#### MONSANTO CO /NEW/

Form 4

October 18, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

**OMB APPROVAL** 

January 31, 2005

0.5

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Check this box

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 Addres<br>HOLLOWAY JA | •       | g Person * | 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  |   |  |  |  |  |
|                                   |         |            | (Month/Day/Year)   | Director 10% Owner  |  |  |  |  |
| 800 N. LINDBERGH BLVD.            |         |            | 10/16/2012   | X Officer (give title Other (spec<br>below) below)  Sr VP Chief of Staff, Comm Rel  |  |  |  |  |
| (Street)                          |         |            | 4. If Amendment, Date Original   | 6. Individual or Joint/Group Filing(Chec  |  |  |  |  |
|                                   |         |            | 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)      | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner |   |  |  |  |  |

| (,)             | ()                  | 1 able             | I - Non-De | erivative S  | ecuri | ties Ac | quirea, Disposea ( | oi, or Beneficia | ny Ownea   |
|-----------------|---------------------|--------------------|------------|--------------|-------|---------|--------------------|------------------|------------|
| 1.Title of      | 2. Transaction Date |                    | 3.         | 4. Securit   |       |         | 5. Amount of       | 6. Ownership     |            |
| Security        | (Month/Day/Year)    | Execution Date, if | Transactio | onAcquired   | (A) o | r       | Securities         | Form: Direct     | Indirect   |
| (Instr. 3)      |                     | any                | Code       | Disposed     | of (D | )       | Beneficially       | (D) or           | Beneficial |
|                 |                     | (Month/Day/Year)   | (Instr. 8) | (Instr. 3,   | 4 and | 5)      | Owned              | Indirect (I)     | Ownership  |
|                 |                     |                    |            |              |       |         | Following          | (Instr. 4)       | (Instr. 4) |
|                 |                     |                    |            |              |       |         | Reported           |                  |            |
|                 |                     |                    |            |              | (A)   |         | Transaction(s)     |                  |            |
|                 |                     |                    |            |              | or    |         | (Instr. 3 and 4)   |                  |            |
|                 |                     |                    | Code V     | Amount       | (D)   | Price   | (,                 |                  |            |
| Common<br>Stock | 10/16/2012          |                    | A          | 4,260<br>(1) | A     | \$0     | 58,377             | D                |            |
| Common<br>Stock |                     |                    |            |              |       |         | 6,857              | I                | By 401(k)  |

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

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

| 1. Title<br>Deriva<br>Securi<br>(Instr. | ative<br>ty | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. 5. Number Transactio  Transactio  Derivative Code Securities (Instr. 8) 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<br>Underlying Securities<br>(Instr. 3 and 4) |  |
|---|-------------|---|--------------------------------------|---|---|---------|--|--------------------|---|--|
|   |             |   |                                      |   | Code V  | (A) (D) | Date Exercisable   | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |
| Option<br>(right<br>buy)                |             | \$ 90.48  | 10/16/2012                           |   | A   | 9,120   | 11/15/2013(2)  | 10/16/2022         | Common<br>Stock   | 9,120                                  |

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HOLLOWAY JANET M 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167

Sr VP Chief of Staff, Comm Rel

## **Signatures**

Christopher A. Martin, Attorney-in-Fact

10/18/2012

\*\*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) Restricted stock unit grant pursuant to the Monsanto Company 2005 Long-Term Incentive Plan vesting on August 31, 2013.
- One-third of the options become exercisable on November 15, 2013, one-third of the options become exercisable on November 15, 2014 and the remainder of the options become exercisable on November 15, 2015, subject to the terms and conditions of the Monsanto Company 2005 Long Term Incentive Plan.

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