FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
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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>Hilsheimer Lawrence A.</u>					2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]								(Check	all app Direc	olicable) ctor	10% (
(Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD					3. Date of Earliest Transaction (Month/Day/Year) 12/10/2013								Λ	below) below) EVP and CFO			
	State)	(Zip)	on Doriv		4. If Amendment, Date of Original Filed (Month/Day/Year)								Line) X	Form filed by One Reporting Person Form filed by More than One Reporting Person			
1. Title of Security (Instr. 3)			2. Transaction Date		2A. Deemed Execution Date,		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or			5. Amount of Securities Beneficially Owned Following		ount of ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) oi (D)	Price		Transaction(s) (Instr. 3 and 4)			(instr. 4)
Common Shares			12/10/2	12/10/2013				A		1.8944	A	\$59.	6855	298.2612		I	By DSPP ⁽¹⁾
Common Shares															10.471	I	By 401(K) Plan
	Т	able II												vned			
	ersion pricise (Month/Day/Year) of ative rity Execution Date, if any (Month/Day/Year)						6. Date Exercisable and Expiration Date (Month/Day/Year) Date Expiration Exercisable Date			Amoun		nt er		derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	(FE SCOTTS AT VILLE OF Security (Insulative Shares 2. Conversion or Exercise Price of Derivative	(First) E SCOTTS MIRACLE-GROCOTTSLAWN ROAD VILLE OH (State) Tab Security (Instr. 3) Shares T. 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COM COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - No Security (Instr. 3) Shares Table II - Conversion or Exercise Price of Derivative Price of Derivative (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Deriv Security (Instr. 3) 2. Transact Date (Month/Da Shares 12/10/2 Shares 12/10/2 Conversion or Exercise Price of Derivative (Month/Day/Year) 2. (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)	Mer Lawrence A. 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If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) Shares 12/10/2013 A 1.8944 A \$59.6855 298.2612 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Form Filed Date (B. Individual or Joint/Group Line) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Date It and Share) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Date It and Share) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction of Exercise (Month/Day/Year) A 1.8944 A \$59.6855 298.2612 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction (Month/Day/Year) A 1.8944 A \$59.6855 298.2612 A 1.8944 A \$59.6855 298.2612	SCOTTS MIRACLE-GRO CO SMG Cleek all applicable) Director Director

Explanation of Responses:

1. Common Shares were acquired pursuant to the dividend reinvestment feature of The Scotts Miracle-Gro Company Discounted Stock Purchase Plan (DSPP).

Kathy L. Uttley as attorney-in-

fact for Lawrence A.

12/12/2013

Hilsheimer

** 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 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 26th day of March, 2013.

/s/ Lawrence A. Hilsheimer Signature

Lawrence A. Hilsheimer Print Name