FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	DС	20549
vasiliigion,	D.C.	20040

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	OVAL
OMB Number:	3235-0287
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	OMB Number: Estimated average burn

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

						1											1					
1. Name and Address of Reporting Person* KELLY THOMAS N JR						2. Issuer Name and Ticker or Trading Symbol SCOTTS MIRACLE-GRO CO [SMG]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
KELLY		SCOTTS MILETELL GIVE CO [SWICE]										X Directo	or		10% Ov	vner						
(Last)	(F	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/05/2024										Officer below)	(give title		Other (s	specify		
C/O THE	E SCOTTS	MIRACLE-GRO	O COMPA	ANY	1 If	f Amor	dment	t Data	of O	riginal F	hali	(Month/D	av/Vear)		6 1	6 Individual or Jaint/Croup Filing (Chook Applicable						
14111 SCOTTSLAWN ROAD					7. "	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									
(Street)																		re tha	n One Repo	rting		
MARYS	VILLE O	Н	43041													Perso	n 					
					· Rι	Rule 10b5-1(c) Transaction Indication																
(City)	(8	state)	(Zip)																			
(3,	ΙП	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																				
						odilor	, the un	iiiiiiaa v	o doic	01100 001	Iditio	io or raic	1000 1(0).		111001000	JII 10.						
		Tabl	le I - Nor	n-Deriv	ative	Sec	uritie	es Ac	qui	ired, [Disp	osed o	of, or B	ene	eficial	ly Owne	d					
1. Title of S	Security (Ins	tr. 3)		2. Trans	action	2	A. Deer	ned	7	3.			ities Acqu			5. Amou	nt of			7. Nature		
	• •	,		Date (Month/l	Day/Yea	Execution Date if any				Transac Code (In		Dispose 5)	d Of (D) (Ir	nstr.	3, 4 and	nd Securities Beneficially		Form: Direct (D) or Indirect		of Indirect Beneficial		
		-u,	(Month/Day/Yea					"					ollowing (I) (I		nstr. 4)	Ownership (Instr. 4)						
							Γ	Code	V Amou			(A) or Price		Transac	Transaction(s)		- 1	(11150.4)				
						_				(D)	_		(Instr. 3	and 4)								
Common Shares 02/05/2						′2024			M		75	A	\$0(1)		10	10,234		D				
Common	Shares			02/09	9/2024	1				A		3,76	5 A		\$0	\$0 13,999 D						
		Т	able II -	Deriva	tive S	Secu	rities	Aca	uire	ed. Di	spo	sed of	. or Bei	nefi	icially	Owned						
		_											ble sec									
1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemo	Date,	4. Transa Code (Exp	Date Exemplification [Date		7. Title and Amount of Securities			8. Price of Derivative Security	9. Number of derivative Securities		10. Ownership Form:	Beneficial		
(Instr. 3)	3) Price of Derivative Security (Month/Day/Year) 8) Securities Acquired Underlying Derivative (A) or (Instr. 3 a										e Se		(Instr. 5)	Beneficial Owned Following	or Indi	Direct (D) or Indirect (I) (Instr. 4)	ect (Instr. 4)					
					Disposed of (D)									<i>'</i>		Reported Transaction(s)		()(
							(Insti	r. 3, 4 5)									(Instr. 4)					
				İ									Amou		mount		ı					
								ΙI						or Ni	r umber							
					Code	l,	(A)	(D)	Date	e ercisable		kpiration ate	Title	of								
Dividend		-			Jour	_	(~)	(5)	LAGI	5130016	+	-		131	10163							
Equivalent Rights	(1)	02/05/2024			M			75		(2)		(2)	Common Shares		75	\$ <mark>0</mark>	244		D			

Explanation of Responses:

- 1. Restricted stock units convert into common shares of the Issuer on a one-for-one basis.
- 2. On February 5, 2021, the reporting person was granted 783 restricted stock units, with accruing dividend equivalent rights, vesting on February 5, 2022.

Remarks:

/s/ Kathy L. Uttley as attorneyin-fact for Thomas N. Kelly Jr. ** Signature of Reporting Person

02/13/2024

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.