FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 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

Common Shares Securities					01 0	JCCII	011 30(11)	OI LITE I	iivesiiiei	it Con	npany Act o	JI 13	40						
A part A	. Name and Address of Reporting Person* HAGEDORN JAMES														(Check all applicable)				
City	C/O THE	SCOTTS	MIRACLE-GRO	,		· · · · · · · · · · · · · · · · · · ·									^ be	low)	below)``	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial Volume Table I - Common Shares Part		VILLE OI	H 4	13041	- 4. If	4. If Amendment, Date of Original Filed (Month/Day/Year)									X Form filed by One Reporting Person Form filed by More than One Reporting				
Parameter Para	(City)	(St	ate) (Zip)											Person				
Date			Tabl	e I - Non-Deri	vative	Se	curitie	es Acc	quired,	Dis	posed o	f, o	r Bene	eficia	lly Ow	ned			
Common Shares	Date			ur) !	Execution Date, if any	Transaction Code (Instr.		Disposed Of (D) (Instr. 3, 4 5)			(A) or 3, 4 an	d Sec Ben Owi Rep	urities eficially ed Following orted	Form: Direct (D) or Indirect	of Indirect Beneficial Ownership				
Second Shares Second S								Code	v	Amount		(A) or (D)	Price	Trar (Ins	r. 3 and 4)				
Second Shares Second S	Common	Shares		09/1	9/2008				S		400		D	\$26.	82	124,100	D		
Security	Common	Shares		09/1	9/2008	2008			S		300	300 D \$		\$26 .	83	123,800	D		
Second Shares 19/19/2008 S 100 D \$26.91 118,900 D Second D	Common Shares 09/19/			9/2008	2008			S		200	D \$		\$26.	85	123,600	D			
Sommon Shares 09/19/2008 S 300 D \$26.91 118,800 D Sommon Shares 09/19/2008 S 200 D \$27.07 118,300 D Sommon Shares 09/19/2008 S 4,100 D \$26.95 114,200 D Sommon Shares 09/19/2008 S 4,000 D \$27.01 110,200 D Sommon Shares 09/19/2008 S 4,000 D \$27.01 110,000 D Sommon Shares 09/19/2008 S 200 D \$27.05 110,000 D Sommon Shares 09/19/2008 S 8,500 D \$27.05 101,500 D Sommon Shares 09/19/2008 S 4,500 D \$27.01 9,000 D Sommon Shares 09/19/2008 S 300 D \$27.01 9,000 D Sommon Shares 09/19/2008 S 300 D \$27.01 9,000 D Sommon Shares 09/19/2008 S 300 D \$27.01 9,000 D Sommon Shares 09/19/2008 S 500 D \$27.01 9,000 D Sommon Shares 09/19/2008 S 500 D \$26.96 95,500 D Sommon Shares 09/19/2008 S 500 D \$26.96 95,500 D Sommon Shares 09/19/2008 S 500 D \$26.96 95,500 D Sommon Shares 09/19/2008 S 500 D \$26.96 95,500 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D 500 S 500 D 500 S 500	Common Shares 09/19/			9/2008				S			0 D S		\$26.	86	123,400	D			
Second Shares Second S	Common Shares 09/19/			9/2008				S		4,500 D		D	\$26	6.9 118,900		D			
Common Shares	Common Shares 09/19/			9/2008	2008			S		100		D	\$26.	91	118,800	D			
Common Shares	Common Shares 09/19/			9/2008				S		300		D	\$26.	93	118,500	D			
Sommon Shares	Common Shares 09/19/2			9/2008	2008			S		200		D	\$27.	07	118,300	D			
Common Shares	Common Shares 09/19/3			9/2008				S		4,100		D	\$26.	95	114,200	D			
Sommon Shares 09/19/2008 S 8,500 D \$27.05 101,500 D Sommon Shares 09/19/2008 S 4,500 D \$27.04 97,000 D Sommon Shares 09/19/2008 S 300 D \$27.02 96,700 D Sommon Shares 09/19/2008 S 700 D \$27.01 96,000 D Sommon Shares 09/19/2008 S 500 D \$26.96 95,500 D Sommon Shares 09/19/2008 S 500 D \$26.96 95,500 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.97 94,800 D Sommon Shares 09/19/2008 S 500 D \$26.98 95,000 D Sommon Shares 09/19/2008 S 500 D \$26.99 95,000 D Sommon Shares 09/19/2008 S 500 D \$26.99 95,000 D Sommon Shares 09/19/2008 S 500 D Sommo	Common Shares 09/19/2			9/2008	2008			S		4,000		D	\$2	7	110,200	D			
Common Shares 09/19/2008 S 300 D \$27.02 96,700 D	Common	Shares		09/1	9/2008	2008			S		200		D	\$27.	06	110,000	D		
Common Shares	Common Shares 09/19			9/2008	/2008		S		8,500		D	\$27.05		101,500	D				
Common Shares 09/19/2008 S 500 D \$26.96 95,500 D Scommon Shares 09/19/2008 S 500 D \$26.98 95,000 D Scommon Shares 09/19/2008 S 500 D \$26.98 95,000 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D \$26.97 94,800 D Scommon Shares 09/19/2008 S 200 D	Common Shares 09/19			9/2008	2008		S		4,500		D	\$27.	04	97,000	D				
Common Shares 09/19/2008 S 500 D \$26.96 95,500 D Common Shares 09/19/2008 S 500 D \$26.97 94,800 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of cerivative Securities Conversion or Exercise Price of Derivative Security (Month/Day/Year) S Conversion of Complex of Code (Instr. 3) Amount of Securities Securities S Conversion of (D) (Instr. 3, 4 and 5) Amount or Securities Securities Amount or Securities Se	Common Shares 09/19/			9/2008				S		300		D	\$27.	02	96,700	D			
