

MONSANTO CO /NEW/  
Form 4  
November 02, 2004

**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 \*  
**FRALEY ROBERT T**

(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)  
10/29/2004

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, Chief Technology Officer

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					66,539	D	
Common Stock					3,668 <sup>(1)</sup>	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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(9-02)

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**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 Security (Instr. 3 and 4)
Option (right to buy)	\$ 41.61	10/29/2004		A	112,660	11/15/2005 <sup>(2)</sup> 10/28/2014	Common Stock 112,660
Option (right to buy)	\$ 16.145					04/25/2004 <sup>(3)</sup> 04/24/2013	Common Stock 0
Option (right to buy)	\$ 32.385					03/15/2005 <sup>(4)</sup> 02/26/2014	Common Stock 0
Phantom Share Units	(7)					(6) (6)	Phantom Share Units 0

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRALEY ROBERT T 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			EVP, Chief Technology Officer	

## Signatures

Christopher A. Martin,  
Attorney-in-Fact  
Date: 11/02/2004

\*\*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).  
Previous Form 4 filings beginning in March 2004 included shares of phantom stock acquired under the Monsanto Company ERISA Parity Savings and Investment Plan, an excess benefit plan. The phantom shares are now being reported separately on Table II. The amount now shown on Table I represents only the shares held in the Monsanto Company Savings and Investment Plan, a qualified 401(k) plan.

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Options become exercisable in three equal installments on each of November 15, 2005, November 15, 2006 and November 15, 2007, subject to the terms of the Monsanto Company Long Term Incentive Plan.

- (3) Options become exercisable in two equal installments on each of March 15, 2005 and March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.
- (4) Options become exercisable in three equal installments on each of March 15, 2005, March 15, 2006 and March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (5) No transaction is reported on this Form 4 for these options.
- (6) The reported phantom shares 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.
- (7) 1 for 1

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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