

DELTA & PINE LAND CO  
 Form 4  
 May 20, 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 \*  
**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. 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    |                                      |  |                                | (A) 23,333  |   | D  |                                   |
| Common Stock                    |                                      |  |                                | (A) 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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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<br>510 BROAD HOLLOW ROAD<br>SUITE 205<br>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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