

MONSANTO CO /NEW/  
Form 4  
September 23, 2002

**FORM 4**

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

OMB APPROVAL

\_ 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**

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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

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www.section16.net

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <b>Monsanto Company (MON)</b>				6. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
<b>Needleman Philip</b>			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year <b>August 14, 2002</b>		<input checked="" type="checkbox"/> Director —			
(Last) (First) (Middle) <b>700 Chesterfield Parkway North</b>							5. If Amendment, Date of Original (Month/Day/Year)		<input type="checkbox"/> 10% Owner —	
(Street) <b>Chesterfield, MO 63198</b>							<input checked="" type="checkbox"/> Officer (give title below) —			
(City) (State) (Zip)			<b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					<input type="checkbox"/> Other (specify below)		
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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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			
<b>Common Stock</b>	<b>08/14/02<sup>(1)</sup></b>		<b>A<sup>(2)</sup></b>	<b>V</b>	<b>5,089</b>	<b>A</b>	<b>\$16.21</b>	<b>7,089<sup>(3)</sup></b>	<b>D</b>	

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

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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**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. 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 (A) or Disposed	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares		(Instr. 4)	(D) or Indirect (I) (Instr. 4)
				(Instr. 3, 4 & 5)								
Code	V	(A)	(D)									
Option (right to buy)	\$16.375					09/18/05	09/17/12	Common Stock	10,000		10,000	D

Explanation of Responses:

- (1) The Reporting Person is an employee of Pharmacia Corporation and became eligible to participate in the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan following the distribution by Pharmacia Corporation of its entire ownership interest in the Issuer by way of a tax-free stock dividend paid to the shareholders of Pharmacia Corporation on August 13, 2002.
- (2) Represents shares of deferred common stock deliverable upon termination as a director under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the form of hypothetical shares to a stock unit account in installments on the last day of each plan month during the director's term and for the payment of dividends. Shares of deferred stock not credited to the stock unit account because of termination as a director before the end of the director's term are forfeited.
- (3) Includes 5,089 shares of deferred common stock deliverable under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan and 2,000 shares of common stock owned directly by the Reporting Person.
- (4) Michael D. Bryan, attorney-in-fact for Philip Needleman pursuant to a Power of Attorney previously filed.

By: /s/ **Michael D. Bryan**<sup>(4)</sup>

**09/23/02**  
Date

\*\*Signature of Reporting Person

\*\*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 is insufficient, See Instruction 6 for procedure.

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