UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 FORM 4
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
( ) Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue. See Instructions 1(b).
1. Name and Address of Reporting Person
John Kenlon
21 Rocky Wood Road
NY, Manhasset 11030
<ol><li>Issuer Name and Ticker or Trading Symbol The Scotts Company (SMG)</li></ol>

- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year 12/19/20025. If Amendment, Date of Original (Month/Year)
- Relationship of Reporting Person(s) to Issuer (Check all applicable)
   (X) Director ( ) 10% Owner ( ) Officer (give title below) ( ) Other
   (specify below)
- 7. Individual or Joint/Group Filing (Check Applicable Line)(X) Form filed by One Reporting Person( ) Form filed by More than One Reporting Person

1. Title of Security	2.  3.  4.Securities Ad   Transaction   or Disposed d	. ,	5.Amount of   Securities   Beneficially	6.Dir  7.Nature of Indirect  ect   Beneficial Ownership  (D)or
	   Date  Code V  Amount	A/    D   Price	Owned at ee   End of Month	Indir    ect(I)
Common Shares	12/17/ S    100   2002	D  \$49.75	100210	D

: .	3.	4.	5.Numbe	r of	De	6.Dat	e Exer	7.Title and	Amount	8.Price	9.Number	10.	11.Nature o
version	Trans	action	rivati	ve Se	cu	cisab	le and	of Underly	/ing	of Deri	of Deriva	Dir	Indirect
or Exer	ĺ	1	rities	Acqu	i	Expir	ation	Securities	3	vative	tive	ect	Beneficial
cise		1	red(A)	or D	is	Date(	Month/			Secu	Securities	(D)	Ownership
Price of		1	posed	of(D)		Day/Y	ear)			rity	Benefi	or	
Deriva-		1	1			Date	Expir			1	ficially	Ind	
tive	l	1		- 1	A/	Exer-	ation	Title and	d Number	1	Owned at	ire	
Secu-			1	- 1	D	cisa-	Date	of Shares	3	1	End of	ct	
rity	Date	Code	/  Amoun	t		ble	1 1			I	Month	(I)	l
	cise  Price of  Deriva-  tive  Secu-	cise  Price of   Deriva-  tive  Secu-	cise	cise	cise	cise	cise	cise	cise	cise     red(A) or Dis   Date(Month/	cise	cise     red(A) or Dis   Date(Month/    Secu   Securities   Price of     posed of(D)   Day/Year)   rity   Benefi   Deriva-	red(A) or Dis   Date(Month/    Secu   Securities   (D)       Price of     posed of(D)   Day/Year)     rity   Benefi   or     Deriva-         Date   Expir       ficially   Ind     tive       A/ Exer- ation   Title and Number   Owned at   ire     Secu-       D   cisa- Date   of Shares   End of   ct

Explanation of Responses: