FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |

0.5

hours per response:

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

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|---|--|--|--|--|--|---|--|--|--|--|--|--|---|--|--|---|--|
| 1. Name and Address of Reporting Person*  STUMP DENISE  |  |  |  |  | 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [ SMG ]  |   |  |  |  |  |  |  | (Check  | all applicable) Director   |  | 10%   | Owner  |
| (Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD  |  |  |  | 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2013  |  |   |  |  |  |  | X  | belov  |   |  |  |   |  |
|   |  |  |  | 4. If  | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |  |  |  |  |  |  | Forn<br>Forn  | dual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person |  |   |  |
|   | Tabl   | e I - N  | lon-Deriv  | ative  | Sec  | uritie  | s Ac   | quire  | d, Di  | sposed o   | f, or B  | enefic   | ially   | Owne   | ed   |   |  |
| Date  |  |  |  | Execution Date,  |  | 3.<br>Transaction<br>Code (Instr. 8)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a  |  |  | d (A) or<br>r. 3, 4 an   | nd 5) Sec<br>Ben<br>Owi  |  | ities<br>icially<br>d Following  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)  |  |   |  |
|   |  |  |  |  |  |   | Code   | v  | Amount   | (A) or<br>(D)  | Price  |  | Trans   | action(s)  |  | (111501.4)  |  |
| Common Shares 09/10/20  |  |  | 013  | 13   |  | A   |  | 163.289(1)   | Α  | \$54   | .971   | 24,7   | 749.4029  | D  |  |   |  |
| Common Shares 09/10/20  |  |  | 013  | 13   |  | A   |  | 8.3163   | A  | \$55.  | 1768   | 1,475.5849   |   | I  | By<br>DSPP <sup>(2)</sup>  |   |  |
|   | Та   | ble II   |  |  |  |   |  |  |  |  |  |  |   | wned   |  |   | ,  |
| Title of erivative ecurity nstr. 3)  2. Conversion or Exercise price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year) |  |  |  | Code (<br>8)   | (Instr.  | of<br>Deriv<br>Secu<br>Acqu<br>(A) or<br>Dispo<br>of (D)<br>(Instr<br>and 5   | rative<br>rities<br>ired<br>r<br>osed<br>)<br>: 3, 4   | 6. Date Exercisable and Expiration Date (Month/Day/Year)   |  |  | Amoun or Numbe of  |  | Deri<br>Seco<br>(Inst   | vative<br>urity  | derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported   | Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4)   | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4)   |
|   | (Final Security (Instance of Exercise Price of Derivative Price of | (First) (CESCOTTS MIRACLE-GROUNTSLAWN ROAD  VILLE OH (State) (CESCOTTSLAWN ROAD  VILLE OH (State) (CESCOTTSLAWN ROAD  VILLE OH (State) (CESCOTTSLAWN ROAD  Table (State) (CESCOTTSLAWN ROAD  Shares  Table (State) (CESCOTTSLAWN ROAD  Table (STATE) | (First) (Middle) CSCOTTS MIRACLE-GRO COMMIRACLE-GRO | (First) (Middle) C SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD  VILLE OH 43041  (State) (Zip)  Table I - Non-Derive (Month/Day) Security (Instr. 3)  Carransact Date (Month/Day) Shares  09/10/2  Table II - Derivat (e.g., piction or Exercise Price of Date (Month/Day)/Year) Price of Derivative  2. Table II - Derivat (e.g., piction of Exercise (Month/Day)/Year)  3. Transaction Date (Month/Day)/Year) | COTTSLAWN ROAD  Table I - Non-Derivative (Month/Day/Year)  Shares  Og/10/2013  Table II - Derivative Security  Conversion of Exercise Price of Derivative Security  Security  Security  Conversion Date (Month/Day/Year)  Shares  Og/10/2013  A. If Score Security  Shares  Og/10/2013  A. Deemed Execution Date (Month/Day/Year)  Shares  Og/10/2013  A. Deemed Execution Date (Month/Day/Year)  A. Transaction Date (Month/Day/Year)  Shares  Og/10/2013 | Conversion or Exercise Price of Derivative Security  2. Issuer Non-Derivative Security  Conversion or Exercise Price of Derivative Security  2. Issuer Non-Derivative Security  (First) (Middle)  3. Date of 09/10/20  4. If Amen  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Security  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8) | d Address of Reporting Person*  DENISE  (First) (Middle)  SCOTTS MIRACLE-GRO COMPANY  COTTSLAWN ROAD  Table I - Non-Derivative Securities  Gecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Shares  09/10/2013  Table II - Derivative Securities (e.g., puts, calls, warr  Conversion or Exercise Price of Perivative Security  Security  3. Date of Earlies 09/10/2013  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  3. Date of Earlies 09/10/2013  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  (Month/Day/Year)  3. Date of Earlies 09/10/2013  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Date of Earlies 09/10/2013  4. If Amendment  Execution Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr  (A) o Disponding the privative Securities (e.g., puts, calls, warr)  (Month/Day/Year)  Shares  1. Transaction Date (Month/Day/Year)  Opingpoof (D) (Instr. 