

ROBINSON MURRAY

Form 4

May 12, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBINSON MURRAY

(Last) (First) (Middle)

ONE COTTON ROW, 100 MAIN
STREET

(Street)

SCOTT, MS 38772

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DELTA & PINE LAND CO [DLP]

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

05/11/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	05/11/2006		M		2,132	A \$ 23.68	60,578 D
Common Stock	05/11/2006		M		2,132	A \$ 18.97	62,710 D
Common Stock	05/11/2006		M		1,599	A \$ 19.56	64,309 D
Common Stock	05/11/2006		M		1,066	A \$ 25.495	65,375 D
Common Stock	05/11/2006		M		8,305	A \$ 26.31	73,680 D

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Common Stock 38,000 I CRUT

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 18.97	05/11/2006		M	2,132	04/25/2003 04/25/2012	Common Stock 2,132
Stock Options (Right to buy)	\$ 19.56	05/11/2006		M	1,599	01/23/2004 01/22/2013	Common Stock 1,599
Stock Options (Right to buy)	\$ 23.68	05/11/2006		M	2,132	06/20/2002 06/20/2011	Common Stock 2,132
Stock Options (Right to buy)	\$ 25.19					10/02/2001 10/02/2010	Common Stock 46,032
Stock Options (Right to buy)	\$ 25.495	05/11/2006		M	1,066	01/16/2005 01/15/2014	Common Stock 1,066
Stock Options (Right to buy)	\$ 26.31	05/11/2006		M	8,305	07/02/2005 05/18/2012	Common Stock 8,305

Stock Options (Right to buy)	\$ 28.24	01/12/2006	01/11/2015	Common Stock	2,666
Restricted Stock Units	\$ 0	05/19/2006	05/18/2012	Common Stock	4,090.59

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON MURRAY ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772	X			

Signatures

Rhonda Strickland, attorney
in fact 05/12/2006

__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).

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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