

HAGEDORN JAMES
Form 4
January 03, 2005

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGEDORN JAMES

2. Issuer Name and Ticker or Trading Symbol
SCOTTS COMPANY [SMG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/30/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

C/O THE SCOTTS COMPANY, 14111 SCOTTSLAWN ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MARYSVILLE, OH 43041

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
			Code	V	Amount or Price			
Common Shares	12/30/2004		M		20,000	A	\$ 0 53,000	D
Common Shares	12/30/2004		S		2,800	D	\$ 73.55 50,200	D
Common Shares	12/30/2004		S		2,000	D	\$ 73.57 48,200	D
Common Shares	12/30/2004		S		11,900	D	\$ 73.6 36,300	D
Common Shares	12/30/2004		S		3,000	D	\$ 73.62 33,300	D

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Common Shares	12/30/2004	S	100	D	\$ 73.63	33,200	D	
Common Shares	12/30/2004	S	100	D	\$ 73.7	33,100	D	
Common Shares	12/30/2004	S	100	D	\$ 73.72	33,000	D	
Common Shares	12/31/2004	M	4,000	A	\$ 0	37,000	D	
Common Shares	12/31/2004	S	2,200	D	\$ 73.65	34,800	D	
Common Shares	12/31/2004	S	1,500	D	\$ 73.69	33,300	D	
Common Shares	12/31/2004	S	300	D	\$ 73.7	33,000	D	
Common Shares						9,824.43 ⁽¹⁾	I	By 401(K) Plan
Common Shares						3,579.45 ⁽²⁾	I	By Deferral Plan
Common Shares						1,792,664	I	See note ⁽³⁾ ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 21.125	12/30/2004		M	20,000	05/19/1998	05/18/2005	Common Shares	20,000

