

MONSANTO CO /NEW/
Form 4
May 05, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LEIDY MARK J

(Last) (First) (Middle)

800 N. LINDBERGH BLVD.

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MONSANTO CO /NEW/ [MON]

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2005

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)
EVP-Manufacturing

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/03/2005 | | M | | \$ 59,000 A 34.325 | 85,800 | D |
| Common Stock | 05/03/2005 | | S | | \$ 26,100 D 59 | 59,700 | D |
| Common Stock | 05/03/2005 | | S | | \$ 300 D 59.43 | 59,400 | D |
| Common Stock | 05/03/2005 | | S | | \$ 12,600 D 59.35 | 46,800 | D |
| Common Stock | 05/03/2005 | | S | | \$ 1,600 D 59.3 | 45,200 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-----------|-----------------------|---|----------------|
| Common Stock | 05/03/2005 | S | 13,200 | D | \$ 59.25 | 32,000 | D | |
| Common Stock | 05/03/2005 | S | 1,800 | D | \$ 59.33 | 30,200 | D | |
| Common Stock | 05/03/2005 | S | 3,400 | D | \$ 59.27 | 26,800 | D | |
| Common Stock | 05/04/2005 | M | 33,334 | A | \$ 16.145 | 60,134 | D | |
| Common Stock | 05/04/2005 | S | 14,700 | D | \$ 59 | 45,434 | D | |
| Common Stock | 05/04/2005 | S | 300 | D | \$ 59.03 | 45,134 | D | |
| Common Stock | 05/04/2005 | S | 13,800 | D | \$ 59.02 | 31,334 | D | |
| Common Stock | 05/04/2005 | S | 1,200 | D | \$ 59.12 | 30,134 | D | |
| Common Stock | 05/04/2005 | S | 700 | D | \$ 59.18 | 29,434 | D | |
| Common Stock | 05/04/2005 | S | 1,100 | D | \$ 59.19 | 28,334 | D | |
| Common Stock | 05/04/2005 | S | 300 | D | \$ 59.17 | 28,034 | D | |
| Common Stock | 05/04/2005 | S | 100 | D | \$ 59.15 | 27,934 | D | |
| Common Stock | 05/04/2005 | S | 134 | D | \$ 59.14 | 27,800 ⁽¹⁾ | D | |
| Common Stock | | | | | | 3,124 | I | By 401(k) Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|

and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
|-----------------------|------|---|-----------|-----|------------------|-----------------|-------|----------------------------|---------------------------|------------|--------------|--------|
| Option (right to buy) | | | \$ 34.325 | | 05/03/2005 | | M | 59,000 | 03/15/2002 ⁽²⁾ | 02/14/2011 | Common Stock | 59,000 |
| Option (right to buy) | | | \$ 16.145 | | 05/04/2005 | | M | 33,334 | 04/25/2004 ⁽³⁾ | 04/24/2013 | Common Stock | 33,334 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LEIDY MARK J 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167 | | | EVP-Manufacturing | |

Signatures

| | |
|--|------------|
| Christopher A. Martin, Attorney-in-Fact | 05/05/2005 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * 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) Includes 13,800 shares of the Issuer's common stock held directly by the Reporting Person and 14,000 shares of restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan.
- (2) 50% of the options became exercisable on each of March 15, 2002 and March 15, 2003.
- (3) Options became or become exercisable in three equal installments on April 25, 2004, March 15, 2005, and March 15, 2006, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space 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.