OMB APPROVAL
OMB Number: 3235-0145
Expires December 31, 2005
Estimated average burden hours
per response ...11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 6) * ______ (Name of Issuer) The Scotts Company Common Shares, without par value ______ (Title of Class of Securities) 810 186 106 (CUSIP Number) Rob McMahon c/o Hagedorn Partnership, L.P. 800 Port Washington Blvd. Port Washington, NJ 08540 with a copy to: Richard L. Goldberg Proskauer Rose LLP 1585 Broadway New York, NY 10036 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications) January 9, 2003 (Date of Event which Requires Filing of this Statement) If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [] Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent. SCHEDULE 13D CUSIP No. 810 186 106 NAME OF REPORTING PERSON Hagedorn Partnership, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY: EIN 11-3265232

(a) [X] (b) [_]

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

4 SOURCE C	OF FUNI	DS*: 00	
1 DOURGE C)F FUNI	55° .	
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(D) OR 2(E)	[]
6 CITIZENS	3HIP OF	R PLACE OF ORGANIZATION: Delaware	
	7	SOLE VOTING POWER	
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SHARES	8	SHARED VOTING POWER	
BENEFICIALLY	0	11,516,554	
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	
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PERSON	10	QUADED DIGDOGITHIUS DONIED	
WITH	10	SHARED DISPOSITIVE POWER 11,516,554	
11 AGGREGAT 11,516,5		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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11,516,5	554	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAI	N SHARES*
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SEC USE ONLY

*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

			SCHI	EDULE 13	D			
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Katherin	e Hage	edorn Litt	tlefield					
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	HIP OR	SOLE VO	F ORGANIZA! TING POWER	TION:	United	l States	of Ameri	.ca
CITIZENS:				TION:	United	l States	of Ameri	.ca
		SOLE VOT			United	l States	of Ameri	ca
NUMBER OF SHARES	7	SOLE VOT	TING POWER		United	l States	of Ameri	ca
NUMBER OF SHARES	7	SOLE VOT	TING POWER		United	l States	of Ameri	ca
NUMBER OF SHARES SENEFICIALLY	7	SOLE VOT -0- SHARED V 11,516,5	TING POWER	ER	United	l States	of Ameri	ca
NUMBER OF SHARES BENEFICIALLY OWNED BY	7 8	SOLE VOT -0- SHARED V 11,516,5	TING POWER VOTING POWI	ER	United	l States	of Ameri	ca
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7 8	SOLE VOT -0- SHARED V 11,516,5 SOLE DIS 186,600	TING POWER VOTING POWI 554 SPOSITIVE 1	ER	United	l States	of Ameri	.ca
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	7 8	SOLE VOT -0- SHARED V 11,516,5 SOLE DIS 186,600	TING POWER VOTING POWI 554 SPOSITIVE	ER	United	l States	of Ameri	.ca
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9	SOLE VOT -0- SHARED V 11,516,5 SOLE DIS 186,600 SHARED I 11,329,9	TING POWER VOTING POWI 554 SPOSITIVE 1	ER POWER				ca
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOT -0- SHARED V 11,516,5 SOLE DIS 186,600 SHARED I 11,329,9	TING POWER VOTING POWI 554 SPOSITIVE	ER POWER				.ca
NUMBER OF SHARES SENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOT -0- SHARED V 11,516,5 SOLE DIS 186,600 SHARED I 11,329,9	TING POWER VOTING POWI 554 SPOSITIVE 1	ER POWER				.ca
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NUMBER OF SHARES ENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 1 AGGREGAT: 11,516,5	7 8 9 10 E AMOU 54	SOLE VOT -0- SHARED V 11,516,5 SOLE DIS 186,600 SHARED I 11,329,9	TING POWER VOTING POWI 554 SPOSITIVE 1 DISPOSITIVI 954	E POWER	ACH REF	PORTING F	PERSON	

