FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

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

1. Name and Address of Reporting Person*

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

2. Issuer Name **and** Ticker or Trading Symbol

| | HAGEDORN JAMES | | <u>SCC</u> | <u>JI IS MIRAC</u> | <u>_LE-(</u> | <u>JKC</u> | <u>) CO</u> [SM | X | Director | | ó Owner | |
|---|---------------------------------|------------|------------|------------------------|-----------------------------------|------------|-------------------------|--------|--|---|---------------------------------|--|
| | C/O THE SCOTTS MIRACLE-GRO COME | PANY | | | action (N | /lonth/ | Day/Year) | | X | • | below | |
| Table 1 - Nort Derivative Securities Acutement Northern Nor | | | 4. If A | mendment, Date of | Origina | l Filed | i (Month/Day/\ | Line) | Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| Little of Security (Instit. 3) 2. Teamsetton (Monthlowyren) (Monthlowyren) (Institution) (Institution) (Monthlowyren) (Institution) (Monthlowyren) (Institution) (Institution) (Institution) (Institution) (Monthlowyren) (Institution) (Institutio | (City) (State) (Zip) | | | | | | | | | | | |
| Part | Table I - No | on-Deriva | tive S | Securities Acq | uired | , Dis | posed of, | or Ben | eficially | Owned | | |
| Common Shares 0626(2014) State of the common Shares 1,100 D \$6,618 5,470(751) D Common Shares Common Shares 0626(2014) \$t^0 1,200 D \$66.19 53,370.751 D 4 Common Shares 0626(2014) \$t^0 2,355 D \$66.21 1,015.751 D - Common Shares 0626(2014) \$t^0 1,107 D \$66.22 47,795.751 D - Common Shares 0626(2014) \$t^0 1,107 D \$66.22 47,795.751 D - Common Shares 0626(2014) \$t^0 1,100 D \$66.22 47,907.751 D - Common Shares 0626(2014) \$t^0 100 D \$66.23 45,900.751 D - | 1. Title of Security (Instr. 3) | Date | | Execution Date, if any | Transaction Code (Instr. 8) | | Disposed Of (D) (Instr. | | 3, 4 and 5) | Securities Beneficially Owned Following Reported Transaction(s) | Form: Direct (D) or Indirect | of Indirect Beneficial Ownership |
| Common Shares 0626/2014 8° 1,200 D \$66.19 5,370.751 D Common Shares Common Shares 0626/2014 8° 2,355 D \$65.21 51,015.751 D Common Shares Common Shares 0626/2014 8° 1,057 D \$65.21 48,852.751 D Common Shares Common Shares 0626/2014 8° 1,100 D \$56.22 47,795.751 D Common Shares Common Shares 0626/2014 8° 1,100 D \$56.23 46,699.751 D Common Shares Common Shares 0626/2014 8° 100 D \$56.24 46,091.751 D Common Shares Common Shares 0626/2014 8° 101 D \$56.25 45,990.751 D Common Shares Common Shares 0626/2014 8° 200 D \$56.27 45,990.751 D Common Shares 0626/2014 8° 200 D \$56.52 41,883.751 | Common Shares | 06/26/2 | 014 | | | <u> </u> | | - | | , | D | |
| Common Shares 06/26/2014 \$"" 2,355 D \$56.2 51,015.751 D Common Shares Common Shares 06/26/2014 \$"" 2,163 D \$56.21 48,852.751 D | | - | | | <u> </u> | | | - | | | | |
| Common Shares 06/26/2014 SP 2,163 D \$56.21 48,852.751 D Common Shares Common Shares 06/26/2014 \$° 1,1057 D \$56.22 47,795.751 D Common Shares Common Shares 06/26/2014 \$° 1,1100 D \$56.22 46,095.751 D Common Shares Common Shares 06/26/2014 \$° 100 D \$56.25 45,901.751 D Common Shares Common Shares 06/26/2014 \$° 100 D \$56.25 45,901.751 D Common Shares Common Shares 06/26/2014 \$° 200 D \$56.25 45,907.51 D Common Shares Common Shares 06/26/2014 \$° 200 D \$56.52 41,508.751 D Common Shares 06/26/2014 \$° 275 D \$56.55 41,883.751 D Common Shares 06/26/2014 \$° 400 D \$56.55 41,508.751 D Common | | - | | | | | - | - | | | | |
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| Common Shares 0626/2014 St ⁰ 694 D \$65.24 40,001.751 D Common Shares 0626/2014 St ⁰ 100 D \$65.25 45,901.751 D | | | | | _ | | | - | | | | |
| Common Shares 06/26/2014 St0 100 D \$56.25 45,901.751 D Common Shares 06/26/2014 St0 411 D \$56.26 45,490.751 D Common Shares 06/26/2014 St0 200 D \$56.27 45,290.751 D Common Shares 06/26/2014 St0 3,407 D \$56.5 41,883.751 D Common Shares 06/26/2014 St0 275 D \$56.51 41,608.751 D Common Shares 06/26/2014 St0 100 D \$56.52 41,508.751 D Common Shares 06/26/2014 St0 100 D \$56.51 41,008.751 D Common Shares 06/26/2014 St0 400 D \$56.52 41,508.751 D Common Shares 06/26/2014 St0 400 D \$56.55 40,83.751 D Common Shares 06/26/2014 St0 300 D \$56.50 | | | | | | | | D | <u> </u> | | | |
| Solution Shares O6/26/2014 Solution Solution Shares O6/26/2014 Solution Shares O6/26/2014 Solution Solution Solution Shares O6/26/2014 Solution Solution Solution Shares O6/26/2014 Solution Solution | Common Shares | 06/26/2014 | | | S ⁽¹⁾ | | 100 | D | \$56.25 | 45,901.751 | D | |
