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

OMB APPROVAL

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 7)*

THE SCOTTS COMPANY

(Name of Issuer)

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)

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DECEMBER 16, 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. 810 186 106

1

NAME OF REPORTING PERSONS

Hagedorn Partnership, L.P.

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY): EIN 11-3265232

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS*: OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS
REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

6

CITIZENSHIP OR PLACE OF ORGANIZATION: Delaware

7

SOLE VOTING POWER

-0-

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED VOTING POWER 10,964,605

9 SOLE DISPOSITIVE POWER -0-

10 SHARED DISPOSITIVE POWER 10,964,605

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10,964,605

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 34.0%

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.

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SCHEDULE 13D

CUSIP NO. 810 186 106

1

NAME OF REPORTING PERSONS

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) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS*: OO

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

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER
10,964,605

9 SOLE DISPOSITIVE POWER
158,620

10 SHARED DISPOSITIVE POWER

10,805,985

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

10,964,605

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES* []

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

34.0%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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SCHEDULE 13D

CUSIP NO. 810 186 106

1

NAME OF REPORTING PERSONS

James Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(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

-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

10,964,605

9 SOLE DISPOSITIVE POWER

226,600

10 SHARED DISPOSITIVE POWER

10,738,005

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

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10,964,605

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
34.0%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

CUSIP NO. 810 186 106

1 NAME OF REPORTING PERSONS

Paul Hagedorn

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

4 SOURCE OF FUNDS*: OO

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

-0-

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		10,964,605	
	9	SOLE DISPOSITIVE POWER	
		148,620	
	10	SHARED DISPOSITIVE POWER	
		10,815,985	
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		10,964,605	
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		34.0%	
	14	TYPE OF REPORTING PERSON*: IN	

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

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SCHEDULE 13D

CUSIP NO. 810 186 106

1
NAME OF REPORTING PERSONS

Peter Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

2
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [x]
(b) []

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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

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

10,964,605

9 SOLE DISPOSITIVE POWER

5,320

10 SHARED DISPOSITIVE POWER

10,959,285

11 AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON

10,964,605

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES* []

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

34.0%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

CUSIP 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* (a)
(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

-0-

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
10,964,605

9 SOLE DISPOSITIVE POWER
111,600

10 SHARED DISPOSITIVE POWER
10,853,005

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,964,605

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN SHARES* []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
34.0%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

CUSIP NO. 810 186 106

1 NAME OF REPORTING PERSONS

Susan Hagedorn

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

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

-0-

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER	
		10,964,605	
	9	SOLE DISPOSITIVE POWER	
		141,600	
	10	SHARED DISPOSITIVE POWER	
		10,823,005	
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		10,964,605	
	12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	[]
	13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
		34.0%	
	14	TYPE OF REPORTING PERSON*: IN	

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SCHEDULE 13D

CUSIP NO. 810 186 106

By this Amendment No. 7, Hagedorn Partnership. L.P. (the "Partnership") further amends and supplements the responses to Items 3, 4 and 7 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 exercised Series A and Series B Warrants in a series of cashless exercises and no cash was paid for the Shares.

On April 22, May 5, June 2 and 18, July 7, 15 and 28, August 4, 19, 26 and 27, September 2 and 3, 2003, the Partnership exercised an aggregate of 977,786 Series A Warrants, surrendering an aggregate of 378,215 Shares to

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receive an aggregate of 599,571 Shares.

On March 20, 21, April 3 and 22, 2003, the Partnership exercised an aggregate of 235,390 Series B Warrants, surrendering an aggregate of 108,417 Shares to receive an aggregate of 126,973 Shares.

ITEM 4. PURPOSE OF TRANSACTION

(a) WARRANT EXERCISES

Pursuant to the Liquidity Plan, the Partnership completed the exercise in full of the Warrants prior to the expiration of the Warrants on November 19, 2003.

(b) SALES OF SHARES

In accordance with the provisions of the Liquidity Plan, the Partnership, for the accounts of Peter and Paul Hagedorn, each General Partners of the Partnership, sold an aggregate total of 102,980 Shares on March 25, 26 and 27, November 5 and 20, 2003 without registration under the Securities Act of 1933, as amended (the "Act"), in reliance upon Rule 144 under the Act.

(c) AMENDMENT OF LIQUIDITY PLAN

On May 9, 2003, the Partnership adopted Amendment No. 2 to the Liquidity Plan to delete Section 2, entitled "Distributions of Scotts Common Stock in 2002 and 2005" except for certain definitions contained therein.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS

The following additional exhibits are added to the Schedule 13D:

- (m) Amendment No. 2 to the Liquidity Plan.

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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.

December 16, 2003

HAGEDORN PARTNERSHIP, L.P.

By: /S/ KATHERINE HAGEDORN LITTLEFIELD

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

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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

HAGEDORN PARTNERSHIP, L.P.

AMENDMENT NO. 2

TO

LIQUIDITY PLAN

MAY 9, 2003

HAGEDORN PARTNERSHIP, L.P.

AMENDMENT NO. 2

TO

LIQUIDITY PLAN

The Liquidity Plan adopted as of July 28, 2000 as heretofore amended (the "Plan") by the general partners of the Hagedorn Partnership, L.P., a Delaware limited partnership, in accordance with Article V of the Amended and Restated Agreement of Limited Partnership of Hagedorn Partnership, L.P., as amended (the "Partnership Agreement"), is hereby further amended as of May 9, 2003, in accordance with Section 7 of the Plan and Article V of the Partnership Agreement.

1. AMENDMENT

Section 2 of the Plan ("Distributions of Scotts Common Stock in 2002 and 2005") is hereby deleted, except for the definitions contained therein and used in the remainder of the Plan.

2. FULL FORCE AND EFFECT

Except as expressly modified above, the Plan remains in full force and

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effect in accordance with its terms.

* * * * *