

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
 L. Robert Stohler
 723 Olde Mill Circle
 IN, Bloomington 47401
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/Day/Year
 4/28/2003
5. If Amendment, Date of Original (Month/Day/Year)
 4/28/2003
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President, North America
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. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D)			5. Amount of Securities Beneficially Owned Following Reported Trans(s)	6. Dir- ect (D) or Indir- ect (I)	7. Nature of Indirect Beneficial Ownership
				Amount	A/ D	Price			
Common Shares	4/28/ 2003		M	18000.0000	A	19.6250		D	
Common Shares	4/28/ 2003		S	10000.0000	D	57.0700		D	
Common Shares	4/28/ 2003		S	7900.0000	D	57.0800		D	
Common Shares	4/28/ 2003		S	100.0000	D	57.0900		D	
Common Shares	4/28/ 2003		M	40000.0000	A	19.3750		D	
Common Shares	4/28/ 2003		S	20000.0000	D	57.0300		D	
Common Shares	4/28/ 2003		S	5000.0000	D	57.0200		D	
Common Shares	4/28/ 2003		S	5000.0000	D	57.0500		D	
Common Shares	4/28/ 2003		S	5000.0000	D	57.0400		D	
Common Shares	4/28/ 2003		S	5000.0000	D	57.0600	0.0000	D	

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code	5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D)		6. Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Price of Deri- vative Secu- rity	9. Number of Deriva- tive Securities Benefi- cially Owned Follow- ing Reported Trans- action(s)	10. Dir- ect (D) or Indir- ect (I)	11. Nature of Indirect Beneficial Ownership	
					Amount	A/ D							
Stock Option (right to buy)	\$19.6250	4/28/ 2 003	M		18000.0000	D	11/20 /1998	11/19 /2005	Common Share	18000.0 000	0.0000	D	
Stock Option (right to buy)	\$19.3750	4/28/ 2 003	M		40000.0000	D	12/10 /1999	12/09 /2006	Common Share	40000.0 000	0.0000	D	

