

DELTA & PINE LAND CO
Form 4
May 20, 2005

FORM 4

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

OMB APPROVAL

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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 *
HAKE KATER D

(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)
05/18/2005

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

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	05/18/2005		A ⁽¹⁾	2,592 A \$ 0	3,092	D	
Common Stock					707.2	I	401(k)
Common Stock					1,188.207	I	Spouse 401(k)

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

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number.

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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 15.61					09/03/1997	09/03/2006	Common Stock	18,056
Stock Options (Right to buy)	\$ 17.85					10/15/2002	10/15/2011	Common Stock	10,000
Stock Options (Right to buy)	\$ 19.62					03/30/2001	03/30/2010	Common Stock	10,000
Stock Options (Right to buy)	\$ 26.31	05/18/2005		A	8,168	07/02/2005	05/18/2012	Common Stock	8,168
Stock Options (Right to buy)	\$ 27.56	05/18/2005		A	2,973	05/18/2005	05/18/2012	Common Stock	2,973
Stock Options (Right to buy)	\$ 28.81	05/18/2005		A	3,247	05/18/2005	05/18/2012	Common Stock	3,247
Stock Options (Right to buy)	\$ 30.06	05/18/2005		A	3,536	05/18/2005	05/18/2012	Common Stock	3,536
Stock Options (Right to buy)	\$ 19.62					03/30/2001	03/30/2010	Common Stock	2,000

buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAKE KATER D ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772			Vice President	

Signatures

Rhonda Strickland	05/19/2005
**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) Grant of Restricted Stock - approved by the Compensation committee of Delta and Pine Land Company with a vesting schedule of 40% in year two, 30% in year three, and the remaining 30% in year four.
- (2) Spouse not longer employed by the company. Derivatives sold and remaining 2000 derivatives canceled pursuant to the terms of the 1995 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.