

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
2. Issuer Name and Ticker or Trading Symbol
 The Scotts Company (SMG)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 12/9/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 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	2. Transaction Date	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Price	6. Amount of Securities Beneficially Owned at End of Month	7. Nature of Indirect Beneficial Ownership
Common Shares	12/5/2002	S	5000	\$49.00		Direct
Common Shares	12/6/2002	S	5700	\$48.50		Direct
Common Shares	12/6/2002	S	5000	\$48.50		Direct
Common Shares	12/6/2002	S	5000	\$48.50		Direct
Common Shares	12/6/2002	S	4700	\$48.50		Direct
Common Shares	12/6/2002	S	3200	\$48.97		Direct
Common Shares	12/6/2002	S	600	\$49.00		Direct
Common Shares	12/6/2002	S	500	\$49.05		Direct
Common Shares	12/6/2002	S	300	\$48.63	103210	Direct

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Nature of Indirect Ownership

Explanation of Responses: