Edgar Filing: MORLEY CHERYL P - Form 4

MORLEY CF Form 4	IERYL P							
November 02	·						OMB A	PPROVAL
FORM	UNITED S		SECURITIES AND EXCHANGE COMMIS Washington, D.C. 20549					3235-0287
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	Filed purs Section 17(a	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, ection 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 Re	esponses)							
1. Name and Ad MORLEY C	Symbol	2. Issuer Name and Ticker or Trading Symbol MONSANTO CO /NEW/ [MON]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 800 N. LIND	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 10/29/2004				Director 10% Owner X Officer (give title Other (specify below) below) Sr. VP Corporate Strategy		
ST. LOUIS, I	(Street) MO 63167		ndment, Dat th/Day/Year)	-		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 		
(City)	(State) (2	Zip) Table	e I - Non-De	erivative S	ecurities A	cquired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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)
Common Stock			Code V	Amount	(D) Price	18,132	D	
Common Stock						7,662 <u>(1)</u>	Ι	By 401(k) Plan

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

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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. Transactio Code (Instr. 8)	5. Number of orDerivative 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	Amoun or Number of Share
Option (right to buy)	\$ 41.61	10/29/2004		А	31,550	11/15/2005(2)	10/28/2014	Common Stock	31,55
Option (right to buy)	\$ 32.385					03/15/2005(3)	02/26/2014	Common Stock	0 (7)
Option (right to buy)	\$ 20					03/15/2002(4)	10/16/2010	Common Stock	0 (7)
Option (right to buy)	\$ 16.145					04/25/2004(5)	04/24/2013	Common Stock	0 (7)
Option (right to buy)	\$ 21.295					06/17/2004 <u>(6)</u>	06/16/2013	Common Stock	0 (7)
Phantom Share Units	<u>(8)</u>					<u>(9)</u>	<u>(9)</u>	Phantom Share Units	0 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MORLEY CHERYL P 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			Sr. VP Corporate Strategy				
Signatures							
Christopher A. Martin, 11/02/ Attorney-in-Fact		.004					
<u>**</u> 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).

Previous Form 4 filings beginning in March 2004 included shares of phantom stock acquired under the Monsanto Company ERISA
 Parity Savings and Investment Plan, an excess benefit plan. The phantom shares are now being reported separately on Table II. The amount now shown on Table I represents only the shares held in the Monsanto Company Savings and Investment Plan, a qualified 401(k)

- amount now snown on Table I represents only the shares held in the Monsanto Company Savings and Investment Plan, a qualified 401(k) plan.
- (2) Options become exercisable in three equal installments on each of November 15, 2005, November 15, 2006 and November 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- Options become exercisable in three equal installments on each of March 15, 2005, March 15, 2006 and March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (4) 50% of options became exercisable on each of March 15, 2002 and March 15, 2003.
- (5) Options become exercisable in three equal installments on April 25, 2004, March 15, 2005 and March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.
- (6) Options become exercisable in three equal installments on June 17, 2004, March 15, 2005 and March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.
- (7) No transaction is reported on this From 4 for these options.
- (8) 1 for 1
- (9) The reported phantom shares units were acquired under Monsanto Company's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.