SEC Form 4

FORM 4

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person[*] COLATRELLA ANTHONY S	2. Issuer Name **and** Ticker or Trading Symbol SCOTTS COMPANY [SMG]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)　(First)　(Middle)

C/O SCOTTS CO

14111 SCOTTSLAWN ROAD

(Street)

MARYSVILLE　OH　43041

(City)　(State)　(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/19/2003

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

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

SVP, Scotts LawnService

6. Individual or Joint/Group Filing (Check Applicable Line)

X　Form filed by One Reporting Person

　　Form filed by More than One Reporting Person

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. Transaction 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	08/18/2003		M		5,000	A	$20.75	7,500	D	
Common Shares	08/18/2003		S		2,500	D	$53.75	5,000	D	
Common Shares	08/18/2003		S		1,000	D	$53.78	4,000	D	
Common Shares	08/18/2003		S		900	D	$53.9	3,100	D	
Common Shares	08/18/2003		S		600	D	$53.91	2,500	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	$20.75	08/18/2003		M			5,000	02/26/2000	02/25/2007	Common Shares	5,000	$0	15,000	D	

Explanation of Responses:

Anthony S. Colatrella	08/20/2003
Kathy L. Uttley as attorney-in-fact for Anthony S. Colatrell	08/20/2003

** 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.