Barns Dwight Form 4 June 07, 2018

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Barns Dwight			Symbol	Issuer			
(Last)	(First)	(Middle)	MONSANTO CO /NEW/ [MON] 3. Date of Earliest Transaction	(Check all applicable)			
800 N. LIND	, ,	` ′	(Month/Day/Year) 06/07/2018	_XDirector10% OwnerOfficer (give title below) Other (specify below)			

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)_X_ Form filed by One Reporting Person

5. Relationship of Reporting Person(s) to

ST. LOUIS, MO 63167

X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or			r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	Disposed of (D)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	8) (Instr. 3, 4 and 5)		5)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/07/2018		D	1,843	D	<u>(1)</u> <u>(2)</u>	0	D	
Common Stock	06/07/2018		D	3,007 (3)	D	<u>(1)</u> <u>(2)</u>	0	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Deferred Payment Plan Restricted	<u>(1)</u> <u>(2)</u>	06/07/2018		D		3,199	(1)(2)	(1)(2)	Common Stock	3,199	<u>(1)</u>				

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
Barns Dwight								
800 N. LINDBERGH BLVD.	X							
ST. LOUIS, MO 63167								

Signatures

Stock Unit

Jennifer Woods, Attorney-in-Fact

**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).
 - Pursuant to the terms of and subject to certain exceptions set forth in the Agreement and Plan of Merger, dated as of September 14, 2016 (the "Merger Agreement"), by and among Bayer Aktiengesellschaft ("Bayer"), KWA Investment Co. ("Merger Sub") and Monsanto
- (1) Company (the "Company"), each share of common stock of the Company and each time- or performance-vesting restricted stock unit of the Company outstanding immediately prior to the effective time of the merger (the "Effective Time") was automatically converted into the right to receive \$128.00 in cash, without interest (the "Merger Consideration").
 - (Continued from Footnote 1) The Merger Consideration that is payable in respect of restricted stock units of the Company that were granted (a) prior to September 14, 2016 is fully vested as of the Effective Time or (b) after September 14, 2016 will vest based upon the
- (2) vesting schedule applicable to the corresponding restricted stock units (subject to accelerated vesting in full upon a termination of employment without cause, for good reason or due to death, disability or retirement). Any Merger Consideration that is not paid at the Effective Time will begin accruing interest as of the Effective Time at the short-term federal rate.
- (3) Represents shares of restricted stock granted under the Monsanto Company Non-Employee Director Equity Incentive Compensation 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.

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