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SCOTTS COMPANY
Form SC 13D/A
September 04, 2002

OMB APPROVAL

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

THE SCOTTS COMPANY

(Name of Issuer)

COMMON SHARES, WITHOUT PAR VALUE

(Title of Class of Securities)

810 186 106

(CUSIP Number)

ROB MCMAHON
c/o HAGEDORN PARTNERSHIP, L.P.
800 PORT WASHINGTON BLVD.
PORT WASHINGTON, NJ 08540

WITH A COPY TO:

RICHARD L. GOLDBERG
PROSKAUER ROSE LLP
1585 BROADWAY
NEW YORK, NY 10036

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

SEPTEMBER 4, 2002

(Date of Event which Requires Filing of This Statement)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the

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Notes).

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are to be sent.

Page 2 of 11

SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS
Hagedorn Partnership, L.P.
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) EIN 11-3265232

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [X]
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS*: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION: DELAWARE

7 SOLE VOTING POWER
NUMBER OF SHARES -0-

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8	SHARED VOTING POWER
<hr/>	
10,044,113	
9	SOLE DISPOSITIVE POWER
<hr/>	
-0-	
10	SHARED DISPOSITIVE POWER
<hr/>	
10,044,113	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7
(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

CUSIP No. 810 186 106

SCHEDULE 13D

1 NAME OF REPORTING PERSONS

Katherine Hagedorn Littlefield

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

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4 SOURCE OF FUNDS*: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	10,044,113	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	186,600	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,857,513	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
INCLUDE BOTH SIDES OF THE COVER PAGE, RESPONSES TO ITEMS 1-7

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(INCLUDING EXHIBITS) OF THE SCHEDULE, AND THE SIGNATURE ATTESTATION.

Page 4 of 11

SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

James Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,044,113

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

226,600

PERSON

10 SHARED DISPOSITIVE POWER

WITH

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9,857,513

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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Page 5 of 11

SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

Paul Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION: United Staates of America

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	10,044,113	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	156,620	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,885,493	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: IN

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Page 6 of 11

SCHEDULE 13D

CUSIP No. 810 186 106

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1 NAME OF REPORTING PERSONS

Peter Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

7 SOLE VOTING POWER

NUMBER OF -0-

SHARES

8 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 10,044,113

9 SOLE DISPOSITIVE POWER

REPORTING

101,970

PERSON

WITH

10 SHARED DISPOSITIVE POWER

9,942,143

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: IN

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Page 7 of 11

SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

Robert Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

7 SOLE VOTING POWER

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NUMBER OF -0-
SHARES
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER

10,044,113

9 SOLE DISPOSITIVE POWER

196,600

10 SHARED DISPOSITIVE POWER

9,847,513

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

CUSIP No. 810 186 106

1 NAME OF REPORTING PERSONS

Susan Hagedorn

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) [X]

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(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS*: OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION: United States of America

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	10,044,113	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	196,600	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,847,513	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10,044,113

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.8%

14 TYPE OF REPORTING PERSON*: IN

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Page 9 of 11

ITEM 1. SECURITY AND ISSUER

By this Amendment No. 4, Hagedorn Partnership, L.P. (the "Partnership") further amends and supplements the responses to Items 2, 3, 4 and 7 of its Statement on Schedule 13D, as heretofore amended (the "Schedule 13D"), filed with respect to the common shares, without par value (the "Shares"), of The Scotts Company, an Ohio corporation ("Scotts"). Capitalized terms not otherwise defined have the meanings set forth in the Schedule 13D. Scotts' principal executive offices are located at 14111 Scottslawn Road, Marysville, Ohio 43041.

ITEM 2. IDENTITY AND BACKGROUND

The information set forth in Schedule I filed with Amendment No. 2 to the Schedule 13D is hereby amended to state that James Hagedorn was appointed President and Chief Executive Officer of Scotts in May 2001.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The Partnership's exercise of the Warrants was a cashless exercise and no cash was paid for the Shares. The partnership exercised 1,140,750 Warrants and received 467,092 Shares.

ITEM 4. PURPOSE OF TRANSACTION

Under the Liquidity Plan, the Partnership is to exercise in full the Warrants, which represent the right to purchase an aggregate of 2,933,358 shares of Scotts Common Shares, through one or more cashless exercises (i.e., by having Scotts withhold, upon exercise, that number of Shares having an aggregate market value equal to the aggregate exercise price of the Warrants then being exercised in lieu of paying the exercise price in cash) prior to the expiration of the Warrants on November 19, 2003, and sell or distribute the Shares received upon exercise for cash as soon as possible after such exercise.

On August 21, 2002, the Partnership exercised its rights under the Warrants to purchase Shares through the cashless exercises of the Series B and Series C Warrants and received a total of 467,092 Shares.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

The following additional exhibits are added to the Schedule 13D:

(k) Third Amendment, dated as of July 20, 2001, to Amended and Restated Agreement of Limited Partnership of Hagedorn Partnership, L.P.

(l) Amendment No. 1 dated as of July 20, 2001 to the Liquidity Plan adopted as of July 28, 2000 by the General Partners of Hagedorn Partnership, L.P.

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Page 10 of 11

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

September 4, 2002

HAGEDORN PARTNERSHIP, L.P.

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: General Partner

KATHERINE HAGEDORN LITTLEFIELD

/s/ Katherine Hagedorn Littlefield

JAMES HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

PAUL HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

PETER HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

ROBERT HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

SUSAN HAGEDORN

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By: /s/ Katherine Hagedorn Littlefield

Name: Katherine Hagedorn Littlefield
Title: Attorney-in-Fact

Page 11 of 11