Common Shares 09/19/2008 S 200 D \$26.98 95,000 D Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of cerivative equirity entry (Month/Day/Year) Title of Derivative Securities 1. Title of Derivative Securities 2. Conversion Oate (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 3. Transaction Date (Month/Day/Year) Transaction Date (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Derivative Security (Instr. 3) Amount or Securities Deneficially Owned (Pollowing Reported Transaction(s) (Instr. 4) Transaction Date (Month/Day/Year) Amount or Securities Deneficially Owned (Instr. 4) Transaction Date (Month/Day/Year) Derivative Security (Instr. 3) Amount or Securities Deneficially Owned (Instr. 4) Transaction Date (Month/Day/Year) Amount or Number of Derivative Securities Deneficially Owned (Instr. 4) Transaction Date (Month/Day/Year) Derivative Securities Deneficially Owned (Instr. 4) Transaction Date (Month/Day/Year) Derivative Securities Deneficially Owned (Instr. 4) Transaction Date (Month/Day/Year) Transaction Date (Mont	Common Shares 09/19/			9/2008				S		700		D	\$27.	01	96,000	D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of lerivative securities 2. Conversion Or Exercise Price of Derivative Security (Month/Day/Year) Price of Derivative Security (Security Security Security Security Securities Date (A) or Derivative Securities (A) or Derivative Securities (A) or Derivative Security (Instr. 3) Amount of Securities Derivative Securities (Month/Day/Year) Amount or Number of Derivative Securities (Instr. 4)	Common Shares 09/19/			9/2008	2008			S		500 D \$		\$26 .	5.96 95,500		D				
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of cerivative Price of Derivative Security 1. Title of derivative Securities Acquired (Month/Day/Year) 2. Conversion or Exercise Price of Derivative Security Security 3. Transaction Date (Execution Date, if any (Month/Day/Year) (Month/Day/Year) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Securities Underlying Derivative Security (Instr. 3) and 4) 7. Title and Amount of Securities Securities Securities Securities (Month/Day/Year) 9. Number of derivative Security (Instr. 5) Ownership Form: Ownership Securities Security (Instr. 4) 10. Ownership Form: Ownership Securities Security (Instr. 4) 11. Nature (Month/Day/Year) Amount or Number of derivative Security (Instr. 4) Amount or Number of Amount or Number of Securities Secur	Common Shares 09/19/			9/2008	/2008			S		500		D	\$26.	98	95,000	D			
(e.g., puts, calls, warrants, options, convertible securities) Title of lerivative ecurity nstr. 3) Title of perivative Security Security (Month/Day/Year) (e.g., puts, calls, warrants, options, convertible securities) An Demend Execution Date of Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) Amount or Disposed of (D) (Instr. 4) Amount or Number of derivative Securities Securities (Instr. 4) Amount or Number of derivative Securities Securities (Instr. 4) Amount or Number of Derivative Securities (Instr. 4)	Common Shares 09/19/						2008		S		200		D	\$26.	97	94,800	D		
Perivative ecurity nstr. 3) Conversion or Exercise Price of Derivative Security Security Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Derivative Security (Instr. 5) Derivative Security (Instr. 5) Derivative Securities Underlying Derivative Security (Instr. 5) Derivative Securities Underlying Derivative Security (Instr. 4) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Date Expiration Date (Month/Day/Year) Derivative Securities Underlying Derivative Security (Instr. 5) Derivative Security (Instr. 5) Direct (D) Ownership Form:			Та												/ Owne	d			
Date Expiration of	erivative ecurity	Conversion or Exercise Price of Derivative	on Date se (Month/Day/Year)	Execution Date, if any	Transa Code (on of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiratio	n Date	е	Ame Sec Und Der Sec	Amount of Securities Underlying Derivative Security (Instr. and 4)		Derivative Security	titve derivative Securities 5) Beneficially Owned Following Reported Transaction	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code V	v	(A)	(D)				Title	or Nun of	nber					

Explanation of Responses:

Remarks:

Form 2 of 2

** 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.

Know all by these presents, that the undersigned officer and/or director of The Scotts Company (the "Company"), hereby constitutes and appoints each of David M. Aronowitz, Kathy L. Uttley and A. Sue Hughes, signing singly, the undersigned's true and lawful attorney-in-fact to:

- 1) execute for and on behalf of the undersigned Forms 3, 4 and 5 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "1934 Act") and the rules and regulations thereunder (and Form 144 with respect to the securities of the Company beneficially owned by the undersigned in accordance with Rule 144 under the Securities Act of 1933 (the "Securities Act"));
- 2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 (or Form 144), complete and execute any amendment or amendments thereto, and timely file any such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- 3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform each and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or resubstitution, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the above-named attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the 1934 Act and/or Rule 144 under the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 (or Form 144) with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the above-named attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of April, 2002.

/s/ James Hagedorn Signature

James Hagedorn

Print Name