

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
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  
SCOTTSLAWN ROAD 14111  
SCOTTSLAWN RO

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

(Street)  
  
MARYSVILLE, OH 43041

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) (Instr. 3, 4 and 5)	(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 <sup>(1)</sup>	I	By 401(K) Plan
Common Shares	^	^	^	^	^	^	3,579.45 <sup>(2)</sup>	I	By Deferral Plan

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Common Shares	â	â	â	â	â	â	1,817,664	I	See note <sup>(3)</sup> (4)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable (A) Expiration Date (D)	Title or Number of Shares		

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGEDORN JAMES C/O THE SCOTTS COMPANY C/O THE SCOTTS COM 14111 SCOTTSLAWN ROAD 14111 SCOTTSLAWN RO MARYSVILLE, OH 43041	â X	â X	â Chairman, President and CEO	â

### Signatures

Kathy L. Uttley as attorney-in-fact for James Hagedorn	11/12/2004
**Signature of Reporting Person	Date

### Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents common shares held in the reporting person's account under the Issuer's Retirement Savings Plan ("401(K) Plan") a/o 9/30/04.
- (2) Represents common shares held in the reporting person's account under the Issuer's Executive Retirement Plan (the "Deferral Plan") a/o 9/30/04.

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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.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.