8)  Shares  1. Transaction Date (Month/Day/Year)  Opingpoof (D) (Instr. 8)  Opingpoor (D) (Instr. 8) | 2. Issuer Name and Tic SCOTTS MIRA  2. SCOTTS MIRACLE-GRO COMPANY  COTTSLAWN ROAD  Table I - Non-Derivative Securities Action (Month/Day/Year)  Shares  1. Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Shares  1. Security Securities Acquee.g., puts, calls, warrants  2. Transaction Table II - Derivative Securities Acquee.g., puts, calls, warrants  2. Transaction Date (e.g., puts, calls, warrants)  Table II - Derivative Securities Acquee.g., puts, calls, warrants  3. Transaction Date (month/Day/Year)  Shares  2. Transaction Date (e.g., puts, calls, warrants)  Table II - Derivative Securities Acquee.g., puts, calls, warrants  3. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants)  2. Date of Earliest Transoction Date (Execution Date, if any (Month/Day/Year))  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (month/Day/Year)  (Month/Day/Year)  3. Number Transaction Code (Instr. 8)  5. Number Transaction Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Control of Address of Reporting Person*   Control of Person*   Control | 2. Issuer Name and Ticker or Trading SCOTTS MIRACLE-GR  2. Issuer Name and Ticker or Trading SCOTTS MIRACLE-GR  3. Date of Earliest Transaction (Mont 09/10/2013  4. If Amendment, Date of Original File  Figure 1. If Amendment, Date of Original File  Table I - Non-Derivative Securities Acquired, Diate (Month/Day/Year) (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  2. Transaction Date (Execution Date, if any (Month/Day/Year))  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original File  Execution Date, if any (Month/Day/Year)  Shares  1. If Amendment, Date of Original Fil | Comparison   Conversion   Con | (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2013  4. If Amendment, Date of Original Filed (Month/Day/Year) 09/10/2013  Table I - Non-Derivative Securities Acquired, Disposed of, or Beautiful Code (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Shares  09/10/2013  A 163.289(1) A  Table II - Derivative Securities Acquired, Disposed of, or Beautiful Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beautiful Code (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beautiful Conversion or Exercise (e.g., puts, calls, warrants, options, convertible Security (Month/Day/Year) (Month/Day/Year)  3. Date of Earliest Transaction (Month/Day/Year) 09/10/2013  4. If Amendment, Date of Original Filed (Month/Day/Year) 1. Securities Acquired, Disposed of, or Beautiful Conversion or Exercise (e.g., puts, calls, warrants, options, convertible Securities Security (A) or Derivative Securities Security (Month/Day/Year)  2. Transaction Date (Execution Date, If and Date (Month/Day/Year) (Month/Day/Year) 09/10/2013  4. If Amendment, Date of Original Filed (Month/Day/Year) 1. Securities Acquired, Disposed of, or Beautiful Conversion or Exercise 1. Shares 1. Shar | 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [ SMG ]  3. Date of Earliest Transaction (Month/Day/Year) 09/10/2013  4. If Amendment, Date of Original Filed (Month/Day/Year) 09/10/2013  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic Execution Date, (Month/Day/Year) 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 | 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]   SCOTTS MIRACLE-GRO CO [SMG]   X                    | d Address of Reporting Person* DENISE  (First) (Middle) (SCOTTS MIRACLE-GRO CO [ SMG ]  3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year)  Shares  09/10/2013  2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [ SMG ]  3. Date of Earliest Transaction (Month/Day/Year) (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [ SMG ]  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Relationshi (Check all age of Check all age of | 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 09/10/2013  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Shares  09/10/2013  A 163,289(1) A \$54,971 24,749,4029  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Se | Address of Reporting Person' PDENISE  (First) (Middle) (SCOTTS MIRACLE-GRO COMPANY  O9/10/2013  3. Date of Earliest Transaction (Month/Day/Year)  O9/10/2013  5. Relationship of Reporting Person(s) to 1 (Check all applicable) Director 10% (Check all applicable) Director 2 (Check all applicable) Director 3 (Check all appli |

## Explanation of Responses:

- 1. Reflects common shares of the Issuer ("Common Shares") represented by amount credited to the benchmark Company stock fund within the reporting person's bookkeeping account under The Scotts Company LLC Executive Retirement Plan.
- 2. 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-infact for Denise S. Stump 09/12/2013

\*\* 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  $20\,\mathrm{th}$  day of May, 2013.

/s/ Denise S. Stump Signature

Denise S. Stump Print Name