OMB APPROVAL

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United States

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SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 5)\*

(Name of Issuer)

THE SCOTTS COMPANY

COMMON SHARES, WITHOUT PAR VALUE

(Title of Class of Securities)

810 186 106

(CUSIP Number)

ROB MCMAHON c/o HAGEDORN PARTNERSHIP, L.P. 800 PORT WASHINGTON BLVD. PORT WASHINGTON, NJ 08540

WITH A COPY TO:

RICHARD L. GOLDBERG PROSKAUER ROSE LLP 1585 BROADWAY NEW YORK, NY 10036

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

NOVEMBER 15, 2002

(Date of Event which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box  $[\_]$ .

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

CUSIP No.810 186 106

SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Hagedorn Partnership, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) EIN 11-3265232

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [X]

(b) [\_]

3 SEC USE ONLY	
4 SOURCE OF FUNDS*: 00	
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [_]	
6 CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware	
7 SOLE VOTING POWER	
NUMBER OF -0-	
SHARES	
BENEFICIALLY	
OWNED BY 9,872,463	
EACH 9 SOLE DISPOSITIVE POWER	
REPORTING	
-0- PERSON	
10 SHARED DISPOSITIVE POWER WITH	
9,872,463	
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9,872,463	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
[_]	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
32.1%	
14 TYPE OF REPORTING PERSON*: PN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

1 NA	AME OF R	EP0RT	ING PERSONS	
			dorn Littlefield ON NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
2 CH	HECK THE	APPR	OPRIATE BOX IF A MEMBER OF A GROUP* (a (b	
3 SI	EC USE 0	NLY		
4 S0	OURCE OF	FUND	S*: 00	
			ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED EMS 2(d) OR 2(e)	[_]
6 C	ITIZENSH	IP OF	PLACE OF ORGANIZATION: United States of America	a
		7	SOLE VOTING POWER	
NUMBE	ER OF		-0-	
SHAF BENEFIC		8	SHARED VOTING POWER	
OWNE	D BY		9,872,463	
EAG	СН	9	SOLE DISPOSITIVE POWER	
REPOR	RTING SON		186,600	
WI		10	SHARED DISPOSITIVE POWER	
			9,685,863	
11 A	GGREGATE	AMOL	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
9,	,872,463			
12 CH	HECK BOX	IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN	SHARES*
				[_]
13 PE	ERCENT 0	F CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
32	2.1%			
14 T	YPE OF R	EPORT	ING PERSON*: IN	

(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

PAGE 3 OF 10

1 NAME OF F	REPORTING PERSONS	
James Haç I.R.S. IDENTI	gedorn FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
2 CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3 SEC USE (	DNLY	
4 SOURCE OF	F FUNDS*: 00	
	( IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)	[_]
6 CITIZENSH	HIP OR PLACE OF ORGANIZATION: United States of Ame	rica
	7 SOLE VOTING POWER	
NUMBER OF	-0-	
SHARES	8 SHARED VOTING POWER	
BENEFICIALLY	o SHARED VOILING FOWER	
OWNED BY	9,872,463	
EACH	9 SOLE DISPOSITIVE POWER	
REPORTING	226,600	
PERSON	10 SHARED DISPOSITIVE POWER	
WITH		
	9,645,863	
11 AGGREGATE	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N
9,872,463	3	
12 CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	AIN SHARES*
		[_]
13 PERCENT (	DF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
32.1%		
14 TYPE OF F	REPORTING PERSON*: IN	

1 NAME OF F	REPORTING PERSONS	
Paul Hage I.R.S. IDENTIF	edorn FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
2 CHECK THE	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3 SEC USE (	DNLY	
4 SOURCE OF	FUNDS*: 00	
	( IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)	[_]
6 CITIZENSH	HIP OR PLACE OF ORGANIZATION: United States of Ar	nerica
	7 SOLE VOTING POWER	
NUMBER OF	-0-	
SHARES	8 SHARED VOTING POWER	
BENEFICIALLY	O SHAKED VOLING FOWER	
OWNED BY	9,872,463	
EACH	9 SOLE DISPOSITIVE POWER	
REPORTING	158 620	
PERSON	158,620  10 SHARED DISPOSITIVE POWER	
WITH	TO SURVED DISLOSTIINE LOMEK	
	9,713,843	
11 AGGREGATE 9,872,463	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS	SON
	( IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	RTAIN SHARES*
	,	[_]
13 PERCENT C	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
32.1%		
14 TYPE OF F	REPORTING PERSON*: IN	

