

SCOTTS COMPANY

Form 4

February 14, 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

David M. Aronowitz

478 Meditation Lane

OH, Columbus 43235

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/Day/Year

1/30/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

() Director () 10% Owner (X) Officer (give title below) () Other

(specify below)

Executive Vice President, General Counsel and Secretary

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. Trans- action	2A. Exec- ution	3. Trans- action	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
	Date	Date	Code	Amount	A/ D Price

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

1.Title of Derivative Security	2.Con- version or Exer- cise Price of Deriva- tive Secu- rity	3. Trans- action (Month/ Day/ Year)	3A. Deemed Execu- tion (Month/ Day/ Year)	4. Trans- action Code V	5.Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of(D) Amount	6.Date Exer- cisable and Expiration Date(Month/ Day/Year) Date Expir- ation Date	7.Title and Amount of Underlying Securities Title and Number of Shares	8.P of vat Sec rit
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Stock Appreciation Right	\$50.50	1/30/2003	2	A	20000.0000	A	01/30/2006	01/29/2013	Common Shares	20000.0000
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Explanation of Responses:
SIGNATURE OF REPORTING PERSON
David M. Aronowitz
David M. Aronowitz