HAGEDORN JAMES
Form 4
January 03, 2005

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAGEDORN JAMES

(Last) (First) (Middle)

C/O THE SCOTTS COMPANY, 14111 SCOTTSLAWN ROAD

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

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

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

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

5. 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 CEO

6. 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 (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	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	

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.

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SEC 1474 (9-02)

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

Stock Option (right to buy)	$ 21.125	12/31/2004		M	4,000	05/19/1998	05/18/2005	Common Shares	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN JAMES C/O THE SCOTTS COMPANY 14111 SCOTTSLAWN ROAD MARYSVILLE, OH 43041	X	X	Chairman, President and CEO	

Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn	01/03/2005
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents common shares held in the reporting person's account under the Issuer's Retirement Savings Plan ("401(K) Plan") a/o 9/30/04.

(2) Represents common shares held in the reporting person's account under the Issuer's Executive Retirement Plan (the "Deferral Plan") a/o 9/30/04.

(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., a Delaware limited partnership of which the reporting person is a general partner.

(4) Hagedorn Partnership, L.P. is a Delaware limited partnership of which the reporting person is a general partner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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