

MONSANTO CO /NEW/
Form 4
January 22, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Snively David F

(Last) (First) (Middle)
800 N. LINDBERGH BLVD.

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MONSANTO CO /NEW/ [MON]

3. Date of Earliest Transaction
(Month/Day/Year)
01/20/2015

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)
EVP, Secy & Gen. Counsel

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 | 01/20/2015 | | M | | 12,537 | A | \$ 74.79 |
| Common Stock | 01/20/2015 | | M | | 8,843 | A | \$ 90.48 |
| Common Stock | 01/20/2015 | | S | | 21,380 | D | \$ 116.9697 (1) |
| Common Stock | 01/20/2015 | | S | | 8,141 | D | \$ 117.57 |
| | | | | | 0 | I | |

By
401(k)
Plan

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) | \$ 74.79 | 01/20/2015 | | M | 12,537 | 11/15/2012 ⁽²⁾ 10/24/2021 | Common Stock | 12,537 |
| Option (Right to Buy) | \$ 90.48 | 01/20/2015 | | M | 8,843 | 11/15/2013 ⁽³⁾ 10/16/2022 | Common Stock | 8,843 |
| Phantom Share Units | ⁽⁴⁾ | 01/20/2015 | | S | 4,400 | ⁽⁵⁾ ⁽⁵⁾ | Common Stock | 4,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Snively David F 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167 | | | EVP, Secy & Gen. Counsel | |

Signatures

Jennifer L. Woods,
Attorney-in-Fact

01/22/2015

⁽¹⁾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)

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This price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$116.90 to \$117.02. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

- (2) One-third of the options became exercisable on November 15, 2012, one-third of the options became exercisable on November 15, 2013 and the remainder of the options became exercisable on November 15, 2014, subject to the terms and conditions of the Monsanto Company 2005 Long Term Incentive Plan.
- (3) One-third of the options became exercisable on November 15, 2013, one-third of the options became 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.
- (4) 1 for 1
- (5) The reported phantom share units were acquired under Monsanto Company's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service.

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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