1 NAME OF F	REPORTING PERSONS	
Peter Haç I.R.S. IDENTIF	gedorn FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
2 CHECK THE	APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [V]
		(a) [X] (b) [_]
3 SEC USE (	DNLY	
4 SOURCE OF	F FUNDS*: 00	
+ SOURCE OF	FUNDS . 00	
	( IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TO ITEMS 2(d) OR 2(e)	[_]
6 CITIZENSH	HIP OR PLACE OF ORGANIZATION: United States of Ame	rica
	7 SOLE VOTING POWER	
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8 SHARED VOTING POWER	
OWNED BY	9,872,463	
EACH	9 SOLE DISPOSITIVE POWER	
REPORTING		
PERSON	45,320	
WITH	10 SHARED DISPOSITIVE POWER	
	9,827,143	
1 AGGREGATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO	N
9,872,463	}	
12 CHECK BOX	( IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERT	AIN SHARES*
		[_]
	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
13 PERCENT (	, ,	
13 PERCENT ( 32.1%		

1 NAME OF F	REPOR	TING PERSONS		
Robert Ha I.R.S. IDENTIA		rn ION NOS. OF ABOVE PERSONS (ENTITIES ONLY)		
2 CHECK THE	E APPI	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) (b)	[x]
3 SEC USE (	ONLY			
4 SOURCE OF	F FUNI	DS*: 00		
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(d) OR 2(e)		[_]
6 CITIZENS	HIP OF	R PLACE OF ORGANIZATION: United States of Am	erica	
	7	SOLE VOTING POWER		
NUMBER OF		-0-		
SHARES				
BENEFICIALLY	8	SHARED VOTING POWER		
OWNED BY		9,872,463		
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING		444 000		
PERSON		111,600		
WITH	10	SHARED DISPOSITIVE POWER		
		9,760,863		
1 AGGREGATE	E AMOL	UNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON	
9,872,463	3			
		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN S	HARES*
				[_]
13 PERCENT (	OF CL/	ASS REPRESENTED BY AMOUNT IN ROW (11)		
32.1%				
14 TYPE OF F	REPOR	TING PERSON*: IN		

1			TING PERSONS FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY	)	
	Susan Hag	jedori	1		
2	CHECK THE	APPF	ROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]	
3	SEC USE C	DNLY			
4	SOURCE OF	FUNI	DS*: 00		
5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FEMS 2(d) OR 2(e)	[_]	
6	CITIZENSH	HIP OF	R PLACE OF ORGANIZATION: United States of Am	erica	
		7	SOLE VOTING POWER		
NU	MBER OF		-0-		
S	HARES	8	SHARED VOTING POWER		
BENE	FICIALLY	O	SHARED VOTING FOWER		
OW	NED BY		9,872,463		
	EACH	9	SOLE DISPOSITIVE POWER		
RE	PORTING		166,600		
Р	ERSON	10	SHARED DISPOSITIVE POWER		
,	WITH	10	SHARED DISPUSITIVE POWER		
			9,705,863		
11	AGGREGATE	AMOL	JNT BENEFICIALLY OWNED BY EACH REPORTING PERS	ON	
	9,872,463	3			
12	CHECK BOX	(IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN SHARES	*
				[_]	
13	PERCENT C	)F CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	32.1%				
14	TYPE OF R	REPORT	TING PERSON*: IN		

By this Amendment No. 5, Hagedorn Partnership. L.P. (the "Partnership") further amends and supplements the responses to Items 1 and 4 of its Statement on Schedule 13D, as heretofore amended (the "Schedule 13D"), filed with respect to the common shares, without par value (the "Shares"), of The Scotts Company, an Ohio corporation ("Scotts"). Capitalized terms not otherwise defined have the meanings set forth in the Schedule 13D.

## Item 1. Security and Issuer

Scotts' principal executive offices are located at 14111 Scottslawn Road, Marysville, Ohio 43041.

## Item 4. Purpose of Transaction

In accordance with the provisions of the Liquidity Plan, the Partnership, for the accounts of Robert Hagedorn, Susan Hagedorn and Peter Hagedorn, each General Partners of the Partnership (together, the "Selling General Partners"), sold certain Shares on each of November 11, 12, 13, 14 and 15, 2002. The Selling General Partners sold an aggregate total of 171,650 Shares during that time.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

November 24, 2002

HAGEDORN PARTNERSHIP, L.P.

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact

KATHERINE HAGEDORN LITTLEFIELD

/s/ Katherine Hagedorn Littlefield

JAMES HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

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Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact

PAUL HAGEDORN

/s/ Katherine Hagedorn Littlefield By:

-----

Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact

PETER HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact

ROBERT HAGEDORN

/s/ Katherine Hagedorn Littlefield By:

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

SUSAN HAGEDORN

/s/ Katherine Hagedorn Littlefield By:

Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact