

SCOTTS MIRACLE-GRO CO
Form 4
February 04, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
Hanft Adam

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

01/31/2014

(Street)

4. 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

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 (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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(9-02)

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

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The deferred stock units were granted, together with an equal number of related dividend equivalents, in lieu of a portion of the reporting person's annual cash retainer, under the LTIP, and subject to the terms and conditions of an individual award agreement. The deferred stock units equal the quarterly deferral amount divided by the closing price of a common share on the grant date (any fractional deferred

- (3) stock units are rounded up to the nearest whole deferred stock unit). Each whole deferred 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 additional deferred stock units 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 of The Scotts Miracle-Gro Company represented by the related deferred stock unit.

The deferred stock units are 100% vested upon grant and shall be distributed in shares as soon as administratively practicable, but no later

- (4) than 90 days, following the earliest to occur of: (i) reporting person's cessation of service as a director of The Scotts Miracle-Gro Company; (ii) reporting person's death; (iii) reporting person becomes disabled; or (iv) January 31, 2017.

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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