SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPR	OVAL
OMB Number:	3235-0287
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1. Name and Address of Reporting Person [*] HAGEDORN JAMES		n*	2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
				X	Director	Х	10% Owner		
				X	Officer (give title below)		Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		,		,		
C/O THE SCOTTS MIRACLE-GRO COMPANY		RO COMPANY	11/11/2013		CEO				
14111 SCOTTSI	LAWN ROAD								
-			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	vidual or Joint/Group	=ilina (Check Applicable		
(Street)				Line)		3 (
MARYSVILLE	ОН	43041		X	Form filed by One	Report	ting Person		
·	-				Form filed by More Person	than (One Reporting		
(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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Shares	11/11/2013		S ⁽¹⁾		2,701	D	\$57.36	117,979.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,500	D	\$57.37	116,479.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,700	D	\$57.38	114,779.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		100	D	\$57.385	114,679.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,386	D	\$57.39	113,293.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		5	D	\$57.395	113,288.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,316	D	\$57.4	111,972.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		18,203	D	\$57.41	93,769.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		100	D	\$57.415	93,669.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,600	D	\$57.42	92,069.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		200	D	\$57.425	91,869.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		400	D	\$57.4275	91,469.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,700	D	\$57.43	89,769.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,494	D	\$57.44	88,275.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		6	D	\$57.445	88,269.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		4,915	D	\$57.45	83,354.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1	D	\$57.455	83,353.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,778	D	\$57.46	81,575.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		100	D	\$57.465	81,475.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		2,029	D	\$57.47	79,446.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		170	D	\$57.475	79,276.439	D	
Common Shares	11/11/2013		S ⁽¹⁾		1,801	D	\$57.48	77,475.439	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. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and 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)

		Ta	ble II - Dei (e.ç					ired, Disp options,	· · ·		lor i				
1. Title of Derivative Beplanistion f. Inst. sales r Remarks Form 2 of 3	Price of reported in this I Derivative	3. Transaction Date (Month/Day/Year) Form 4 were made p	3A. Deemed Execution Da if any unstant to a Rul	te, Tr Ci	ode V ransactio ode (Ins trading	on of tr. Der plan acco Acco (A) Dis of (or posed D) tr. 3, 4	ExPeriesEnter Expiration D (Month/Day/' e reporting per	is Datile and te Year) son on Septen	Amour Securi Deriva Securi and 4)	ties ying tive ty (Instr. 3	8. Price of Derivative Security (Instr. 5) attorney-i	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) "nstr. 4) <u>n-</u> <u>11/12/201</u>	10. -Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 3	11. Nature of Indirect Beneficial Ownership (Instr. 4)
* If the form ** Intentiona Note: File th	is filed by mo al misstatemer ree copies of	parate line for eacl e than one reportin ts or omissions of this Form, one of w the collection of	ng person, see facts constitute hich must be i	e Instruct e Federa manually	tion 4 (b al Crimii y signec)(v). nal Violat I. If spac	ions Se e is insu	e 18 U.S.C. 1 ff igian t, see Ir	001 and 15 ເ ອ ້ຍນ_ີດີກ ່າ	.S.C. 7	Amount Sf¶(a). Number d⊎fe.	ting Person	Date	lumber	

POWER OF ATTORNEY

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 27th day of June, 2013.

/s/ James Hagedorn Signature

James Hagedorn Print Name