

Edgar Filing: SCOTTS COMPANY - Form 4

SCOTTS COMPANY

Form 4

February 03, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

(X) 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
 2/3/2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner Officer (give title below) Other
 (specify below)
 Former Chairman of the Board
7. Individual or Joint/Group Filing (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	2. Date	3. Code	4. Securities Acquired (A) or Disposed of (D)		5. Amount of Securities Beneficially Owned at End of Month
			Amount	Price	
Common Shares	1/31/2003	M	1500	\$26.50	
Common Shares	1/31/2003	S	1200	\$51.27	
Common Shares	1/31/2003	S	300	\$51.25	
Common Shares	2/3/003	M	8500	\$26.50	
Common Shares	2/3/003	S	7800	\$51.25	1400
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	7. Title and Amount of Underlying Securities	8. Put or Call
Stock Option (right to buy)	\$26.5000	1/31/2003	M	1500	D 10/20/2000-10/19/2007	Common Shares	1500
Stock Option (right to buy)	\$26.5000	2/3/2003	M	8500	D 10/20/2000-10/19/2007	Common Shares	8500

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.