FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-028								
Estimated average b	urden								

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

1. Name and Address of Reporting Person* Mistretta Nancy G.				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 Directo	or		10% Ov	vner	
(Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY					3. Date of Earliest Transaction (Month/Day/Year) 01/31/2017												Other (s below)	specify	
14111 SCOTTSLAWN ROAD				4. If Amendment, Date of Original Filed (Month/Day/Year)								6.1	6. Individual or Joint/Group Filing (Check Applicable						
						., 24.0		ga.		,	ω,,	,	Lin	e) X Form t	filed by One	e Repo	orting Perso	n	
	State)	(ZIP)																	
	Tab	le I - Non	-Deriva	tive S	ecuriti	ies Ac	quire	red, D	isp	osed o	of, o	r Ben	eficial	ly Owned	Ŀ				
Date			Execu /Day/Year) if any		xecution Date, any		Transaction Dispose Code (Instr. 5)		Dispose				d Securition Benefici Owned I	5. Amount of Securities Beneficially Owned Following		: Direct r Indirect str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								ode	v	Amount		(A) or (D)	Price	Transac	Transaction(s) (Instr. 3 and 4)			` '	
Common Shares 01/31/				2017			1	м 3,188 А		(1)	29	29,868		D					
	Т													Owned					
Title of rivative Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if any (Month/Day/Year)				ransaction of Ex Code (Instr. Derivative (M			Expira	cpiration Date lonth/Day/Year)				(Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
	((E SCOTTSLA) VILLE ((() Security (In Shares	(First) E SCOTTS MIRACLE-GROCOTTSLAWN ROAD VILLE OH (State) Tab Security (Instr. 3) Shares 2. Conversion or Exercise Price of Derivative (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPACOTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non Security (Instr. 3) Shares Table II - I (Month/Day/Year) If any (Month/Day If any (M	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Deriva Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Conversion or Exercise Price of Derivative (Month/Day/Year) Price of Derivative (Month/Day/Year) 8	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Security (Instr. 3) Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Table II - Derivative Security (e.g., puts, call standard code (if any (Month/Day/Year)) 2. (Month/Day/Year) 3. Date 01/31/2017 Table II - Derivative Security (Month/Day/Year) 2. (Month/Day/Year) 3. Date 01/31/2017 4. If Any (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securit Security (Instr. 3) 2. Transaction Date (Month/Day/Year) Shares 01/31/2017 Table II - Derivative Securitie (e.g., puts, calls, was price of Derivative Security (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, was price of Derivative Security (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, was price of Derivative Security (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. N of Of Code (Instr. 8) 5. N of Of (Instr. 8) 5. N of Of (Instr. 8) 6. N of (Instr. 8)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Accurate (Month/Day/Year) Shares O1/31/2017 Table II - Derivative Securities Acquired (e.g., puts, calls, warrants 2. Transaction Date (Month/Day/Year) Shares O1/31/2017 Table II - Derivative Securities Acquired (e.g., puts, calls, warrants 2. Transaction Date (for if any (Month/Day/Year)) (Month/Day/Year) Shares O1/31/2017 Table II - Derivative Securities Acquired (e.g., puts, calls, warrants ONUMBER OF COMPANY A. If Amendment, Date Execution Date (Month/Day/Year) Shares O1/31/2017 Table II - Derivative Securities Acquired (e.g., puts, calls, warrants ONUMBER OF COMPANY (Month/Day/Year) O1/31/2017	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquire (Month/Day/Year) Security (Instr. 3) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op Date (Month/Day/Year) 2. Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op Date (Month/Day/Year) 3. Date of Earliest Transaction Date of Orion (A) or Disposed of (D) (Instr. 3, 4)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Date (Month/Day/Year) Code Conversion of Exercise Price of Derivative Security (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disp Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Shares O1/31/2017 Table II - Derivative Securities Acquired, Dispo (e.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Security (Month/Day/Year) 3. Transaction Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired, Dispo (e.g., puts, calls, warrants, options, comparison of Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 4. Transaction Code (Instr. 8) Code V 5. Number of Original Filed (Month/Day/Year) 4. Transaction Code (Instr. 8) Code V Disposed of (D) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, converting any (Month/Day/Year) 2. 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Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and CD) Code (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Deemed (Month/Day/Year) (Month/Day/Year) 2. Deemed (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) 2. Conversion Date (Month/Day/Year) (Mont	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Executing (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions (Instr. 3 and 4) Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 2. Transaction Date (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned Following Reported Transactions) (Instr. 3 and 4) Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transactions (Month/Day/Year) (Month/Day/	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (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) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (State) (Zip) Table I - Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 3. Transaction (A) or Disposed of (D) (Instr. 3, 4 and Securities Beneficially Owned Following (Reported Transaction(s)) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 2. Transaction (B) (Instr. 3) A Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Beneficially Owned Following (Reported Transaction(s)) (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible Securities) 2. Transaction (Instr. 4) A Mount (Instr. 3) 3. Transaction (Instr. 4) 4. Transaction (Month/Day/Year) 5. Amount (Instr. 4) 6. Date Exercisable and Amount (Instr. 5) 8. Price of Derivative Securities	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Securities Acquired (A) or Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Securities Acquired (A) or Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Table II - Derivative Securities Acquired (A) or Or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Secu	

Date Exercisable

(2)

(3)

(2)(3)

Expiration

(2)

(3)

(2)(3)

Title

Common

Shares

Common

Shares

Common

Shares

Explanation of Responses:

(1)

(1)

(1)

Deferred

Deferred

Dividend

Rights

Stock Units

Stock Units

 $1.\ Deferred\ stock\ units\ convert\ into\ common\ shares\ of\ the\ Issuer\ on\ a\ one-for-one\ basis.$

01/31/2017

01/31/2017

01/31/2017

2. On January 31, 2014, the reporting person was granted 2,367 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2015.

ν

Code

M

M

(A) (D)

2,259

784

145

3. On May 1, 2014, the reporting person was granted 821 deferred stock units, with accruing dividend equivalent rights, vesting on January 31, 2015.

Kathy L. Uttley as attorney-infact for Nancy G. Mistretta 02/02/2017

** Signature of Reporting Person Date

of Shares

2,259

784

145

\$<mark>0</mark>

\$0

\$0

0

0

192

D

D

D

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 Ivan C. Smith, Bernard K. Asirifi 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. I hereby revoke all previous Powers of Attorney that have been granted by me in connection with my reporting obligations under the 1934 Act or the Securities Act with respect to my holdings of and transactions in securities issued by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of May, 2016.

/s/ Nancy G. Mistretta Signature

Nancy G. Mistretta Print Name