| Common Shares | Common Shares | 06/26/2014 | | | S ⁽¹⁾ | | 411 | D | \$56.26 | 45,490.751 | D | |
| Common Shares 06/26/2014 s ⁽³⁾ 275 D \$56.51 41,608.751 D S Common Shares 06/26/2014 s ⁽³⁾ 100 D \$56.52 41,508.751 D S Common Shares 06/26/2014 s ⁽³⁾ 400 D \$56.54 41,108.751 D S Common Shares 06/26/2014 s ⁽³⁾ 625 D \$6.55 40,483.751 D S Common Shares 06/26/2014 s ⁽³⁾ 400 D \$56.56 40,083.751 D S Common Shares 06/26/2014 s ⁽³⁾ 300 D \$56.55 39,783.751 D S Common Shares 06/26/2014 s ⁽³⁾ 300 D \$56.55 39,783.751 D S Common Shares 06/26/2014 s ⁽³⁾ 600 D \$56.61 38,883.751 D S Common Shares 06/26/2014 s ⁽³⁾ 400 D \$56.62 38,883.751 | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 200 | D | \$56.27 | 45,290.751 | D | |
| Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.52 41,508.751 D S Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.54 41,108.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.55 40,483.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.56 40,083.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 300 D \$56.57 39,783.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 300 D \$56.65 40,083.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 300 D \$56.65 39,783.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 300 D \$56.65 38,883.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.61 38,783.751 D Image: Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.62 38,833.751 D | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 3,407 | D | \$56.5 | 41,883.751 | D | |
| Common Shares 06/26/2014 s(1) 400 D \$56.54 41,108.751 D Common Shares Common Shares 06/26/2014 s(1) 625 D \$56.55 40,483.751 D Common Shares Common Shares 06/26/2014 s(1) 300 D \$56.56 40,083.751 D Common Shares Common Shares 06/26/2014 s(1) 300 D \$56.57 39,783.751 D Common Shares Common Shares 06/26/2014 s(1) 300 D \$56.58 39,483.751 D Common Shares Common Shares 06/26/2014 s(1) 600 D \$56.68 38,883.751 D Common Shares 06/26/2014 s(1) 100 D \$56.61 38,783.751 D Common Shares 06/26/2014 s(1) 200 D \$56.62 38,383.751 D Common Shares 06/26/2014 s(1) 200 D \$56.68 37,983.751 D Common Shares 06/26/2014 <td>Common Shares</td> <td>06/26/2</td> <td>014</td> <td></td> <td>S⁽¹⁾</td> <td></td> <td>275</td> <td>D</td> <td>\$56.51</td> <td>41,608.751</td> <td>D</td> <td></td> | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 275 | D | \$56.51 | 41,608.751 | D | |
| Common Shares 06/26/2014 sci 625 D \$56.55 40,483.751 D Sci Common Shares D Sci Ado D \$56.56 40,083.751 D Common Shares D Common Shares D Sci Ado D \$56.56 40,083.751 D Common Shares D Common Shares D Sci 300 D \$56.57 39,783.751 D Common Shares D Common Shares D Common Shares D Common Shares D Sci 300 D \$56.68 39,483.751 D Common Shares D Common Shares D Common Shares D Sci B D Sci D Common Shares D Sci D | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 100 | D | \$56.52 | 41,508.751 | D | |
| Common Shares 06/26/2014 s(1) 400 D \$56.56 40,083.751 D Common Shares 06/26/2014 s(1) 300 D \$56.57 39,783.751 D Common Shares 06/26/2014 s(1) 300 D \$56.58 39,483.751 D Common Shares 06/26/2014 s(1) 600 D \$56.6 38,883.751 D Common Shares 06/26/2014 s(1) 100 D \$56.61 38,783.751 D Common Shares 06/26/2014 s(1) 400 D \$56.62 38,383.751 D Common Shares 06/26/2014 s(1) 200 D \$56.66 38,183.751 D Common Shares 06/26/2014 s(1) 200 D \$56.66 38,183.751 D Common Shares 06/26/2014 s(1) 200 D \$56.68 37,983.751 D Common Shares 06/26/2014 s(1) 100 D \$56. | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 400 | D | \$56.54 | 41,108.751 | D | |
| Common Shares 06/26/2014 still 300 D \$56.57 39,783.751 D Common Shares Common Shares 06/26/2014 still 300 D \$56.58 39,483.751 D D Common Shares 06/26/2014 still 600 D \$56.6 38,883.751 D D Common Shares 06/26/2014 still 100 D \$56.61 38,783.751 D D Common Shares 06/26/2014 still 400 D \$56.62 38,383.751 D D Common Shares 06/26/2014 still 200 D \$56.66 38,183.751 D D Common Shares 06/26/2014 still 200 D \$56.68 37,983.751 D D Common Shares 06/26/2014 still 200 D \$56.71 37,783.751 D D Common Shares 06/26/2014 still 100 D \$56.91 37,683.751 | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 625 | D | \$56.55 | 40,483.751 | D | |
