FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Vashington,	D.C. 2054	9
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL		
	OMB Number:	3235-0287	
	Estimated average burden		
- 1	hours nor roomanas	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 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person (Check all applicable) SCOTTS MIRACLE-GRO CO [SMG] Baxter Nathan Eric Director 10% Owner Officer (give title Other (specify 3. Date of Earliest Transaction (Month/Day/Year) below) below) (Middle) (Last) (First) 11/24/2023 **EVP** and COO 14111 SCOTTSLAWN ROAD 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X MARYSVILLE OH 43041 Form filed by More than One Reporting Person (City) (State) (Zip) Rule 10b5-1(c) Transaction Indication 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. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 4. Securities Acquired (A) or 5. Amount of 6. Ownership 7. Nature of Indirect Beneficial **Execution Date**, Transaction Disposed Of (D) (Instr. 3, 4 and Securities Form: Direct (Month/Day/Year) Beneficially (D) or Indirect if any Code (Instr. 5) Owned Following (Month/Day/Year) 81 (I) (Instr. 4) Ownership (Instr. 4) Transaction(s) (A) or (D) Price Code Amount (Instr. 3 and 4) 11/24/2023 39,029.9331 Common Shares J 106.9519 A \$46.75 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and 8. Price of 9. Number of 10. 11. Nature Expiration Date (Month/Day/Year) Conversion Date (Month/Day/Year) Execution Date, Transaction Derivative Security or Exercise if any Code (Instr. Securities Security Securities Form: Beneficial Direct (D) or Indirect Price of Derivative Securities Acquired Underlying Derivative Beneficially Owned Ownership (Instr. 4) (Instr. 3) (Month/Day/Year) 8) (Instr. 5) (A) or Disposed of (D) Security (Instr. 3 and 4) (I) (Instr. 4) Security Following Reported Transaction(s) (Instr. 3, 4 and 5) (Instr. 4) Amount

Date

Exercisable

(A) (D) Expiration

Date

Explanation of Responses:

Remarks:

/s/ Kathy L. Uttley as 12/04/2023 attorney-in-fact for Nathan E.

** Signature of Reporting Person Date

Number

Shares

Title

Baxter

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).

Code

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.