

MONSANTO CO /NEW/
Form 4
May 02, 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 *
PALEY ROBERT A

(Last) (First) (Middle)

800 NORTH LINDBERGH BLVD.

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MONSANTO CO /NEW/ [MON]

3. Date of Earliest Transaction
(Month/Day/Year)
07/05/2003

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)

Vice President and Treasurer

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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/28/2005		M	5,500 A \$ 20	6,000	D	
Common Stock	04/28/2005		S	2,900 D \$ 58.03	3,100	D	
Common Stock	04/28/2005		S	600 D \$ 58.04	2,500	D	
Common Stock					2,863	I	By 401(k) Plan
Common Stock					285 ⁽¹⁾	I	By 401(k) Plan of spouse

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

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(9-02)

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)	Amount or Number of Shares
Option (right to buy)	\$ 20	04/28/2005		M	5,500	03/15/2002 ⁽²⁾ 10/16/2010	Common Stock	5,500
Option (right to buy)	\$ 31.58	07/05/2003 ⁽³⁾		J	100	03/31/2003 ⁽⁴⁾ 03/31/2012	Common Stock	100
Option (right to buy)	\$ 16.145	07/05/2003 ⁽³⁾		J	120	04/25/2004 ⁽⁵⁾ 04/25/2013	Common Stock	120
Option (right to buy)	\$ 36.66	08/31/2004		A	100	08/31/2005 08/31/2012	Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PALEY ROBERT A 800 NORTH LINDBERGH BLVD. ST. LOUIS, MO 63167			Vice President and Treasurer	

Signatures

Christopher A. Martin,
Attorney-in-Fact

05/02/2005

**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) The reporting person acquired beneficial ownership of 123 of these shares upon his marriage to the owner of the shares on July 5, 2003 and 162 of these shares from July 5, 2003 to December 1, 2004 under Monsanto Company's 401(k) Plan.
- (2) 50% of the options became exercisable on each of March 15, 2002 and March 15, 2003, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (3) The reporting person acquired beneficial ownership of these options upon his marriage to the owner of the options on July 5, 2003.
- (4) One-third of the options became exercisable on each of March 15, 2003, March 15, 2004 and March 15, 2005, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
One-third of the options became exercisable on April 25, 2004, one-third of the options became exercisable on March 15, 2005 and
- (5) one-third of the options become exercisable on March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.

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.