

SCOTTS COMPANY
Form 5
November 12, 2004

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HAGEDORN JAMES

(Last) (First) (Middle)

C/O THE SCOTTS COMPANY C/O
THE SCOTTS COM, 14111
SCOTTS LAWN ROAD 14111
SCOTTS LAWN RO

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
09/30/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

MARYSVILLE, OH 43041

(City) (State) (Zip)

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

6. Individual or Joint/Group Reporting

(check applicable line)

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) (A) or (D) Price | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|---|--|--|-----------------------------------|
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 19,700 | D | ^ |
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 9,824.43 ⁽¹⁾ | I | By 401(K) Plan |
| Common Shares | ^ | ^ | ^ | ^ | ^ | ^ | 3,579.45 ⁽²⁾ | I | By Deferral Plan |

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- Represents the aggregate proportionate interests of the reporting person and those family members in whose holdings he may be deemed
- (3) 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.

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