FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Hanft Adam</u>					2. Issuer Name <b>and</b> Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [ SMG ]								Relationship of Reporting Person(s) to Issuer (Check all applicable)     X Director 10% Owner					
(Last)	,	irst) MIRACLE-GRO	(Middle)  COMPA	NY	3. Date of Earliest Transaction (Month/Day/Year) 02/02/2015							Officer below)	r (give title )	Other ( below)	specify			
14111 SCOTTSLAWN ROAD					4. If Am	nendment, Date	of Origina	I Filed	(Month/D	6. Ind	6. Individual or Joint/Group Filing (Check Applicable							
(Street) MARYSVILLE OH 43041						4. If Amendment, Date of Original Filed (Month/Day/Year)								X Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(S	tate)	(Zip)															
		Tab	le I - Non	-Deriva	ative S	ecurities Ac	quired,	Dis	posed o	of, or	Benef	icially	Owne	d				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Execution Date,		Code	Transaction Code (Instr.		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)				ies cially Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
							Code	v	Amount	(A	A) or P	rice	Reported Transaction(s) (Instr. 3 and 4)			(Instr. 4)		
Common Shares				02/02/2015			М		305		A \$	\$41.03	8,	,152	D			
Common	Shares			02/02/	2015		М		1		A \$	38.75	8,	,153	D			
Common	Shares			02/02/	2015		М		1		A \$	45.79	8,	,154	D			
Common	Shares			02/02/	2015		М		2		A \$	50.08	8,	,156	D			
Common	Shares			02/02/	2015		М		2		A \$	50.92	8,	,158	D			
Common Shares			02/02/2015			М		1		A \$	56.18	8,	,159	D				
Common Shares			02/02/2015			М		2		A \$	51.64	8,	,161	D				
Common	Common Shares		02/02/2015			М		2		A \$	47.24	8,	,163	D				
Common	Shares			02/02/2015			M		2		A \$	44.73	8,	,165	D			
Common	Shares			02/02/	2015		M		2		A \$	48.44	8,	,167	D			
Common	Shares			02/02/	2015		M		2		A \$	42.27	8,	,169	D			
Common	Shares			02/02/	2015		М		2		A \$	42.98	8,	,171	D			
Common	Shares			02/02/	2015		М		3		A \$	41.86	8,	,174	D			
Common	Shares			02/02/	2015		М		2		A \$	46.73	8,	,176	D			
Common	Shares			02/02/	2015		М		2		Α :	\$47.2	8,	,178	D			
Common	Shares			02/02/2015			М		3		A \$	55.07	8,181		D			
Common	Shares			02/02/2015			М		2		A \$	59.63	8,183		D			
Common Shares			02/02/2015			М		2		A \$	59.57	8,	,185	D				
Common Shares 02			02/02/	2015		M		2		A \$	60.83	8,187		D				
Common Shares 02/02/				2015		М		3		A \$	56.65	8,190		D				
Common Shares 02/02/2				2015		М		12		A \$	56.41	8,202		D				
Common Shares 02/02/:					2015		М		3		A \$	61.86	8,	,205	D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution I if any (Month/Day	d 4 Date, T	ransactio	5. Number of	5. Number of Expiration Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. D Si	Price of erivative ecurity nstr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

		Т	able II - Deriva (e.g., i	tive S	Secui	ities	Acc	uired, Dis	posed of	, or Ben ble secu	cficially	Owned			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction  Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction of Code (Instr. 8) Secu Acqu (A) of Disp of (D		Date ExpandisEleter Expiration Divative urities urities or iosed or i. 3, 4		Expiration is Datable and te	Titletle and Shares Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Deferred Stock Units	(1)	02/02/2015		M			305	(2)	(2)	Common Shares	305	\$41.03	53	D	
Deferred Stock Units	(1)	02/02/2015		M			1	(2)	(2)	Common Shares	1	\$38.75	52	D	
Deferred Stock Units	(1)	02/02/2015		М			1	(2)	(2)	Common Shares	1	\$45.79	51	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$50.08	49	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$50.92	47	D	
Deferred Stock Units	(1)	02/02/2015		M			1	(2)	(2)	Common Shares	1	\$56.18	46	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$51.64	44	D	
Deferred Stock Units	(1)	02/02/2015		М			2	(2)	(2)	Common Shares	2	\$47.24	42	D	
Deferred Stock Units	(1)	02/02/2015		М			2	(2)	(2)	Common Shares	2	\$44.73	40	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$48.44	38	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$42.27	36	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$42.98	34	D	
Deferred Stock Units	(1)	02/02/2015		M			3	(2)	(2)	Common Shares	3	\$41.86	31	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$46.73	29	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$47.2	27	D	
Deferred Stock Units	(1)	02/02/2015		M			3	(2)	(2)	Common Shares	3	\$55.07	24	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$59.63	22	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$59.57	20	D	
Deferred Stock Units	(1)	02/02/2015		M			2	(2)	(2)	Common Shares	2	\$60.83	18	D	
Deferred Stock Units	(1)	02/02/2015		M			3	(2)	(2)	Common Shares	3	\$56.65	15	D	
Deferred Stock Units	(1)	02/02/2015		M			12	(2)	(2)	Common Shares	12	\$56.41	3	D	
Deferred Stock Units	(1)	02/02/2015		M			3	(2)	(2)	Common Shares	3	\$61.86	0	D	

- 1. 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 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.
- 2. The deferred stock units are 100% vested upon grant and shall be distributed in shares as soon as administratively practicable, but no later 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, 2015.

## Remarks:

Form 1 of 4

Kathy L. Uttley as attorney-infact for Adam Hanft 02/04/2015

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

The undersigned officer and/or director of The Scotts Miracle-Gro Company (the "Company"), hereby constitutes and appoints each of Vincent C. Brockman, Tara K. Charnes and Kathy L. Uttley, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

- 1) execute for, in the name of and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act") and the rules and regulations thereunder and Form 144 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Rule 144 under the Securities Act of 1933, as amended (the "Securities Act");
- 2) do and perform any and all acts for, in the name of and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 or such Form 144, complete and execute any amendment or amendments thereto, and timely file any such form (and any such amendment or amendments) with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act and/or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 or Form 144 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the above-named attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of June, 2013.

/s/ Adam Hanft Signature

Adam Hanft Print Name