

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

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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 Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 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 Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Shares	01/30/2018		M		211	A	11,644
Common 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.

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Stock Unit	<u>(1)</u>	01/30/2018		M		18		<u>(2)</u>	<u>(2)</u>	Common Shares	18	\$
Deferred Stock Unit	<u>(1)</u>	01/31/2018		M		3		<u>(3)</u>	<u>(3)</u>	Common Shares	3	\$
Dividend Equivalent Rights	<u>(1)</u>	01/30/2018		M		193		<u>(2)</u>	<u>(2)</u>	Common Shares	193	\$
Dividend Equivalent Rights	<u>(1)</u>	01/31/2018		M		104		<u>(3)(4)(5)(6)</u>	<u>(3)(4)(5)(6)</u>	Common Shares	104	\$

Reporting Owners

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

Signatures

Kathy L. Uttley as attorney-in-fact for Brian D. Finn
Date: 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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