

Registration No. 33-53941

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

THE SCOTTS COMPANY  
THE O.M. SCOTT & SONS COMPANY  
(Exact name of registrants as specified in their charters)

Delaware 31-1199481  
(State or other jurisdiction (IRS employer  
of incorporation or organization) identification number)

14111 Scottslawn Road, Marysville, Ohio 43041, (513) 644-0011  
(Address, including zip code, and telephone number,  
including area code, of registrants' principal executive offices)

Craig D. Walley  
Vice President, General Counsel and Secretary  
The Scotts Company  
14111 Scottslawn Road, Marysville, Ohio 43041  
(513) 644-0011  
(Name, address, including zip code, and telephone number, including area  
code of agent for service)

Copies to:

G. Robert Lucas II George H. White  
Vorys, Sater, Seymour and Pease Sullivan & Cromwell  
52 East Gay Street 125 Broad Street  
P.O. Box 1008 New York, New York 10004  
Columbus, Ohio 43216-1008 (212) 558-4000  
(614) 464-5691

The Registrants are filing this Post-Effective  
Amendment No. 1 for the purpose of giving notice of the  
registration by The O.M. Scott & Sons Company, as co-registrant  
with The Scotts Company, of \$100,000,000 aggregate principal  
amount of Debt Securities pursuant to a Registration Statement on  
Form S-3 (File No. 33-53941), which was declared effective on  
June 21, 1994.

SIGNATURE

Pursuant to the requirements of the Securities Act of  
1933, as amended, the Registrants have duly caused this Post-  
Effective Amendment No. 1 to the Registration Statement to be  
signed on their behalf by the undersigned, thereto duly  
authorized, in the City of Marysville, State of Ohio, on the 17th  
day of August, 1994.

THE SCOTTS COMPANY  
THE O.M. SCOTT & SONS COMPANY

By /s/ Tadd C. Seitz \*

Tadd C. Seitz  
Chairman and Chief  
Executive Officer

as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ James B. Beard* James B. Beard	Director	August 17, 1994
/s/ John S. Chamberlin* John S. Chamberlin	Director	August 17, 1994
Alberto Cribiore	Director	
/s/ Joseph P. Flannery* Joseph P. Flannery	Director	August 17, 1994
/s/ Theodore J. Host* Theodore J. Host	Director/ President/ Chief Operating Officer	August 17, 1994
/s/ Tadd C. Seitz* Tadd C. Seitz	Chairman/ Chief Executive Officer	August 17, 1994
/s/ Donald A. Sherman Donald A. Sherman	Director	June 1, 1994
/s/ John M. Sullivan* John M. Sullivan	Director	August 17, 1994
/s/ L. Jack Van Fossen* L. Jack Van Fossen	Director	August 17, 1994
/s/ Paul D. Yeager Paul D. Yeager	Executive Vice President/ Chief Financial Officer/ Principal Accounting Officer	August 17, 1994

\* By /s/ Paul D. Yeager  
Paul D. Yeager  
(Attorney-in-Fact)