

MONSANTO CO /NEW/
Form 4
May 19, 2008

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 *
GRANT HUGH

(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)
05/15/2008

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)
Chairman, President & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/23/2007		G	V 1,375 D \$ 0	486,328	D	
Common Stock	05/07/2008		G	V 608 D \$ 0	485,720	D	
Common Stock	05/15/2008		M ⁽¹⁾	116,000 A \$ 10.295	601,720	D	
Common Stock	05/15/2008		S ⁽¹⁾	700 D \$ 124	601,020	D	
Common Stock	05/15/2008		S ⁽¹⁾	163 D \$ 124.01	600,857	D	

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Common Stock	05/15/2008	<u>S(1)</u>	200	D	\$ 124.02	600,657	D
Common Stock	05/15/2008	<u>S(1)</u>	1,300	D	\$ 124.03	599,357	D
Common Stock	05/15/2008	<u>S(1)</u>	2,189	D	\$ 124.05	597,168	D
Common Stock	05/15/2008	<u>S(1)</u>	500	D	\$ 124.07	596,668	D
Common Stock	05/15/2008	<u>S(1)</u>	800	D	\$ 124.08	595,868	D
Common Stock	05/15/2008	<u>S(1)</u>	300	D	\$ 124.09	595,568	D
Common Stock	05/15/2008	<u>S(1)</u>	151	D	\$ 124.12	595,417	D
Common Stock	05/15/2008	<u>S(1)</u>	3,886	D	\$ 124.13	591,531	D
Common Stock	05/15/2008	<u>S(1)</u>	263	D	\$ 124.14	591,268	D
Common Stock	02/15/2008	<u>S(1)</u>	967	D	\$ 124.16	590,301	D
Common Stock	05/15/2008	<u>S(1)</u>	233	D	\$ 124.17	590,068	D
Common Stock	05/15/2008	<u>S(1)</u>	1,000	D	\$ 124.21	589,068	D
Common Stock	05/15/2008	<u>S(1)</u>	400	D	\$ 124.24	588,668	D
Common Stock	05/15/2008	<u>S(1)</u>	500	D	\$ 124.4	588,168	D
Common Stock	05/15/2008	<u>S(1)</u>	500	D	\$ 124.41	587,668	D
Common Stock	05/15/2008	<u>S(1)</u>	500	D	\$ 124.43	587,168	D
Common Stock	05/15/2008	<u>S(1)</u>	300	D	\$ 124.44	586,868	D
Common Stock	05/15/2008	<u>S(1)</u>	400	D	\$ 124.45	586,468	D
Common Stock	05/15/2008	<u>S(1)</u>	711	D	\$ 124.46	585,757	D
Common Stock	05/15/2008	<u>S(1)</u>	400	D	\$ 124.57	585,357	D
	05/15/2008	<u>S(1)</u>	3,122	D		582,235	D

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Common Stock					\$			
					124.65			
Common Stock	05/15/2008		S ⁽¹⁾	1,000	D	\$	581,235	D
						124.66		
Common Stock	05/15/2008		S ⁽¹⁾	63	D	\$	581,172	D
						124.67		
Common Stock	05/15/2008		S ⁽¹⁾	100	D	\$	581,072	D
						124.69		
Common Stock	05/15/2008		S ⁽¹⁾	252	D	\$	580,820	D
						124.7		

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Option (right to buy)	\$ 10.295	05/15/2008		M ⁽¹⁾	116,000	05/29/2004 ⁽²⁾	05/28/2013	Common Stock	116,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRANT HUGH 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167	X			Chairman, President & CEO

Signatures

Christopher A. Martin, by Power of Attorney
05/19/2008

__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) The sales and stock option exercise reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 18, 2006.

One-third of the options became exercisable on May 29, 2004, one-third of the options became exercisable on March 15, 2005 and
- (2) one-third of the options became exercisable on March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.

Remarks:

The Reporting Person had multiple transactions on May 15, 2008. Due to a limitation on the number of transactions that can b

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