SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Scheiwer Mark J	2. Issuer Name **and** Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)	(First)	(Middle)
14111 SCOTTSLAWN ROAD		

(Street)			
MARYSVILLE	OH		43041

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/16/2020

4. If Amendment, Date of Original Filed (Month/Day/Year)

Relationship:
Director _____ 10% Owner
Officer (give title below) **X** Other (specify below)
VP and Corporate Controller

6. Individual or Joint/Group Filing (Check Applicable Line)
X 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	11/25/2020		J	V	1.043	A	$143.82	4,808.043	D	
Common Shares								276	I	By 401(K) Plan

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	Title	Amount or Number of Shares				
Phantom Stock	(1)	11/16/2020		A		56.62		(2)	(2)	Common Shares	56.62	$168.2	547.285	D	
Phantom Stock	(1)	11/30/2020		A		2.713		(2)	(2)	Common Shares	2.713	$176.12	549.998	D	

Explanation of Responses:

1. Each share of phantom stock represents the right to receive one common share of Issuer or the cash value thereof.

2. Shares of phantom stock are payable in cash following termination of the reporting person's employment with Issuer. The reporting person may transfer his/her phantom stock account into an alternative investment account at any time.

Remarks:

Kathy L. Uttley as attorney-in-fact for Mark J. Scheiwer   12/02/2020

** 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.