| Common Shares 06/26/2014 still 300 D \$56.58 39,483.751 D Common Shares Common Shares 06/26/2014 still 600 D \$56.6 38,883.751 D D Common Shares 06/26/2014 still 100 D \$56.61 38,783.751 D D Common Shares 06/26/2014 still 400 D \$56.62 38,383.751 D D Common Shares 06/26/2014 still 200 D \$56.66 38,183.751 D D Common Shares 06/26/2014 still 200 D \$56.68 37,983.751 D D Common Shares 06/26/2014 still 200 D \$56.68 37,983.751 D D Common Shares 06/26/2014 still 100 D \$56.91 37,683.751 D D Common Shares 06/26/2014 A 114.132 A \$56.92 37,797.8833 | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 400 | D | \$56.56 | 40,083.751 | D | |
| Common Shares 06/26/2014 still 600 D \$56.6 38,883.751 D Common Shares Common Shares 06/26/2014 still 100 D \$56.61 38,783.751 D D Common Shares 06/26/2014 still 400 D \$56.62 38,383.751 D D Common Shares 06/26/2014 still 200 D \$56.66 38,183.751 D D Common Shares 06/26/2014 still 200 D \$56.68 37,983.751 D D Common Shares 06/26/2014 still 200 D \$56.69 37,983.751 D D Common Shares 06/26/2014 still 100 D \$56.91 37,683.751 D D Common Shares 06/26/2014 still 100 D \$56.91 37,683.751 D D Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.8836 | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 300 | D | \$56.57 | 39,783.751 | D | |
| Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.61 38,783.751 D Common Shares Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.62 38,383.751 D L Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.66 38,183.751 D L Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.68 37,983.751 D L Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.71 37,783.751 D L Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.91 37,683.751 D L Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D L Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D L Common Shares 06/26/2014 A 114.132 A \$56.29 3 | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 300 | D | \$56.58 | 39,483.751 | D | |
| Common Shares 06/26/2014 s ⁽¹⁾ 400 D \$56.62 38,383.751 D Common Shares Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.66 38,183.751 D D Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.68 37,983.751 D D Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.71 37,783.751 D D Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.91 37,683.751 D D Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D D Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D By 401(K) Plan | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 600 | D | \$56.6 | 38,883.751 | D | |
| Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.66 38,183.751 D Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.68 37,983.751 D Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.71 37,783.751 D Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.91 37,683.751 D Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 100 | D | \$56.61 | 38,783.751 | D | |
| Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.68 37,983.751 D Common Shares Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.71 37,783.751 D Common Shares Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.91 37,683.751 D Common Shares Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D Common Shares Common Shares 1 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D By 401(K) Plan | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 400 | D | \$56.62 | 38,383.751 | D | |
| Common Shares 06/26/2014 s ⁽¹⁾ 200 D \$56.71 37,783.751 D Common Shares Common Shares 06/26/2014 s ⁽¹⁾ 100 D \$56.91 37,683.751 D Common Shares Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D Common Shares Common Shares I By 401(K) Plan 401(K) Plan Plan Plan | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 200 | D | \$56.66 | 38,183.751 | D | |
| Common Shares 06/26/2014 s(1) 100 D \$56.91 37,683.751 D Common Shares Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883(3) D D Common Shares I By 401(K) Plan 401(K) Plan Plan A A A A A B | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 200 | D | \$56.68 | 37,983.751 | D | |
| Common Shares 06/26/2014 A 114.132 A \$56.29 37,797.883 ⁽³⁾ D By 401(K) Plan | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 200 | D | \$56.71 | 37,783.751 | D | |
| Common Shares 35,701.75 I By 401(K) Plan | Common Shares | 06/26/2 | 014 | | S ⁽¹⁾ | | 100 | D | \$56.91 | 37,683.751 | D | |
| Common Shares 35,701.75 I 401(K) Plan | Common Shares | 06/26/2 | 014 | | A | | 114.132 | A | \$56.29 | 37,797.883 ⁽³⁾ | D | |
| Common Shares 1,945,789 I HPLP(2) | Common Shares | | | | | | | | | 35,701.75 | I | 401(K) |
| | Common Shares | | | | | | | | | 1,945,789 | I | HPLP ⁽²⁾ |

