	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
---	---	--	---------------------------	----------------------	--

Edgar Filing: Coleman Thomas Randal - Form 3

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Option (right to buy)	10/08/2011	10/05/2018	Common Shares	15,500	\$ 21.65	D	Â
Stock Option (right to buy)	01/20/2013	01/17/2020	Common Shares	9,500	\$ 41.62	D	Â
Stock Option (right to buy)	01/21/2014	01/20/2021	Common Shares	7,700	\$ 51.73	D	Â
Stock Option (right to buy)	01/20/2015	01/19/2022	Common Shares	11,155	\$ 47.66	D	Â
Restricted Stock Units	Â <u>(1)</u>	Â <u>(1)</u>	Common Shares	1,500	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(2)</u>	Â <u>(2)</u>	Common Shares	2,568	\$ <u>(4)</u>	D	Â
Restricted Stock Units	Â <u>(3)</u>	Â <u>(3)</u>	Common Shares	8,323	\$ <u>(4)</u>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Coleman Thomas Randal C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	Â	Â	Â Interim Principal Fin Officer	Â

## Signatures

Kathy L. Uttley as attorney-in-fact for Thomas Randal  
Coleman 02/15/2013

\_\_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) The restricted stock units are scheduled to vest on January 21, 2014. Subject to the terms of The Scotts Miracle-Gro Company Long-Term Incentive Plan (formerly known as The Scotts Miracle-Gro Company Amended and Restated 2006 Long-Term Incentive Plan) (the "LTIP"), vested restricted stock units will be settled in common shares of the Issuer ("Common Shares") as soon as administratively practicable, but no later than 90 days, following vesting.
- (2) The restricted stock units are scheduled to vest on January 20, 2015. Subject to the terms of the LTIP, vested restricted stock units will be settled in Common Shares as soon as administratively practicable, but no later than 90 days, following vesting.
- (3) The restricted stock units are scheduled to vest on January 18, 2016. Subject to the terms of the LTIP, vested restricted stock units will be settled in Common Shares as soon as administratively practicable, but no later than 90 days, following vesting.

## Edgar Filing: Coleman Thomas Randal - Form 3

The restricted stock units were granted, together with an equal number of related dividend equivalents, under the LTIP, and subject to the terms and conditions of an individual award agreement. Each whole restricted stock unit represents a contingent right to receive one

- (4) Common Share. 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 Shares represented by the related restricted stock unit.

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.