SCOTTS COMPANY Form SC 13D/A January 16, 2003

> OMB APPROVAL OMB Number: 3235-0145 Expires December 31, 2005 Estimated average burden hours per response ...11

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 6) *

(Name of Issuer)

The Scotts Company

Common Shares, without par value .____

(Title of Class of Securities)

810 186 106

._____

(CUSIP Number)

Rob McMahon c/o Hagedorn Partnership, L.P. 800 Port Washington Blvd. Port Washington, NJ 08540

with a copy to:

Richard L. Goldberg Proskauer Rose LLP 1585 Broadway New York, NY 10036

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 9, 2003

______ (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

SCHEDULE 13D				
CUSIP No. 8	810 186	106		
1 NAME (OF REPOR	TING PERSON		
Hagedo	orn Part	nership, L.P.		
I.R.S	. IDENTI	FICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY	: EIN	11-3265232
2 CHECK	THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP*		[x]
3 SEC US	SE ONLY			
4 SOURCE	E OF FUN	DS*: 00		
		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(D) OR 2(E)		[]
6 CITIZE	ENSHIP O	R PLACE OF ORGANIZATION: Delaware		
	7	SOLE VOTING POWER		
NUMBER OF	<u>-</u>	-0-		
SHARES				
BENEFICIALI	8 LY	SHARED VOTING POWER 11,516,554		
OWNED BY				
EACH	9	SOLE DISPOSITIVE POWER		
REPORTING	G	-0-		
PERSON				
WITH	10	SHARED DISPOSITIVE POWER 11,516,554		

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	11,516,554
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	37.9%
14	TYPE OF REPORTING PERSON*:
	PN
	*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
	(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.
	(INCHODING EXHIBITS) OF THE SCHEDOBE, AND THE STONATONE ATTESTATION.
	Page 2 of 10
	SCHEDULE 13D
	3022022 102
CUSI	P No. 810 186 106
1	NAME OF REPORTING PERSON
_	NAME OF REPORTING PERSON
	Katherine Hagedorn Littlefield
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY:
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
	(a) [X]
	(b) [_]
3	SEC USE ONLY
-	
Δ	SOURCE OF FUNDS*: 00

5			DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED TEMS 2(D) OR 2(E) []
6	CITIZENS	HIP O	R PLACE OF ORGANIZATION: United States of America
		7	SOLE VOTING POWER
NU	JMBER OF		-0-
S	SHARES		
BENE	EFICIALLY	8	SHARED VOTING POWER 11,516,554
OW	NED BY		
	EACH	9	SOLE DISPOSITIVE POWER
RE	EPORTING		186,600
F	PERSON		
	WITH	10	SHARED DISPOSITIVE POWER 11,329,954
11	AGGREGATI		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	11,310,3	<i>J</i> 1	
12	CHECK BOX	X IF	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
			[]
13	PERCENT (OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)
14		REPOR'	TING PERSON*:
	IN		
			*SEE INSTRUCTIONS BEFORE FILLING OUT!
	INC	LUDĒ 1	BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7

Page 3 of 10

(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

SCHEDULE 13D

CUSIP No. 81	10 186 1	06	
1 NAME OF	r REPORT	ING PERSON	
	lagedorn		
		ICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):	
		OPRIATE BOX IF A MEMBER OF A GROUP*	
Z CHECK I	INE AFFN	(a)	[X]
3 SEC USE	E ONLY		
4 SOURCE	OF FUND	S*: 00	
5 CHECK E	OV TE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED	
		EMS 2(D) OR 2(E)	[]
6 CITIZEN	NSHIP OR	PLACE OF ORGANIZATION: United States of America	
	7	SOLE VOTING POWER	
NUMBER OF			
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER 11,516,554	
	-	11,310,331	
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING		226,600	
PERSON	10	SHARED DISPOSITIVE POWER	
WITH		11,289,954	

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERS 11,516,554	SON
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	RTAIN SHARES*
		[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 37.9%	
14	TYPE OF REPORTING PERSON*: IN	
	*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO IT (INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE A	
	Page 4 of 10	
	SCHEDULE 13D	
CUS:	IP No. 810 186 106	
1	NAME OF REPORTING PERSONS	
	Paul Hagedorn	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY	Y):
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*: 00	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)	[]

6 CITIZENSE	HIP OR PLACE OF ORGANIZATION: United States of America
	7 SOLE VOTING POWER
NUMBER OF	-0-
SHARES	
ENEFICIALLY	8 SHARED VOTING POWER 11,516,554
OWNED BY	
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	158,620
PERSON	10 SHARED DISPOSITIVE POWER
WITH	11,357,934
.1 AGGREGATE 11,516,55	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,010,0	J ∓
.2 CHECK BOX	X IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[]
3 PERCENT (OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%	
4 TYPE OF I	REPORTING PERSON*: IN
	*SEE INSTRUCTIONS BEFORE FILLING OUT!

