

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HAGEDORN KATHERINE LITTLEFIELD</u>  (Last) (First) (Middle) C/O HAGEDORN PARTNERSHIP, L.P. 800 PORT WASHINGTON BOULEVARD  (Street) PORT WASHINGTON NY 11050  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SCOTT'S MIRACLE-GRO CO [ SMG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2020	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	06/17/2020		s <sup>(1)</sup>		168	D	\$133.15 <sup>(2)</sup>	2,730,520	I	See footnote <sup>(9)</sup>
Common Shares	06/17/2020		s <sup>(1)</sup>		609	D	\$134.09 <sup>(3)</sup>	2,729,911	I	See footnote <sup>(9)</sup>
Common Shares	06/17/2020		s <sup>(1)</sup>		341	D	\$135.01 <sup>(4)</sup>	2,729,570	I	See footnote <sup>(9)</sup>
Common Shares	06/17/2020		s <sup>(1)</sup>		100	D	\$135.87 <sup>(5)</sup>	2,729,470	I	See footnote <sup>(9)</sup>
Common Shares	06/18/2020		s <sup>(1)</sup>		652	D	\$130.48 <sup>(6)</sup>	2,728,818	I	See footnote <sup>(9)</sup>
Common Shares	06/18/2020		s <sup>(1)</sup>		541	D	\$131.5 <sup>(7)</sup>	2,728,277	I	See footnote <sup>(9)</sup>
Common Shares	06/18/2020		s <sup>(1)</sup>		95	D	\$133 <sup>(8)</sup>	2,728,182	I	See footnote <sup>(9)</sup>
Common Shares								5,980	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- The transactions reported in this Form 4 were made pursuant to a Rule 10b5-1 trading plan.
- The transaction was executed in multiple trades at prices ranging from \$132.55 to \$133.52. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$133.55 to \$134.52. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$134.55 to \$135.50. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$135.56 to \$136.06. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$130.00 to \$130.99. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$131.01 to \$131.97. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.
- The transaction was executed in multiple trades at prices ranging from \$132.05 to \$133.97. The price above reflects the weighted average sales price. Detailed information regarding the number of shares sold at each separate price will be provided upon request by the Commission staff, the Issuer or a security holder of the Issuer.

9. The common shares are directly held by the Hagedorn Partnership, L.P. (the "Partnership"). The Reporting Person is a general partner of the Partnership. The amount of shares reported as beneficially owned represent the aggregate proportionate interest in common shares held by the Partnership of the Reporting Person. The Reporting Person disclaims beneficial ownership of the common shares except to the extent of her pecuniary interest.

**Remarks:**

/s/ Rob McMahon, Attorney-    06/19/2020  
in-Fact

\*\* 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.

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