MONSANTO CO /NEW/

Form 4 May 06, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * PALEY ROBERT A			2. Issuer Name and Ticker or Trading Symbol MONSANTO CO /NEW/ [MON]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check an applicable)		
			(Month/Day/Year)	Director 10% Owner		
800 NORTH LINDBERGH BLVD.			05/04/2005	_X_ Officer (give title Other (specify below)		
				Vice President and Treasurer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
ST. LOUIS, MO 63167				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	on Date 2A. Deemed		4. Securities Acquired (A) nsaction Disposed of (D) le (Instr. 3, 4 and 5) ttr. 8) (A) or le V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership Indirect Form: Benefic Direct (D) Ownership	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/04/2005		M	15,000	A	\$ 20	17,500	D	
Common Stock	05/04/2005		S	13,800	D	\$ 59	3,700	D	
Common Stock	05/04/2005		S	1,200	D	\$ 59.08	2,500	D	
Common Stock	05/05/2005		M	15,000	A	\$ 20	17,500	D	
Common Stock	05/05/2005		S	13,400	D	\$ 59.5	4,100	D	

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Common Stock	05/05/2005	S	1,600	D	\$ 59.54	2,500	D	
Common Stock	05/06/2005	M	14,450	A	\$ 20	16,950	D	
Common Stock	05/06/2005	S	550	D	\$ 59.55	16,400	D	
Common Stock	05/06/2005	S	500	D	\$ 59.54	15,900	D	
Common Stock	05/06/2005	S	300	D	\$ 59.52	15,600	D	
Common Stock	05/06/2005	S	13,100	D	\$ 59.5	2,500	D	
Common Stock	05/06/2005	M	100	A	\$ 31.58	100	I	By Spouse
Common Stock	05/06/2005	M	120	A	\$ 16.145	220	I	By Spouse
Common Stock	05/06/2005	S	220	D	\$ 60.15	0	I	By Spouse
Common Stock						2,893	I	By 401(k) Plan
Common Stock						285	I	By 401(k) Plan of spouse

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisab	le and Expiration	7. Title and A	Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Date		Underlying S	Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
					(Instr. 3, 4,				
					and 5)				
									Amo
						Date Exercisable	Expiration Date	Title	Num
				Code V	(A) (D)				of Sh
Option	\$ 20	05/04/2005		M	15,000	03/15/2002(1)	10/16/2010	Common	15,0

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(right to buy)							Stock	
Option (right to buy)	\$ 20	05/05/2005	M	15,000	03/15/2002(1)	10/16/2010	Common Stock	15,
Option (right to buy)	\$ 20	05/06/2005	M	14,450	03/15/2002(1)	10/16/2010	Common Stock	14,
Option (right to buy)	\$ 31.58	05/06/2005	M	100	03/31/2003(2)	03/31/2012	Common Stock	10
Option (right to buy)	\$ 16.145	05/06/2005	M	120	04/25/2004(3)	12/01/2005(4)	Common Stock	12

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PALEY ROBERT A 800 NORTH LINDBERGH BLVD. ST. LOUIS, MO 63167

Vice President and Treasurer

Signatures

Christopher A. Martin, Attorney-in-Fact 05/06/2005

**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) 50% of the options became exercisable on each of March 15, 2002 and March 15, 2003, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- One-third of the options became exercisable on each of March 15, 2003, March 15, 2004 and March 15, 2005, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- One-third of the options became exercisable on April 25, 2004, and two-thirds of the options became exercisable on December 1, 2004 (3) upon the reporting person's spouse's termination of employment at Monsanto Company, pursuant to the terms and conditions of the Monsanto Company Long Term Incentive Plan..
- (4) The expiration date of the options was accelerated to December 1, 2005 upon the reporting person's spouse's termination of employment at Monsanto Company, pursuant to the terms and conditions of the Monsanto Company 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.

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