

**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>HAGEDORN PETER</u>  (Last) (First) (Middle) <u>C/O HAGEDORN PARTNERSHIP LP</u> <u>800 PORT WASHINGTON BLVD</u>  (Street) <u>PORT WASHINGTON NY 11050</u>  (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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/04/2003</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	08/04/2003		X <sup>(1)</sup>		49,486	A	\$21 <sup>(2)</sup>	1,556,197	I	See footnotes <sup>(3)(4)</sup>

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Warrants (Right to buy)	\$21	08/04/2003		X		81,482		08/04/2003 <sup>(5)</sup>	11/19/2003	Common Shares	49,486	\$21 <sup>(2)</sup>	0	I	See footnote <sup>(6)</sup>

**Explanation of Responses:**

- Represents the exercise of Series A Warrants to purchase the Issuer's Common Shares (the "Common Shares") by Hagedorn Partnership, L.P.
- Cashless exercise of Series A Warrants to purchase Common Shares pursuant to its terms; 31,996 Common Shares surrendered at \$53.48 per share.
- Pursuant to Exchange Act Rule 16a-1(a)(1), the Reporting Person may be deemed, solely for purposes of determining whether he is a beneficial owner of more than 10% of Common Shares, to be the beneficial owner of the securities of the Issuer that are held by Hagedorn Partnership, L.P., a Delaware limited partnership in which the Reporting Person is a general partner.
- Represents the aggregate proportionate interest of Peter Hagedorn and those family members in whose holdings he may be deemed to have a pecuniary interest in the Common Shares held by Hagedorn Partnership, L.P.
- By its terms, the Series A Warrants are immediately exercisable.
- Represents the aggregate proportionate interest of Peter Hagedorn and those family members in whose holdings he may be deemed to have a pecuniary interest in the Series A Warrants held by Hagedorn Partnership, L.P. The Hagedorn Partnership, L.P. has a direct pecuniary interest in 330,371 Series A Warrants.

/s/ Rob McMahon Attorney-in-Fact 08/06/2003

\*\* 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.