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | | | | | | | |
|--|---|--|--|--|------|---|---|-----|--|--------|---|---|---------------------------|--|--|---|--|--|
| 1. Title of Security (Instr. 3) | | | - 1 | 2. Transaction Date (Month/Day/Year) | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a | | | nd 5) Securities Beneficially Owned Followin | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
| | | | | | | | | | Code | Code V | | (A) (D) | (A) or (D) Price | | Reported Transaction(s) (Instr. 3 and 4) | | | (Instr. 4) |
| Common | Shares | | | | | | | | | | | | | | 6,2 | 56.6275 | I | By DSPP |
| 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 if any (Month/Day | ion Date, Transac | | | tion of | | 6. Date Exercis Expiration Dat (Month/Day/Ye | | e | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | Der Sec (Ins | 8. Price of Derivative Security (Instr. 5) (Instr. 5) 9. Num derivati Security Benefic Owned Following Report Transar (Instr. 4) | | Ownership Form: ly Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | | | Code | v | (A) | (D) | Date Exercisa | | Expiration Date | Title | or Numb of Share | per | | | | |

Explanation of Responses:

- $1. \ The sales reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 21, 2014.$
- 2. Pursuant to Exchange Act Rule 16a-1(a)(1), the reporting person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of the common shares of the Issuer ("Common Shares"), to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the reporting person is a general partner (the "Partnership"). Represents the aggregate proportionate interest of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.
- 3. Reflects Common Shares of the Issuer 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.

Remarks:

Form 2 of 2.

<u>Kathy L. Uttley as attorney-in-</u> <u>fact for James Hagedorn</u>

06/27/2014

** 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 27th day of June, 2013.

/s/ James Hagedorn Signature

James Hagedorn Print Name