14 TYPE OF REPORTING PERSON*:

IN

37.9%

Page 3 of 10

	186 106	
NAME OF R	REPORTING PERSON	
James Hag	gedorn	
	DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ON	LY):
	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
CHECK THE	AFFROFRIALE DOX IF A MEMBER OF A GROUP"	(a) [X]
		(b) [_]
SEC USE O	DNLY	
SOURCE OF	F FUNDS*: 00	
CHECK BOX	K IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
PURSUANT	TO ITEMS 2(D) OR 2(E)	[]
6 CITIZENSH	HIP OR PLACE OF ORGANIZATION: United States of A	merica
	7 SOLE VOTING POWER	
NUMBER OF	-0-	
NUMBER OF	-0-	
SHARES	-0- 8 SHARED VOTING POWER	
SHARES	-0-	
SHARES BENEFICIALLY OWNED BY	-0- 8 SHARED VOTING POWER 11,516,554	
SHARES	-0- 8 SHARED VOTING POWER	
SHARES BENEFICIALLY OWNED BY	-0- 8 SHARED VOTING POWER 11,516,554	
SHARES BENEFICIALLY OWNED BY EACH	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600	
SHARES BENEFICIALLY OWNED BY EACH REPORTING	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600 10 SHARED DISPOSITIVE POWER 11,289,954	
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600 10 SHARED DISPOSITIVE POWER 11,289,954 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600 10 SHARED DISPOSITIVE POWER 11,289,954 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
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SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8 SHARED VOTING POWER 11,516,554 9 SOLE DISPOSITIVE POWER 226,600 10 SHARED DISPOSITIVE POWER 11,289,954 E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	

14 TYPE OF REPORTING PERSON*:

IN

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*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Page 4 of 10

CUSIP No. 810 186 106

Page 5 of 10

SCHEDULE 13D

USIP No. 810	186 106	
NAME OF 1	REPORTING PERSONS	
Peter Ha	gedorn	
I.R.S. I	DENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ON	LY):
2 CHECK TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*	
		(a) [X] (b) [_]
3 SEC USE (YLINC	
4 SOURCE O	F FUNDS*: 00	
	X IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
PURSUANT	TO ITEMS 2(D) OR 2(E)	[]
6 CITIZENS	HIP OR PLACE OF ORGANIZATION: United States of A	 merica
	7 SOLE VOTING POWER	
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8 SHARED VOTING POWER 11,516,554	
OWNED BY		
EACH	9 SOLE DISPOSITIVE POWER	
REPORTING	45,320	
PERSON	10 SHARED DISPOSITIVE POWER	
WITH	11,471,234	
	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PE	RSON
11,516,5	24	
12 CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES C	ERTAIN SHARES*
		[]
12 DED CENTE	OF CLACC DEDDECEMBED BY AMOUNT TV DOW (11)	
	OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
37.9%		
14 TYPE OF 1	REPORTING PERSON*: IN	

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*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Page 6 of 10

CUSIP No. 810 186 106

Page 7 of 10

CUSIP No. 810 186 106

Page 8 of 10

By this Amendment No. 6, Hagedorn Partnership. L.P. (the "Partnership") further amends and supplements the responses to Items 3 and 4 of its Statement on Schedule 13D, as heretofore amended (the "Schedule 13D"), filed with respect to the common shares, without par value (the "Shares"), of The Scotts Company, an Ohio corporation ("Scotts"). Capitalized terms not otherwise defined have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

- -----

The Partnership's exercise of the Warrants was a cashless exercise and no cash was paid for the Shares. The partnership exercised 579,432 Warrants and received 301,697 Shares.

Item 4. Purpose of Transaction

On January 8 and 9, 2003, the Partnership exercised its rights under the Warrants to purchase Shares through the cashless exercises of the Series B Warrants and received a total of 301,697 Shares.

Page 9 of 10

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 16, 2003

HAGEDORN PARTNERSHIP, L.P.

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

KATHERINE HAGEDORN LITTLEFIELD

/s/ Katherine Hagedorn Littlefield

JAMES HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

PAUL HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

PETER HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

ROBERT HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

SUSAN HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact