

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 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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>NORTON PATRICK J</u> (Last) (First) (Middle) 1695 WINGATE DRIVE (Street) DELAWARE OH 43015 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SCOTTS COMPANY [SMG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 11/06/2003	

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	11/06/2003		M		5,500	A	\$34.75	10,500	D	
Common Shares	11/06/2003		M		5,500	A	\$34.125	16,000	D	
Common Shares	11/06/2003		M		23,000	A	\$31.625	39,000	D	
Common Shares	11/06/2003		S		2,000	D	\$59.31	37,000	D	
Common Shares	11/06/2003		S		500	D	\$59.28	36,500	D	
Common Shares	11/06/2003		S		200	D	\$59.23	36,300	D	
Common Shares	11/06/2003		S		2,800	D	\$59.22	33,500	D	
Common Shares	11/06/2003		S		200	D	\$59.21	33,300	D	
Common Shares	11/06/2003		S		5,300	D	\$59.2	28,000	D	
Common Shares	11/06/2003		S		6,000	D	\$59.21	22,000	D	
Common Shares	11/06/2003		S		2,000	D	\$59.19	20,000	D	
Common Shares	11/06/2003		S		2,000	D	\$59.16	18,000	D	
Common Shares	11/06/2003		S		3,000	D	\$59.15	15,000	D	
Common Shares	11/06/2003		S		2,000	D	\$59.14	13,000	D	
Common Shares	11/06/2003		S		2,000	D	\$59.13	11,000	D	
Common Shares	11/06/2003		S		2,000	D	\$59.12	9,000	D	
Common Shares	11/06/2003		S		1,000	D	\$59.1	8,000	D	
Common Shares	11/06/2003		S		200	D	\$59.01	7,800	D	
Common Shares	11/06/2003		S		1,000	D	\$59.05	6,800	D	
Common Shares	11/06/2003		S		1,800	D	\$59	5,000	D	
Common Shares	11/07/2003		M		2,000	A	\$31.625	7,000	D	
Common Shares	11/07/2003		S		1,000	D	\$59.4	6,000	D	
Common Shares	11/07/2003		S		1,000	D	\$59.44	5,000	D	
Common Shares								100	I	Spouse

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)
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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)	Code	V	4. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Date Exercisable	Expiration Date	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)	
						(A)	(D)								
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$34.125	11/06/2003		M			5,500	08/24/1999	02/23/2009	Common Shares	5,500	\$34.125	0.00	D	
Stock Option (right to buy)	\$34.75	11/06/2003		M			5,500	08/16/2000	02/15/2010	Common Shares	5,500	\$34.75	0.00	D	
Stock Option (right to buy)	\$31.625	11/06/2003		M			23,000	08/22/2000	02/19/2010	Common Shares	23,000	\$31.625	2,000	D	
Stock Option (right to buy)	\$31.625	11/07/2003		M			2,000	08/22/2000	02/19/2010	Common Shares	2,000	\$31.625	0.00	D	

Explanation of Responses:

Patrick J. Norton 11/17/2003

** 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.