SCOTTS COMPANY

securities beneficially owned directly or indirectly.

Form 5

November 12, 2004

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					OMMISSION	Number:	3235-036	32		
s box if subject	Washington, D.C. 20549						Expires:	January 3 200		
Form ANN ons inue.						FICIAL		verage rs per	.0	
Filed purs) of the Public Ut	ility Holding	g Compa	ny A	ct of 1	1935 or Sectio	n			
NAGEL CHRISTOPHER L Symb			ymbol				5. Relationship of Reporting Person(s) to Issuer			
(First) (M	(Month/D	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) Director					10% Owner we title Other (specify			
ERVIEW DRIVE					ł	· · · · · · · · · · · · · · · · · · ·	below) VP and CFO			
(Street)			Original		(
. OHÂ 43017					-	Form Filed by I				
(State) (Zip) Table	e I - Non-Deri	vative Sec	uritie	s Acqu	ired, Disposed of	f, or Beneficial	ly Owned		
2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)			5. Amount of Securities Beneficially Owned at end of Issuer's	Form: Direct (D) or			
			Amount	or (D)	Price	(Instr. 3 and 4)				
Â	Â	Â	Â	Â	Â	632.81 (1)	I	By Deferral Plan		
	S box if subject 16. Form ons nue. Ction Filed purs oldings Section 17(actions) Address of Reporting PHRISTOPHER L (First) (M EERVIEW DRIVE (Street) COHÂ 43017 (State) (Canada action Date (Month/Day/Year)	S box if subject 16.6. Form Ons OWNER ons nue. Cition Filed pursuant to Section 16 oldings Section 17(a) of the Public Ut 30(h) of the Infons Address of Reporting Person 2. Issuer Market Symbol SCOTT (First) (Middle) 3. Statemed (Month/D 09/30/20 OP/30/20 OP/30/2	UNITED STATES SECURITIES ANI S box if subject 16. Form OWNERSHIP OF CH OWNERSHIP OF SOME OWNERSHIP OWNERSHIP OF SOME OWNERSHIP OF SOME OWNERSHIP OF SOME OWNERSHIP O	UNITED STATES SECURITIES AND EXCH subject 116. Shox if subject 116. ANNUAL STATEMENT OF CHANGES OWNERSHIP OF SECURITIES OWNERSHIP OF CHANGES OWNERSHIP OWNERSHIP OF CHANGES OWNERSHIP OF CHANGES OWNERSHIP OF CHANGES OWNERSHIP OF CHANGES O	UNITED STATES SECURITIES AND EXCHANG s box if subject 16.6. 1-Form ons one	UNITED STATES SECURITIES AND EXCHANGE CO s box if subject 1.16. Form ons nue. ction Filed pursuant to Section 16(a) of the Securities Exchange oldings Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 1940 ons Address of Reporting Person * SCOTTS COMPANY [SMG] (First) (Middle) S. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 09/30/2004 ERVIEW DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) CSTATES SECURITIES ANNUAL STATEMENT OF CHANGES IN BENE OWNERSHIP OF SECURITIES 1. SECURIT	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 subject 116. Form Ons ons nue. ction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, oldings Section 17(a) of the Public Utility Holding Company Act of 1935 or Sectio 30(h) of the Investment Company Act of 1940 Ons Address of Reporting Person * 2. Issuer Name and Ticker or Trading Symbol SCOTTS COMPANY [SMG] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) O9/30/2004 SERVIEW DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of 2. Transaction Date (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Execution Date, if Transaction any Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) Or Amount (D) Price (Instr. 3 and 4)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Expires: Location Source ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, oldings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol SCOTTS COMPANY [SMG] (First) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) (09/30/2004 ERVIEW DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficiall 2. Transaction Date 2. A. Deemed 3. 4. Securities Acquired, Disposed of, or Beneficiall (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end of Issuer's (Instr. 3 and 4) (A) First (Instr. 3) and 4)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Subject 10.	

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

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(9-02)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	•		Securit	ies	(Instr. 5)
	Derivative		•		Securities			(Instr. 3	3 and 4)	
	Security				Acquired			Ì		
	·				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
					, ,					
								4	Amount	
						Date	Expiration		or	
						Exercisable	Date		Number	
						Lacroisable	Duic	(of	
					(A) (D)				Shares	

of D

Is Fi

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
NAGEL CHRISTOPHER L 7065 TIMBERVIEW DRIVE DUBLIN, OH 43017	Â	Â	EVP and CFO	Â			

Signatures

Kathy L. Uttley as attorney-in-fact for Christopher L.
Nagel

11/12/2004

Explanation of Responses:

**Signature of Reporting Person

- * 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 Executive Retirement Plan (the "Deferral Plan") a/o 9/30/04.

Date

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.

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