

Edgar Filing: MONSANTO CO /NEW/ - Form 4/A

MONSANTO CO /NEW/
Form 4/A
February 14, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

AMENDMENT TO
FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

Burson	Charles	W.
(Last)	(First)	(Middle)

800 North Lindbergh Blvd.

(Street)

St. Louis	Missouri	63167
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Monsanto Company
MON

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January 2002

5. If Amendment, Date of Original (Month/Year)

April 2001

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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Executive Vice President, Secretary and General Counsel

7. Individual or Joint/Group Filing (Check applicable line)

- Form filed by one Reporting Person
- Form filed by more than one Reporting Person

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Table I -- Non-Derivative Securities Acquired, Disposed of,
or Beneficially Owned
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1. Title of Security (Instr. 3)	2. Transaction Date (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	4/9/01	A		10,000	A	\$36.125

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response)

(Over)

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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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exercisable and Date Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option (right to buy)	\$34.67	4/15/01	A	116,100	(2) 4/14/11	Common Stock 116,100

Explanation of Responses:

- (1) Restricted stock grant vesting 20% per year on the anniversary of the grant date; provided, h in event of a voluntary termination after December 31, 2004.
- (2) 50% of shares exercisable on April 15, 2002 and 50% of shares exercisable on March 15, 2003, Monsanto 2000 Management Incentive Plan.

/s/ Michael L. DeCamp

2/14/02

**Signature of Reporting Person

Date

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* Michael L. DeCamp, attorney-in-fact for Charles W. Burson

* Executed pursuant to a Power of Attorney previously filed

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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