

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 8, 2002

THE SCOTTS COMPANY

(Exact name of registrant as specified in its charter)

OHIO	1-13292	31-1414921
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

14111 SCOTTSLAWN ROAD, MARYSVILLE, OHIO	43041
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(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (937) 644-0011

Index to Exhibits is on Page 3.

Item 7. Financial Statements and Exhibits

(a) None required.

(b) None required.

(c) Exhibits.

99.1 Statement Under Oath of Principal Executive Officer of The Scotts Company Regarding Facts and Circumstances Relating to Exchange Act Filings.

99.2 Statement Under Oath of Principal Financial Officer of The Scotts Company Regarding Facts and Circumstances Relating to Exchange Act Filings.

Item 9. Regulation FD Disclosure

On August 8, 2002, each of the Principal Executive Officer, James Hagedorn, and Principal Financial Officer, Patrick J. Norton, of The Scotts Company submitted to the Securities and Exchange Commission sworn statements pursuant to Securities and Exchange Commission Order No. 4-460.

A copy of each of these statements is attached hereto as an Exhibit (99.1 and 99.2).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE SCOTTS COMPANY

Date: August 9, 2002

By: /s/ David M. Aronowitz

David M. Aronowitz, Executive
Vice President, General
Counsel and Secretary

INDEX TO EXHIBITS

Exhibit Number	Description
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99.1	Statement Under Oath of Principal Executive Officer of The Scotts Company Regarding Facts and Circumstances Relating to Exchange Act Filings.
99.2	Statement Under Oath of Principal Financial Officer of The Scotts Company Regarding Facts and Circumstances Relating to Exchange Act Filings.

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, James Hagedorn, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of the Scotts Company, and, except as corrected or supplemented in a subsequent covered report:
 - o No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed): and
 - o No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o The Annual Report on Form 10-K of The Scotts Company for the fiscal year ended September 30, 2001;
 - o All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Scotts Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o Any amendments to the foregoing.

/s/ James Hagedorn
James Hagedorn
President, Chief Executive Officer
Date: August 8, 2002

Subscribed and sworn to
before me this 8th day of
August 2002.

/s/ A. Sue Hughes
Notary Public

My Commission Expires: June 4, 2006

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS

I, Patrick J. Norton, state and attest that:

- (1) To the best of my knowledge, based upon a review of the covered reports of the Scotts Company, and, except as corrected or supplemented in a subsequent covered report:
 - o No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed): and
 - o No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
- (2) I have reviewed the contents of this statement with the Company's Audit Committee.
- (3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
 - o The Annual Report on Form 10-K of The Scotts Company for the fiscal year ended September 30, 2001;
 - o All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of The Scotts Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
 - o Any amendments to the foregoing.

/s/ Patrick J. Norton
Patrick J. Norton
Executive Vice President &
Chief Financial Officer
Date: August 8, 2002

Subscribed and sworn to
before me this 8th day of
August 2002.

/s/ A. Sue Hughes
Notary Public

My Commission Expires: June 4, 2006