

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Schedule 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_)\*

The Scotts Company  
(Name of Issuer)

Common Stock, No Par  
(Title of Class of Securities)

810186106  
(CUSIP Number)

March 13, 1998  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(1) Names of Reporting Persons  
S.S. or I.R.S. Identification No. of Above Persons

Perry Corp.

(2) Check the Appropriate Box if a Member of a Group

Not applicable

(3) SEC Use Only

(4) Citizenship or Place of Organization

New York

Number of Shares	(5)	Sole Voting Power	940,232
Beneficially Owned	(6)	Shared Voting Power	NONE
By Each Reporting	(7)	Sole Dispositive Power	940,232
Person With:	(8)	Shared Dispositive Power	NONE

(9) Aggregate Amount Beneficially Owned by Each Reporting Person.

940,232

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions).

(11) Percent of Class Represented by Amount in Row (9) 5.0%

(12) Type of Reporting Person (see instructions): CO

(1) Names of Reporting Persons  
S.S. or I.R.S. Identification No. of Above Persons

Richard C. Perry

(2) Check the Appropriate Box if a Member of a Group

(a) Not applicable

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States

Number of Shares	(5)	Sole Voting Power	940,232 (all shares
Beneficially Owned			beneficially owned by
By Each Reporting			Perry Corp.)
Person With:	(6)	Shared Voting Power	NONE
	(7)	Sole Dispositive Power	940,232 (all shares
			beneficially owned by
			Perry Corp.)
	(8)	Shared Dispositive Power	NONE

(9) Aggregate Amount Beneficially Owned by Each Reporting Person.

940,232

(10) Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (see instructions). [ ]

(11) Percent of Class Represented by Amount in Row (9) 5.0%

(12) Type of Reporting Person (see instructions): IN

ITEM 1(a). NAME OF ISSUER:  
The Scotts Company

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
14111 Scottslawn Road  
Marysville, Ohio 43041

ITEM 2(a). NAME OF PERSON FILING:  
This statement is filed on behalf of Perry Corp., a New York corporation, and Richard C. Perry. Perry Corp. is a private investment firm and Richard C. Perry is the President and sole stockholder of Perry Corp.

See attached Exhibit A which is a copy of their agreement in writing to file this statement on behalf of each of them.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:  
599 Lexington Avenue  
New York, NY 10022

ITEM 2(c). CITIZENSHIP:  
Perry Corp. is a New York corporation, and Richard C. Perry is a citizen of the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:  
Common Stock, No Par

ITEM 2(e). CUSIP NUMBER:  
810186106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b), CHECK WHETHER THE PERSON FILING IS A:  
Not Applicable

ITEM 4. OWNERSHIP

- (a) AMOUNT BENEFICIALLY OWNED:  
940,232 shares
- (b) PERCENT OF CLASS:  
5.0%
- (c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:
  - (i) Sole power to vote or to direct the vote:  
940,232 shares
  - (ii) Shared power to vote or to direct the vote:  
NONE

- (iii) Sole power to dispose or to direct the disposition of:  
940,232 shares
- (iv) Shared power to dispose or to direct the disposition of:  
NONE

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS  
Not applicable.
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON  
Not Applicable
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED  
THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY  
Not Applicable
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP  
Not Applicable
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP  
Not Applicable
- ITEM 10. CERTIFICATION  
By signing below I certify that, to the best of my knowledge and  
belief, the securities referred to above were not acquired and are not held for  
the purpose of or with the effect of changing or influencing the control of the  
issuer of the securities and were not acquired and are not held in connection  
with or as a participant in any transaction having that purpose or effect.

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 correct.

PERRY CORP.

Dated: March 23, 1998  
New York, New York

By: /s/ Richard C. Perry  
-----  
Name: Richard C. Perry  
Title: President

Dated: March 23, 1998  
New York, New York

/s/ Richard C. Perry  
-----  
Richard C. Perry

AGREEMENT

JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree to jointly prepare and file with regulatory authorities a Schedule 13G and any future amendments thereto reporting each of the undersigned's ownership of securities of The Scotts Company and hereby affirms that such Schedule 13G is being filed on behalf of each of the undersigned. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

PERRY CORP.

Dated: March 23, 1998  
New York, New York

By: /s/ Richard C. Perry  
-----  
Name: Richard C. Perry  
Title: President

Dated: March 23, 1998  
New York, New York

/s/ Richard C. Perry  
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Richard C. Perry