

FINN BRIAN D  
Form 4  
February 01, 2018

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
FINN BRIAN D

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)

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

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

C/O THE SCOTTS MIRACLE-GRO  
COMPANY, 14111 SCOTSLAWN  
ROAD

01/30/2018

(Street)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

MARYSVILLE, OH 43041

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                          | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                     | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |
| Common<br>Shares                      | 01/30/2018                              |                                                             | M                        |                                                                            | 211                                                                                                                | A                                                                    | 11,644                                                            |
| Common<br>Shares                      | 01/31/2018                              |                                                             | M                        |                                                                            | 107                                                                                                                | A                                                                    | 11,751                                                            |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**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 Underlying Securities (Instr. 3 and 4) | 8. Price or Amount of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                                           |                                                              |
| Deferred Stock Unit                        | <u>(1)</u>                                             | 01/30/2018                           |                                                    | M                              |                                                                                         | 18                                                       | <u>(2)</u>                                                    | <u>(2)</u>                                                   |
| Deferred Stock Unit                        | <u>(1)</u>                                             | 01/31/2018                           |                                                    | M                              |                                                                                         | 3                                                        | <u>(3)</u>                                                    | <u>(3)</u>                                                   |
| Dividend Equivalent Rights                 | <u>(1)</u>                                             | 01/30/2018                           |                                                    | M                              |                                                                                         | 193                                                      | <u>(2)</u>                                                    | <u>(2)</u>                                                   |
| Dividend Equivalent Rights                 | <u>(1)</u>                                             | 01/31/2018                           |                                                    | M                              |                                                                                         | 104                                                      | <u>(3)(4)(5)(6)</u>                                           | <u>(3)(4)(5)(6)</u>                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships                    |
|------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                      | Director 10% Owner Officer Other |
| FINN BRIAN D<br>C/O THE SCOTTS MIRACLE-GRO COMPANY<br>14111 SCOTTS LAWN ROAD<br>MARYSVILLE, OH 43041 | X                                |

## Signatures

Kathy L. Uttley as attorney-in-fact for Brian D. Finn  
02/01/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1) Deferred stock units convert into common shares of the Issuer on a one-for-one basis.

(2)

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On January 30, 2015, the reporting person was granted 2,681 deferred stock units, with accruing dividend equivalent rights, vesting on January 30, 2016.

- (3) On January 30, 2015, the reporting person was granted 395 deferred stock units, with accruing dividend equivalent rights, vesting on January 30, 2015.
- (4) On April 1, 2015, the reporting person was granted 371 deferred stock units, with accruing dividend equivalent rights, vesting on April 1, 2015.
- (5) On July 1, 2015, the reporting person was granted 419 deferred stock units, with accruing dividend equivalent rights, vesting on July 1, 2015.
- (6) On October 1, 2015, the reporting person was granted 410 deferred stock units, with accruing dividend equivalent rights, vesting on October 1, 2015.

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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