MONSANTO CO /NEW/ Form 4 September 20, 2002

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

#### FORM 4

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

O Check this box if no longer subject to Section 16.
Form 4 or Form 5 obligations may continue.
See Instruction 1(b).

Person* (I	ame and Address of Reerson* (Last, First, Mideantor, Michael		2.	Trad	Issuer Name and Ticker or Trading Symbol Monsanto Company - MON			I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)	
1909 K Str	eet N. W.		4.	<b>State</b> 9/18/9	ment for Month/Da	ny/Year	5.	If Amendmo	ent, Date of Original (Year)
	(Street)		6.		tionship of Reportin suer (Check All Appl	_	7.	Individual o	r Joint/Group Filing icable Line)
Washingto	n, DC 20006		_	X	Director <sub>O</sub>	10% Owner		X	Form filed by One Reporting Person
(City)	(State)	(Zip)		o	Officer (give title	e below)		0	Form filed by More than One Reporting
			O Other (specify below)					Person	

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

\* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

		. Transaction 4 Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Owned Following Reported Transactions(s) (Instr. 3 and 4)	6. Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
		Code '	V	(A) or Amount(D)	Price			
Common Stock	09/18/02	J(1)		648	\$16.08	6,991 (2)	D	

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned

### (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative 2. Conversion or Exercise 3. Transaction 3a. Deemed Execution 4. Transaction 5. Number of Derivative Securities Acquired (A) or Disposed of (D) Security **Price of Derivative** Date Date, if any Code (Instr. 3) Security (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) CodeV(A)(D)Option (right to buy) \$20.00

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		Tal	ble II D				osed of, or Beneficially		
	Expiration 1	Ionth/Day/Year)		Title and Amount of Underlying Securities (Instr. 3 and 4)			f Derivative Beneficially Owned Reported Transaction(s)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
	(3)	10/16/10	Common Stock	10,000			10,000	D	
_									
Ex	planation	of Response	s:						
		s shares purc ompensation					ation and distributed to t	he Reporting Person as par	t of such
							Monsanto Company No with respect to such defe	on-Employee Director Equi erred shares.	ty Incentive
		ares exercisa Incentive Pla		arch 15, 2002	2 and 50% o	f shares exerc	cisable on March 15, 200	3, subject to the terms of the	ne Monsanto 200
**	* Michael I	O. Bryan, atto	orney-in-f	fact for Mich	ael Kantor p	ursuant to a	Power of Attorney previ	ously filed	
			/s/ Micha	ael D. Bryan	***	9/20/	702		
		-	_	ure of Repor Person	ting	Dat	e		

<sup>\*\*</sup> 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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