

SCOTTS COMPANY  
Form 4  
February 16, 2005

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KELTY MICHAEL P

(Last) (First) (Middle)

C/O THE SCOTTS COMPANY, 14111 SCOTTSLAWN ROAD

(Street)

MARYSVILLE, OH 43041

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice Chairman and EVP

6. 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 (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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
			Code	V	Amount			
Common Shares	02/16/2005		M		15,000	\$ 30.125	46,382	D
Common Shares	02/16/2005		S		4,000	\$ 69.6	42,382	D
Common Shares	02/16/2005		S		300	\$ 69.58	42,082	D
Common Shares	02/16/2005		S		900	\$ 69.56	41,182	D
Common Shares	02/16/2005		S		3,000	\$ 69.55	38,182	D



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