

MONSANTO CO /NEW/
Form 4
July 09, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
CLARK RICHARD B

(Last) (First) (Middle)
800 N. 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)
07/05/2007

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 Controller

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/05/2007		M		12,666	A	\$ 8.0725
Common Stock	07/05/2007		S		200	D	\$ 66.53
Common Stock	07/05/2007		S		500	D	\$ 66.55
Common Stock	07/05/2007		S		3,200	D	\$ 66.56
Common Stock	07/05/2007		S		400	D	\$ 66.57

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Common Stock	07/05/2007	S	600	D	\$ 66.58	53,378	D	
Common Stock	07/05/2007	S	400	D	\$ 66.6	52,978	D	
Common Stock	07/05/2007	S	200	D	\$ 66.61	52,778	D	
Common Stock	07/05/2007	S	300	D	\$ 66.62	52,478	D	
Common Stock	07/05/2007	S	100	D	\$ 66.64	52,378	D	
Common Stock	07/05/2007	S	400	D	\$ 66.65	51,978	D	
Common Stock	07/05/2007	S	200	D	\$ 66.66	51,778	D	
Common Stock	07/05/2007	S	500	D	\$ 66.67	51,278	D	
Common Stock	07/05/2007	S	200	D	\$ 66.71	51,078	D	
Common Stock	07/05/2007	S	100	D	\$ 66.74	50,978	D	
Common Stock	07/05/2007	S	300	D	\$ 66.75	50,678	D	
Common Stock	07/05/2007	S	700	D	\$ 66.76	49,978	D	
Common Stock	07/05/2007	S	500	D	\$ 66.77	49,478	D	
Common Stock	07/05/2007	S	100	D	\$ 66.83	49,378	D	
Common Stock	07/05/2007	S	500	D	\$ 66.81	48,878	D	
Common Stock	07/05/2007	S	700	D	\$ 66.8	48,178	D	
Common Stock	07/05/2007	S	1,300	D	\$ 66.78	46,878	D	
Common Stock	07/05/2007	S	700	D	\$ 66.79	46,178	D	
Common Stock	07/05/2007	S	566	D	\$ 66.82	45,612	D	
Common Stock	07/05/2007	I	8,223	D	\$ 66.41	0	I	By 401(k) Plan
						184	I	

Common Stock

By Spouse/Children

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

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SEC 1474 (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)	\$ 8.0725	07/05/2007		M	12,666	04/25/2004 ⁽¹⁾ 04/24/2013	Common Stock	12,666
Phantom Share Units	<u>(2)</u>	07/05/2007		I	5,237	<u>(3)</u> <u>(3)</u>	Common Stock	5,237

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLARK RICHARD B
800 N. LINDBERGH BLVD.
ST. LOUIS, MO 63167

Vice President and Controller

Signatures

Christopher A. Martin,
Attorney-in-Fact

07/09/2007

 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)

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One-third of the options became exercisable on April 25, 2004, one-third of the options became exercisable on March 15, 2005 and one-third of the options became exercisable on March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.

- (2) 1 for 1
- (3) The reported phantom share 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.

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