FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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1. Name and Address of Reporting Person* HAGEDORN KATHERINE					2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]											all app	olicable)		. ,		
LITTLEFIELD (Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/23/2015											Officer (give title below)			(specify	
C/O THE SCOTTS MIRACLE-GRO COMPANY 14111 SCOTTSLAWN ROAD					4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)						
															X Form filed by One Reporting Person Form filed by More than One Reporting Person						
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Date				Day/Year) if		Execution Date, if any (Month/Day/Year)		Transaction Code (Instr.		Disposed Of (D) (Instr. 3,					Securities Beneficially Owned Following		Form: Direct (D) or Indirect (I) (Instr. 4)		of Indirect Beneficial Ownership (Instr. 4)		
									Code	v	Amount		(A) or (D)	Pric	Drice T		nsaction(s)			(1130.4)	
Common Shares				02/23/2015				S		2,270		D	\$65		3	3,281		D			
Common Shares				02/23/2015				S		300		D	\$65.02		2,981			D			
Common Shares				02/23/2015				S		300		D	\$65.03		2,681		D				
Shares																2,8	HPLP ⁽¹⁾				
	Та															vned					
itle of ivative Conversion or Exercise Price of Derivative Security 3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any (Month/Day/Year)		n Date,	ransaction Code (Instr.		n of De See Ac (A) Dis of (In:	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiratio (Month/D	Amoun			Deriv Secu	ative rity . 5)	derivative Securities Beneficially Owned Following Reported		Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
	Conversion or Exercise Price of Derivative	(First) (Conversion or Exercise Price of Derivative EFIELD (A. SCOTTS MIRACLE-GROUND (CONTSLAWN ROAD (CONVERSION OF EXERCISE Price of Derivative (Month/Day/Year)	(First) (Middle) (SCOTTS MIRACLE-GRO COMPANICATE OF A STATE OF A	(First) (Middle) CSCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD Table I - Non-Derivation (Month/Day/Year) Shares Table II - Derivation (e.g., pu (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* DORN KATHERINE EFIELD (First) (Middle) CSCOTTS MIRACLE-GRO COMPANY COTTSLAWN ROAD Table I - Non-Derivative (Month/Day/Year) Shares Table II - Derivative S (e.g., puts, companies) 2. Is SOCOTTS MIRACLE-GRO COMPANY 2. Transaction Date (Month/Day/Year) Table II - Derivative S (e.g., puts, companies) 2. Is SocoTTS Table II - Derivative Execution Date, if any (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) Shares 2. Is SocoTTS 3. In SocoTTS A Deemed Execution Date, if any (Month/Day/Year) B Deemed Execution Date, if any (Month/Day/Year) B Deemed Execution Date, if any (Month/Day/Year)	2. Issue SCOT SCOT SMIRACLE-GRO COMPANY (STATE OF TABLE I - Non-Derivative Security (Instr. 3) Table I - Non-Derivative Security (Instr. 3) Table II - Derivative Security (Instr. 3)	Address of Reporting Person* OORN KATHERINE EFIELD 3. Date of Earl 02/23/2015 SCOTTS MIRACLE-GRO COMPANY OTTSLAWN ROAD Table I - Non-Derivative Securit Gecurity (Instr. 3) Table II - Non-Derivative Securit in any (Month/Day/Year) Shares Table II - Derivative Securitie (e.g., puts, calls, ware) Conversion or Exercise Price of Derivative Security 2. Transaction Date (Month/Day/Year) A Deemed Execution Date, if any (Month/Day/Year) Security 3. Transaction Date (Month/Day/Year) A Conversion Or Exercise Price of Derivative Securitie (e.g., puts, calls, ware) A Transaction Code (Instr. 8) Security	Conversion of Exercises Table II - Derivative Securities Shares Table II - Derivative Securities A (e.g., puts, calls, warrant of Derivative Security (Month/Day/Year) Shares Table II - Derivative Securities A (e.g., puts, calls, warrant of Derivative Security (Month/Day/Year) 2. Issuer Name and SCOTTS MI 3. Date of Earliest 102/23/2015 4. If Amendment, Derivative Securities 24. Deemed Execution Date (Month/Day/Year) Shares Table II - Derivative Securities A (e.g., puts, calls, warrant of Derivative Security (Month/Day/Year) 2. Shares Table II - Derivative Securities A (e.g., puts, calls, warrant of Derivative Security (Month/Day/Year) 3. Date of Earliest 102/23/2015 2. Transaction Date (Month/Day/Year) Shares 5. Num of Code (Instr. 8) 5. Derivative Security (Nonth/Day/Year) 6. Or Conversion of Derivative Securities A (e.g., puts, calls, warrant Acquire (A) or Objective Security (Nonth/Day/Year) 7. Num of Code (Instr. 8) 8. Num of Code (Instr. 8)	d Address of Reporting Person* DORN KATHERINE EFIELD (First) (Middle) SCOTTS MIRACLE-GRO COMPANY OTTSLAWN ROAD Table I - Non-Derivative Securities Acquired (Month/Day/Year) Fecurity (Instr. 3) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, comparison of Exercise Price of Date (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, comparison of Exercise Price of Date (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, comparison of Exercise Price of Date (Month/Day/Year) Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, comparison of Exercise Price of Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Table II - Derivative Securities Acquired (Month/Day/Year) Total Price of Securities Acquired (Month/Day/Year) Transaction Date (Month/Day/Year) Transaction Code (Instr. 8) Total Price of Securities Securities Acquired (A) (Instr. 3, 4) and 5)	2. Issuer Name and Ticker or Transaction (Model)	Code V Code V Code Code	Address of Reporting Person* DORN KATHERINE EFIELD (First) (Middle) SCOTTS MIRACLE-GRO COMPANY OTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Polymers) (Month/Day/Year) (Month/Day/Year) (Shares 02/23/2015 S 3.300 Shares Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired, Disposed of (month/Day/Year) (Month/Day/Year) (Month/Day/Year)	Conversion of Exercise Conversion of Exerc	2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]	Address of Reporting Person DORN KATHERINE SPIELD (First) (Middle) (SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Execution Date, If any (Month/Day/Year) (Month/Day/Year) Shares Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (e.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Date Execusion Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date Execusion Date (Month/Day/Year) Table II - Derivative Securities Acquired, Date Execusion Date (Month/Day/Year)	Check Chec	Address of Reporting Person DORN KATHERINE SPIELD Common Commo	Address of Reporting Person DORN KATHERINE SPIELD (First) (Middle) SCOTTS MIRACLE-GRO CO [SMG] (First) (Middle) SCOTTS MIRACLE-GRO COMPANY OTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Shares 02/23/2015 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 Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Shares 02/23/2015 5	SCOTTS MIRACLE-GRO CO [SMG] (First) (Middle) SCOTTS MIRACLE-GRO COMPANY OTTSLAWN ROAD Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) Shares 02/23/2015 Shares 02/23/2015 Scotts Miracle-GRO COMPANY (Sitate) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) Shares 02/23/2015 Shares 02/23/2015 Shares 02/23/2015 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Fallowing Reported (Page Price of Date Price Of Date (Page Price of Date Price Of Date (Page Price of Date Price Of Date Price Of Date Price Of Date (Page Price of Date	2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] (First) (Middle) SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) O/2/23/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) O/15 (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3) 2. Insuarch Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG] 3. Date of Earliest Transaction (Month/Day/Year) O/15 (Month/Day/Year) 4. If Amendment, Date of Original Filed (Month/Day/Year) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) Date (

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 she 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 she may be deemed to have a pecuniary interest, in Common Shares held by the Partnership.

Kathy L. Uttley as attorney-in-

fact for Katherine Hagedorn

02/25/2015

Littlefield

** 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 26th day of June, 2013.

/s/ Katherine Hagedorn Littlefield Signature

Katherine Hagedorn Littlefield Print Name