

Edgar Filing: SCOTTS COMPANY - Form 4

SCOTTS COMPANY

Form 4

January 29, 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
 Charles M. Berger
 2455 Lantern Lane
 FL, Naples 34102
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
 1/27/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 (X) Director () 10% Owner () Officer (give title below) () Other
 (specify below)
 Chairman of the Board
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. Code	4. Securities Acquired (A) or Disposed of (D)		Price	5. Amount of Securities Beneficially Owned at End of Month
			Amount	A/D		
Common Shares	1/27/2003	M	5000	A	\$26.50	
Common Shares	1/27/2003	S	5000	D	\$51.00	
Common Shares	1/27/2003	M	2500	A	\$26.50	
Common Shares	1/27/2003	S	2500	D	\$51.13	
Common Shares	1/27/2003	M	2500	A	\$26.50	
Common Shares	1/27/2003	S	2500	D	\$51.15	700
Common Shares						3098.3408 1
Common Shares						20803.29099 2

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

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	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. Put or Call
Stock Option (right to buy)	\$26.5000	1/27/2003	M	5000	10/20/2000-10/19/2007	Common Shares	
Stock Option (right to buy)	\$26.5000	1/27/2003	M	2500	10/20/2000-10/19/2007	Common Shares	
Stock Option (right to buy)	\$26.5000	1/27/2003	M	2500	10/20/2000-10/19/2007	Common 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.