

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
 Charles M. Berger
 2455 Lantern Lane
 FL, Naples 34102
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
 1/27/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director () 10% Owner () Officer (give title below) () Other
 (specify below)
 Chairman of the Board
7. Individual or Joint/Group Filing (Check Applicable Line)
 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) Amount	5. Securities Acquired (A) or Disposed of (D) A/D	6. Amount of Securities Beneficially Owned at End of Month Price	7. Nature of Indirect Beneficial Ownership Dir (D) or Indirect (I)
Common Shares	1/27/2003	M	5000	A	\$26.50	D
Common Shares	1/27/2003	S	5000	D	\$51.00	D
Common Shares	1/27/2003	M	2500	A	\$26.50	D
Common Shares	1/27/2003	S	2500	D	\$51.13	D
Common Shares	1/27/2003	M	2500	A	\$26.50	D
Common Shares	1/27/2003	S	2500	D	\$51.15	D
Common Shares					3098.3408 1	I By 401(K) Plan
Common Shares					20803.29099 2	I By Deferral Plan

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) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year) A/Exercise Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned at End of Month	10. Nature of Indirect Beneficial Ownership Dir (D) or Indirect (I)
Stock Option (right to buy)	\$26.5000	1/27/2003	M	5000	D 10/20/2000 10/19/2007	Common Share 5000			D
Stock Option (right to buy)	\$26.5000	1/27/2003	M	2500	D 10/20/2000 10/19/2007	Common Share 2500			D
Stock Option (right to buy)	\$26.5000	1/27/2003	M	2500	D 10/20/2000 10/19/2007	Common Share 2500		65000	D

Explanation of Responses:

1. Represents common shares held in the reporting person's account under the Issuer's Retirement Savings Plan ("401(K) Plan") a/o 9/30/02.
2. Represents common shares held in the reporting person's account under the Issuer's Executive Retirement Plan (the "Deferral Plan") a/o 9/30/02.