

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 *

Â Smith Ivan C
 (Last) (First) (Middle)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

C/O THE SCOTTS
 MIRACLE-GRO
 COMPANY,Â 14111
 SCOTTSLAWN ROAD
 (Street)

MARYSVILLE,Â OHÂ 43041
 (City) (State) (Zip)

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	Â
Common Shares	385.4507	I	By DSPP <u>(1)</u>

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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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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