

Edgar Filing: SCOTTS COMPANY - Form 4

SCOTTS COMPANY

Form 4

January 31, 2003

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

FORM 4

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

James Hagedorn
Beach Road
NY, Sands Point 11050

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

1/31/2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director (X) 10% Owner (X) Officer (give title below) () Other
(specify below)

Chairman, President and Chief Executive Officer

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) Amount	5. Amount of Securities Beneficially Owned at End of Month
Common Shares	11/25/2002	G	V5000	D17200
Common Shares				9283.3494 1
Common Shares				2281.206 2
Common Shares				1709734

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative	3. Transaction Date	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Total Ownership
						Title and Number	

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Secu- rity	Date	Code	V	Amount	D	cisa- ble	Date	of Shares

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.
3. Represents the aggregate proportionate interests of the reporting person and those family members in whose holdings he may be deemed to have a pecuniary interest, in securities held by Hagedorn Partnership, L.P.
4. On April 22, 2002, Mr. Hagedorn transferred 8.796 partnership shares to each of his three children.
5. Hagedorn Partnership, L.P. is a Delaware limited partnership of which the reporting person is a general partner.