FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
wasiiiigton,	D.C.	20049

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

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

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

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		*									MG]		(Ched	ck all applica	able)	g Perso	,			
HAGEDORN JAMES										-	_		X	Director	ſ	X	10% Ov	vner		
	(First)	(Middle)		3.	3. Date of Earliest Transaction (Month/Day/Year)					- X	Officer (below)	(give title		Other (s	specify					
E SCOTT	S MIRACLE-GR	О СОМРА	NY	1	1/30/2	2020								Chairman and CEO						
COTTSLA	WN ROAD																			
JO115L	- TOTIE			_ 4	4. If Amendment, Date of Original Filed (Month/Day/Year)							6 Ind	6 Individual or Joint/Group Filing (Check Applicable							
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VILLE	ОН	43041											X	Form fil	ed by One	Repo	rting Persor	۱		
				_												e than	One Repor	ting		
	(State)	(Zip)												reison						
	Ta	able I - No	n-Der	rivati	ve S	ecuritie	s Ac	quired	, Dis	posed c	of, or B	enef	icially	Owned						
1. Title of Security (Instr. 3)		Date	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)					Securities Beneficia Owned Fo	s Ily ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
							Code	v	Amount	(A) (D)	or F	Price	Transacti	ion(s)			(Instr. 4)			
Common Shares 11/2			11/2	25/202	2020		J	V	13.906	53 A \$143		143.82	88,351.002		D					
Common Shares													49,86	6.738		I	By 401(K) Plan			
Common Shares				\dashv							\top		1,814,791				HPLP ⁽¹⁾			
		Table II	Danis				A	ا امما ا	\ <u></u>		an Da		ially C)a.d		<u> </u>				
		Table II -												wnea						
Derivative Conversion Date Execution I Security or Exercise (Month/Day/Year) if any		Date,	ate, Transaction Code (Instr.		n Derivative E		Expiration Date		of Securities Underlying		urity	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following Reported	e s illy	Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code	v	(A)		Date Exercisa			Title	or Nu	mber		(Instr. 4)	on(s)				
(2)	11/30/2020			A		513.028		(3)		(3)		ⁿ 51	3.028	\$176.1	139,150.	6161	D			
	DORN J E SCOTTS COTTSLA VILLE Security (In Shares Shares 2. Conversion or Exercise of Derivative Security	(First) E SCOTTS MIRACLE-GR COTTSLAWN ROAD VILLE OH (State) Ta Security (Instr. 3) Shares Shares 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPACOTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - No Security (Instr. 3) Shares Shares Table II - 2. Conversion or Exercise Price of Derivative Security 3. Transaction Date Execution if any (Month/Day/Year) (Month/Day/Year)	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Detendent (Month) Shares Table II - Deriver (e.g., Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security	(First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD VILLE OH 43041 (State) (Zip) Table I - Non-Derivati Security (Instr. 3) Shares Table II - Derivative (e.g., puts Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year) (Month/Day/Year) 2. Code Code Code Code	Code Code	Code V (A) (Code V (A) (A) (Code V (A) (A)	Correction Conversion Con	Code V (A) (D) Date Code V (A) (D) (Code V (A) (Code V (A) (D) (Code V (A) (D) (Code V (A) (D) (Code V (A) (D) (Code V (A) (Code V (A)	Address of Reporting Person* DORN JAMES (First) (Middle) E SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Dispersed (Month/Day/Year) Security (Instr. 3) 2. Issuer Name and Ticker or Trading S SCOTTS MIRACLE-GRO 4. If Amendment, Date of Original Filed Table I - Non-Derivative Securities Acquired, Dispersed (Month/Day/Year) Table II - Derivative Securities Acquired, Dispersed (e.g., puts, calls, warrants, options, comparison or Exercise Price of Derivative Securities Table III - Derivative Securities Acquired, Dispersed of (D) (Instr. 3) All Demonstrative Securities Acquired (Dispersed of (D) (Instr. 3) All Demonstrative Securities Acquired (Dispersed of (D) (Instr. 3) All Demonstrative Securities Acquired (Month/Day/Year) Shares Table II - Derivative Securities Acquired (Dispersed of (D) (Instr. 3) All Demonstrative Securities Acquired (Month/Day/Year) Shares Table II - Derivative Securities Acquired (Month/Day/Year) Conversion of Exercise (Month/Day/Year) Transaction Date (Exercise) Code (Instr. 8) Code (Instr. 8) Date Exercisable (Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [S	SCOTTS MIRACLE-GRO CO SMG SCOTTS MIRACLE-GRO CO SMG	Correction Conversion Con	Address of Reporting Person DORN JAMES (First) (Middle) S SCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Clare (Month/Day/Year) Security (Instr. 3) Table I - Non-Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Clare (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Clare (Instr. 18) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr. 3, 4 and 5) Shares Table II - Derivative Securities Acquired, Disposed of Of (D) (Instr	2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] SCOTTS MIRACLE-GRO CO [SMG] X Director Director	Address of Reporting Person DORN JAMES (First) (Middle) SCOTTS MIRACLE-GRO CO [SMG] (First) (Middle) SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) VILLE OH 43041 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table II - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) 3. Transaction Code (Instr. Month/Day/Year) (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 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 Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Object (Instr. 3 and 4) (b. Date Securities) Date (Instr. 3) Amount of Object (Instr. 3 and 4) (code (Instr. 4) (code (Instr. 6) (code (Ins	Address of Reporting Person' DORN JAMES (First) (Middle) SCOTTS MIRACLE-GRO CO [SMG] (All Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) (Month/Day/Year) Shares Table II - Derivative Securities Acquired (Month/Day/Year) Shares Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Mont	Address of Reporting Person DORN JAMES (First) (Middle) S COTTS MIRACLE-GRO CO SMG (First) (Middle) S COTTS MIRACLE-GRO COMPANY OTTSLAWN ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3) Shares 11/25/2020 J V 13.9063 A \$143.82 SR3.51.002 D Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Shares A 9,866.738 I 1,814,791 I		

Explanation of Responses:

- 1. 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.
- 2. Each share of phantom stock represents the right to receive one common share of Issuer or the cash value thereof.
- 3. 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:

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

** Signature of Reporting Person

12/02/2020

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 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 $5 \, \text{th}$ day of May, 2016.

/s/ James Hagedorn Signature

James Hagedorn Print Name