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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SCHEDULE 13D

CUSIP No. 8	310 186 1	06	
1 NAME C	OF REPORT	ING PERSONS	
Peter	Hagedorn		
I.R.S.	. IDENTIF	ICATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY):
2 CHECK	THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP*	(a) [X] (b) [_]
3 SEC US	SE ONLY		
4 SOURCE	E OF FUND	S*: 00	
		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIEMS 2(D) OR 2(E)	RED []
6 CITIZE	ENSHIP OR	PLACE OF ORGANIZATION: United States of	f America
	7	SOLE VOTING POWER	
NUMBER OF	7	-0-	
SHARES			
BENEFICIALI	.Y	SHARED VOTING POWER 11,516,554	
OWNED BY			
EACH	9	SOLE DISPOSITIVE POWER	
REPORTING	3	45,320	
PERSON			
WITH	10	SHARED DISPOSITIVE POWER 11,471,234	

¹¹ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,516,554

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	37.9%
1 /	TYPE OF REPORTING PERSON*: IN
14	TIPE OF REPORTING PERSONA: IN
	*SEE INSTRUCTIONS BEFORE FILLING OUT! INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
	(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.
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	SCHEDULE 13D
CUSI	TP No. 810 186 106
1	NAME OF REPORTING PERSONS
	Robert Hagedorn
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
۷	(a) [X]
	(b) [_]
3	SEC USE ONLY
4	SOURCE OF FUNDS*: 00
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)
6	CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

	7	SOLE VOTING POWER
NUMBER OF		-0-
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER 11,516,554
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING		111,600
PERSON		
WITH	10	SHARED DISPOSITIVE POWER 11,404,954
11 AGGREGAT: 11,516,5		UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
12 CHECK BO	X IF 3	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
		[1
13 PERCENT (OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%		
14 TYPE OF 1	REPOR	FING PERSON*: IN
		*SEE INSTRUCTIONS BEFORE FILLING OUT!
		BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7 KHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.
		Page 7 of 10
		SCHEDULE 13D
CUSIP No. 810	186	106

1 NAME	OF REPO	TING PERSONS		
Susa	n Hagedo	n		
I.R.	S. IDENT	FICATION NOS. OF ABOVE PERSON	NS (ENTITIES ONLY):	
2 CHEC	K THE AP	ROPRIATE BOX IF A MEMBER OF A	A GROUP* (a) [X] (b) [_]	
3 SEC	USE ONLY			
4 SOUR	CE OF FU	DS*: 00		
		DISCLOSURE OF LEGAL PROCEEDIN TEMS 2(D) OR 2(E)	NGS IS REQUIRED []	
6 CITI	ZENSHIP	R PLACE OF ORGANIZATION: Unit	ed States of America	
	7	SOLE VOTING POWER		
NUMBER	OF	-0-		
SHARES BENEFICIA	8	SHARED VOTING POWER 11,516,554		
OWNED B	Y			
EACH	9	SOLE DISPOSITIVE POWER		
REPORTI	NG	166,600		
PERSON				
WITH	10	SHARED DISPOSITIVE POWER 11,349,954		
	EGATE AM 16,554	UNT BENEFICIALLY OWNED BY EAC	CH REPORTING PERSON	
12 CHEC	K BOX IF	THE AGGREGATE AMOUNT IN ROW ((11) EXCLUDES CERTAIN SHARES*	
			[]	

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.9%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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SCHEDULE 13D

CUSIP No. 810 186 106

By this Amendment No. 6, Hagedorn Partnership. L.P. (the "Partnership") further amends and supplements the responses to Items 3 and 4 of its Statement on Schedule 13D, as heretofore amended (the "Schedule 13D"), filed with respect to the common shares, without par value (the "Shares"), of The Scotts Company, an Ohio corporation ("Scotts"). Capitalized terms not otherwise defined have the meanings set forth in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

The Partnership's exercise of the Warrants was a cashless exercise and no cash was paid for the Shares. The partnership exercised 579,432 Warrants and received 301,697 Shares.

Item 4. Purpose of Transaction

On January 8 and 9, 2003, the Partnership exercised its rights under the Warrants to purchase Shares through the cashless exercises of the Series B Warrants and received a total of 301,697 Shares.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and

correct.

January 16, 2003

HAGEDORN PARTNERSHIP, L.P. By: /s/ Katherine Hagedorn Littlefield Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact KATHERINE HAGEDORN LITTLEFIELD /s/ Katherine Hagedorn Littlefield JAMES HAGEDORN By: /s/ Katherine Hagedorn Littlefield -----Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact PAUL HAGEDORN By: /s/ Katherine Hagedorn Littlefield _____ Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact PETER HAGEDORN By: /s/ Katherine Hagedorn Littlefield Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact ROBERT HAGEDORN By: /s/ Katherine Hagedorn Littlefield Name: Katherine Hagedorn Littlefield Title: Attorney-in-Fact SUSAN HAGEDORN By: /s/ Katherine Hagedorn Littlefield _____

Name: Katherine Hagedorn Littlefield

Title: Attorney-in-Fact

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