

MONSANTO CO /NEW/
Form 4
May 06, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
PALEY ROBERT A

(Last) (First) (Middle)

800 NORTH 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)
05/04/2005

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 President and Treasurer

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 (A) or (D) Price		
Common Stock	05/04/2005		M		15,000 A \$ 20	17,500	D
Common Stock	05/04/2005		S		13,800 D \$ 59	3,700	D
Common Stock	05/04/2005		S		1,200 D \$ 59.08	2,500	D
Common Stock	05/05/2005		M		15,000 A \$ 20	17,500	D
Common Stock	05/05/2005		S		13,400 D \$ 59.5	4,100	D

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Common Stock	05/05/2005	S	1,600	D	\$ 59.54	2,500	D	
Common Stock	05/06/2005	M	14,450	A	\$ 20	16,950	D	
Common Stock	05/06/2005	S	550	D	\$ 59.55	16,400	D	
Common Stock	05/06/2005	S	500	D	\$ 59.54	15,900	D	
Common Stock	05/06/2005	S	300	D	\$ 59.52	15,600	D	
Common Stock	05/06/2005	S	13,100	D	\$ 59.5	2,500	D	
Common Stock	05/06/2005	M	100	A	\$ 31.58	100	I	By Spouse
Common Stock	05/06/2005	M	120	A	\$ 16.145	220	I	By Spouse
Common Stock	05/06/2005	S	220	D	\$ 60.15	0	I	By Spouse
Common Stock						2,893	I	By 401(k) Plan
Common Stock						285	I	By 401(k) Plan of spouse

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

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SEC 1474
(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, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	8. Amount or Number of Shares
Option	\$ 20	05/04/2005		M	15,000	03/15/2002 ⁽¹⁾ 10/16/2010	Common	15,000

								Stock	
(right to buy)									
Option (right to buy)	\$ 20	05/05/2005	M	15,000	03/15/2002 ⁽¹⁾	10/16/2010	Common Stock	15,000	
Option (right to buy)	\$ 20	05/06/2005	M	14,450	03/15/2002 ⁽¹⁾	10/16/2010	Common Stock	14,450	
Option (right to buy)	\$ 31.58	05/06/2005	M	100	03/31/2003 ⁽²⁾	03/31/2012	Common Stock	100	
Option (right to buy)	\$ 16.145	05/06/2005	M	120	04/25/2004 ⁽³⁾	12/01/2005 ⁽⁴⁾	Common Stock	120	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALEY ROBERT A 800 NORTH LINDBERGH BLVD. ST. LOUIS, MO 63167			Vice President and Treasurer	

Signatures

Christopher A. Martin,
Attorney-in-Fact

05/06/2005

**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) 50% of the options became exercisable on each of March 15, 2002 and March 15, 2003, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
 - (2) One-third of the options became exercisable on each of March 15, 2003, March 15, 2004 and March 15, 2005, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
 - (3) One-third of the options became exercisable on April 25, 2004, and two-thirds of the options became exercisable on December 1, 2004 upon the reporting person's spouse's termination of employment at Monsanto Company, pursuant to the terms and conditions of the Monsanto Company Long Term Incentive Plan..
 - (4) The expiration date of the options was accelerated to December 1, 2005 upon the reporting person's spouse's termination of employment at Monsanto Company, pursuant 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.