

Edgar Filing: MONSANTO CO /NEW/ - Form 4

FORM 4 (continued)

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. Date Exercisable and 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)	\$20.00	10/17/00			(3) 10/16/10	Common Stock 10,000

Explanation of Responses:

- (1) Represents shares of deferred common stock deliverable upon termination as a director under the Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the stock unit account in installments on the last day of each plan month during the director's term and Shares of deferred stock not credited to the stock unit account because of termination as a director's term are forfeited.
- (2) Includes 12,828 shares of common stock deliverable under the Monsanto Company Non-Employee Director Compensation Plan; 119 shares of common stock issued as dividends with respect to such deferred common stock owned directly by the reporting person.
- (3) 50% of shares exercisable on March 15, 2002 and 50% of shares exercisable on March 15, 2003, Monsanto 2000 Management Incentive Plan.

/s/ Michael D. Bryan

**Signature of Reporting Person

6-7-02

Date

Edgar Filing: MONSANTO CO /NEW/ - Form 4

* Michael D. Bryan, attorney-in-fact for John S. Reed

* 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.