

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
 8/31/2002
5. If Amendment, Date of Original (Month/Year)
 8/31/2002
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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) | | | 5. Amount of Securities Beneficially Owned at End of Month | 6. Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership |
|----------------------|---------------------|---------------------|---|-----|---------|--|-------------------------------|--|
| | | | Amount | A/D | Price | | | |
| Common Shares | 8/22/2002 | X | 2214 | A | \$21 | | D | |
| Common Shares | 8/22/2002 | X | 2214 | A | \$25 | | D | |
| Common Shares | 8/22/2002 | X | 2214 | A | \$29 | | D | |
| Common Shares | 8/22/2002 | D | 3432 | D | \$48.40 | 138210 | D | |

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) | 6. Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security | 9. Number of Derivative Securities Beneficially Owned at End of Month | 10. Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership |
|--|--|---------------------|---------------------|--|---|--|---------------------------------|---|--------------------------------|---|
| | | | | | | | | | | |
| Series A Warrant to Purchase Common Shares | \$21.00 | 8/22/2002 | X | 2214 | D Immediate 11/19/2003 | Common Shares 2214 | | 0 | D | |
| Series B Warrant to Purchase Common Shares | \$25.00 | 8/22/2002 | X | 2214 | D Immediate 11/19/2003 | Common Shares 2214 | | 0 | D | |
| Series C Warrant to Purchase Common Shares | \$29.00 | 8/22/2002 | X | 2214 | D Immediate 11/19/2003 | Common Shares 2214 | | 0 | D | |

Explanation of Responses: