LEFAVRE HADIA
Form 4
December 10, 2002

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
   Hadia Lefavre
   1900 Rittenhouse Square Apt 10A
   PA, Philadelphia 19103
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
   9/30/2002
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   ( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other (specify below)
   Executive Vice President, Human Resources Worldwide
7. Individual or Joint/Group Filing (Check Applicable Line)
   (X) 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. Transaction Date	3. Transaction Code	V	4. Securities Acquired (A) or Disposed of (D) Amount	A/D	Price	5. Amount of Securities Beneficially Owned at End of Month

Table II -- Derivative Securitites 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	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	A/D	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities Title	and Number of Shares	8. P of Derivative Securities
Stock Option (right to buy)	$39.95	9/30/2002	D1		17000	D	10/23/2004	10/21/2011	Common Shares	17000	1

Explanation of Responses:

1. Pursuant to a letter agreement dated October 14, 2001 between Ms. Lefavre and the Issuer, Ms. Lefavre received $285,243 in consideration for the surrender of this stock option.