

DELTA & PINE LAND CO  
Form 4  
May 20, 2005

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROTH STANLEY P**

(Last) (First) (Middle)

**510 BROAD HOLLOW  
ROAD, SUITE 205**

(Street)

**MELVILLE, NY 11747**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**DELTA & PINE LAND CO [DLP]**

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

**05/18/2005**

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)

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. 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					23,333	D	
Common Stock					27,500	I	North American Capital

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 18.97							04/25/2003	04/25/2012	Common Stock	2,666
Stock Options (Right to buy)	\$ 19.62							03/30/2001	03/30/2010	Common Stock	82,666
Stock Options (Right to buy)	\$ 21.21							02/27/1998	02/27/2007	Common Stock	8,889
Stock Options (Right to buy)	\$ 23.68							06/20/2002	06/20/2011	Common Stock	2,666
Stock Options (Right to buy)	\$ 26.31	05/18/2005		A		12,000		07/02/2005	05/18/2012	Common Stock	12,000
Stock Options (Right to buy)	\$ 32.8							02/25/2000	02/25/2009	Common Stock	2,666
Stock Options (Right to buy)	\$ 37.44							02/26/1999	02/26/2008	Common Stock	2,666
Restricted Stock Units	\$ 0	05/18/2005		A <sup>(1)</sup>		4,000		05/18/2006	05/18/2012	Common Stock	4,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
ROTH STANLEY P 510 BROAD HOLLOW ROAD SUITE 205 MELVILLE, NY 11747	X

## Signatures

Rhonda Strickland	05/19/2005
**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) Grant of Restricted Stock Units - approved by the Board of Directors of Delta and Pine Land Company with a vesting schedule of 40% in year two, 30% in year three, and the remaining 30% in year four.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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