FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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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* HAGEDORN JAMES					2. Iss <u>SC</u>								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (cive title) Other (checking)						
(Last) (First) (Middle) C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD							3. Date of Earliest Transaction (Month/Day/Year) 06/24/2014								X Officer (give title Other (specify below) Chairman and CEO				
(Street) MARYSVILLE OH 43041						4. If A									Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting				
(City)	City) (State) (Zip)														Pers	on			
			Tabl	e I - No	on-Deriv	ative	Secui	rities Ac	quirec	l, Di	sposed o	f, or Be	nefic	cially	Owne	ed			
1. Title of S	Security (Ins	tr. 3)			2. Transac Date (Month/Da		if any	emed tion Date, n/Day/Year)	3. Transa Code (8)		4. Securities Disposed O				Secur Benef	icially d Following	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	•	Trans	action(s) 3 and 4)		(
Common	Shares				06/24/2	2014			S ⁽¹⁾		300	D	\$57	7.075	49,	604.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		1,307	D	\$5	7.08	48,	297.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		200	D	\$57	7.085	48,	097.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		100	D	\$57	.0875	47,	997.751	D		
Common	Shares				06/24/	2014			S ⁽¹⁾		1,213	D	\$5	7.09	46,	784.751	D		
Common	Shares				06/24/	2014			S ⁽¹⁾		100	D	\$57	7.095	46,	684.751	D		
Common	Shares				06/24/	2014			S ⁽¹⁾		2,134	D	\$5	57.1	44,	550.751	D		
Common	Shares				06/24/	2014			S ⁽¹⁾		500	D	\$57	7.105	44,	050.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		567	D	\$5	7.11	43,	483.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		964	D	\$5	7.12	42,	519.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		1,228	D	\$5	7.13	41,	291.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		400	D	\$57	7.135	40,	891.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		1,586	D	\$5	7.14	39,	305.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		1,099	D	\$5	7.15	38,	206.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		300	D	\$5	7.16	37,	906.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		201	D	\$5	7.17	37,	705.751	D		
Common	Shares				06/24/2	2014			S ⁽¹⁾		22	D	\$5	7.19	37,	683.751	D		
Common	Shares														35	,701.75	I	By 401(K) Plan	
Common	Shares														1,9	945,789	I	HPLP ⁽²⁾	
Common	Shares														6,2	56.6275	I	By DSPP	
			Та	ble II -							osed of, convertib				wned				
1. Title of Derivative Security (Instr. 3)	tle of vative Conversion Date Execution Date, if any or Exercise (Month/Day/Year)				4. Transac Code (Ir 8)	etion on the strict of the str	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Instr. 3, 4 and 5)	6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Pr Deri Sec (Inst	rice of vative urity tr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

		Та	ble II - Deriva (e.g., p					ired, Disp options,	onvertib		ıor 1	y Owned			
ESepolaritation	2. Conversion of Bæspisas	e \$M onth/Day/Year)	if any	Code (ction Instr.		ative	Expiration D (Month/Day/	te (ear)	Ameur Securi	ties	8. Price of Derivative Security	Securities	10. Ownership Form:	Beneficial
2. Pursuant to	Secturitye Act	Rule 16a-1(a)(1), the	(Month/Day/Year) ursuant to a Kule 10b e reporting person ma of the securities of the	y be dee	emed, so	ol (A) ຄົນ	r purpo	ses of determin	ing whether h	ie Seculnti	tye (linistro3/n		aı Föllőwing he con		f the Issuer
the Partnersh	ip.	ne aggregate proporti	onate interest of the r	eporting	person	aRt (D) (Instr and 5	. 3, 4	ily members in	whose holding	igs he ma	y be deemed	d to have a pe	cTransaction(s) i (Instr. 4)	n Common Sh	ares held by
Remarks Form 5 of 5.	1 · ∣ I ∣] 										 !	 	l I
									<u>fac</u>	et for J	ames Hag	attorney-i gedorn ting Person	06/25/201 Date	<u>.4</u> 	
			class of securities g person, see Instr					or indirectly. Date Exercisable	Expiration Date	Title	Number of Shares	9 . 310011	20.0		

^{**} 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 $27 \, \text{th}$ day of June, 2013.

/s/ James Hagedorn Signature

James Hagedorn Print Name