

MONSANTO CO /NEW/
Form 3
December 10, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hartley Tom D		(Month/Day/Year)	MONSANTO CO /NEW/ [MON]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		12/08/2008		
800 N. LINDBERGH BLVD.			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below) (specify below)	
			Vice President and Treasurer	
ST. LOUIS,Â MOÂ 63167				
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,000	D	Â
Common Stock	4,322	I	By 401(k) Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Option (right to buy)	04/25/2004 ⁽¹⁾	04/24/2013	Common Stock	11,000	\$ 8.0725	D	Â
Option (right to buy)	03/15/2005 ⁽²⁾	02/26/2014	Common Stock	11,860	\$ 16.1925	D	Â
Option (right to buy)	11/15/2005 ⁽³⁾	10/28/2014	Common Stock	17,900	\$ 20.805	D	Â
Option (right to buy)	11/15/2006 ⁽⁴⁾	10/27/2015	Common Stock	9,600	\$ 29.2175	D	Â
Option (right to buy)	11/15/2007 ⁽⁵⁾	10/25/2016	Common Stock	6,600	\$ 44.06	D	Â
Option (right to buy)	07/15/2008 ⁽⁶⁾	07/14/2017	Common Stock	330	\$ 70.06	D	Â
Option (right to buy)	11/15/2008 ⁽⁷⁾	10/21/2017	Common Stock	4,900	\$ 87.14	D	Â
Option (right to buy)	11/15/2009 ⁽⁸⁾	10/19/2018	Common Stock	4,960	\$ 89.45	D	Â
Phantom Share Units	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	1,588	\$ ⁽¹⁰⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartley Tom D 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167	Â	Â	Â Vice President and Treasurer	Â

Signatures

Christopher A. Martin, by Power of Attorney
12/10/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 and conditions of the Monsanto Company Long Term Incentive Plan.
- (2) One-third of the options became exercisable on March 15, 2005, one-third of the options became exercisable on March 15, 2006 and one-third of the options became exercisable on March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

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- (3) One-third of the options became exercisable on November 15, 2005, one-third of the options became exercisable on November 15, 2006 and one-third of the options became exercisable on November 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (4) One-third of the options became exercisable on November 15, 2006, one-third of the options became exercisable on November 15, 2007 and one-third of the options became exercisable on November 15, 2008, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (5) One-third of the options became exercisable on November 15, 2007, one-third of the options became exercisable on November 15, 2008 and one-third of the options become exercisable on November 15, 2009, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (6) One-third of the options became exercisable on July 15, 2008, one-third of the options became exercisable on November 15, 2008 and one-third of the options become exercisable on November 15, 2009, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (7) One-third of the options became exercisable on November 15, 2008, one-third of the options become exercisable on November 15, 2009 and one-third of the options become exercisable on November 15, 2010, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (8) One-third of the options become exercisable on November 15, 2009, one-third of the options become exercisable on November 15, 2010 and one-third of the options become exercisable on November 15, 2011, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (9) The reported phantom share units were acquired under Monsanto Company's non-qualified defined contribution plan and are to be settled upon the reporting person's retirement or other termination of service.
- (10) 1 for 1

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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