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SCOTTS COMPANY
Form SC 13D/A
November 25, 2002

OMB APPROVAL

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United States
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 5) *

(Name of Issuer)

THE SCOTTS COMPANY

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)

NOVEMBER 15, 2002

(Date of Event which Requires Filing of This Statement)

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 .

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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.

CUSIP No.810 186 106

SCHEDULE 13D

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)
(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: Delaware

7 SOLE VOTING POWER

NUMBER OF
SHARES

-0-

8 SHARED VOTING POWER
BENEFICIALLY

OWNED BY

9,872,463

9 SOLE DISPOSITIVE POWER

REPORTING

-0-

PERSON

WITH

10 SHARED DISPOSITIVE POWER

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9,872,463

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

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.

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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

4 SOURCE OF FUNDS*: 00

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 States of America

	7	SOLE VOTING POWER
NUMBER OF	-0-	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	9,872,463	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	186,600	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,685,863	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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SCHEDULE 13D

1 NAME OF REPORTING PERSONS

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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(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		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	9,872,463	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	226,600	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,645,863	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

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*: 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

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 9,872,463

EACH 9 SOLE DISPOSITIVE POWER

REPORTING

158,620

PERSON

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10 SHARED DISPOSITIVE POWER
WITH

9,713,843

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

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)

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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	9,872,463	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	45,320	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,827,143	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!
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SCHEDULE 13D

1 NAME OF REPORTING PERSONS

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

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X]
(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		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	9,872,463	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	111,600	
PERSON	10	SHARED DISPOSITIVE POWER
WITH	9,760,863	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

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14 TYPE OF REPORTING PERSON*: IN

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SCHEDULE 13D

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

Susan Hagedorn

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	
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	9,872,463
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	166,600

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PERSON

10 SHARED DISPOSITIVE POWER

WITH

9,705,863

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,872,463

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

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

32.1%

14 TYPE OF REPORTING PERSON*: IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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SCHEDULE 13D

By this Amendment No. 5, Hagedorn Partnership. L.P. (the "Partnership") further amends and supplements the responses to Items 1 and 4 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.

Item 1. Security and Issuer

Scotts' principal executive offices are located at 14111 Scottslawn Road, Marysville, Ohio 43041.

Item 4. Purpose of Transaction

In accordance with the provisions of the Liquidity Plan, the Partnership, for the accounts of Robert Hagedorn, Susan Hagedorn and Peter Hagedorn, each General Partners of the Partnership (together, the "Selling General Partners"), sold certain Shares on each of November 11, 12, 13, 14 and 15, 2002. The Selling General Partners sold an aggregate total of 171,650 Shares during that time.

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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.

November 24, 2002

HAGEDORN PARTNERSHIP, L.P.

By: /s/ Katherine Hagedorn Littlefield

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

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

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SUSAN HAGEDORN

By: /s/ Katherine Hagedorn Littlefield

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

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