### MONSANTO CO /NEW/

Form 4

November 02, 2004

### **OMB APPROVAL**

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

OMB 3235-0287 Number:

if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **GRANT HUGH** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MONSANTO CO /NEW/ [MON]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

10/29/2004

\_X\_\_ Director 10% Owner Other (specify

X\_ Officer (give title below) below)

Chairman, President & CEO

800 N. LINDBERGH BLVD.

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

ST. LOUIS, MO 63167

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A)

Transaction(s) (Instr. 3 and 4)

Price

Common Stock

(Instr. 3)

Code V Amount (D)

134,938

By 401(k)

Common Stock

1,831 (1)

I

D

Plan

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

(Month/Day/Year)

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SEC 1474 (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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) Disposed of (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Yea or D)		7. Title and A Underlying S (Instr. 3 and	Securition
				Code V	(A) (	Date Exercisable D)	Expiration Date	Title	Amou Numb Shares
Option (right to buy)	\$ 41.61	10/29/2004		A	225,310	11/15/2005(2)	10/28/2014	Common Stock	225,
Option (right to buy)	\$ 20					03/15/2002(3)	10/16/2010	Common Stock	0 (
Option (right to buy)	\$ 32.385					03/15/2005(4)	02/26/2014	Common Stock	0 (
Option (right to buy)	\$ 20.59					05/29/2004 <u>(5)</u>	05/28/2013	Common Stock	0 (
Option (right to buy)	\$ 16.145					04/25/2004(6)	04/24/2013	Common Stock	0 (
Phantom Share Units	<u>(8)</u>					<u>(9)</u>	<u>(9)</u>	Phantom Share Units	0 9

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
GRANT HUGH 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167	X		Chairman, President & CEO				

# **Signatures**

Christopher A. Martin, by Power of	11/02/2004
Attorney	11/02/2004
**Signature of Reporting Person	Date

Reporting Owners 2

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## **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.
- Options are exercisable in three equal installments on each of November 15, 2005, November 15, 2006 and November 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (3) 50% of the options became exercisable on March 15, 2002 and 50% became exercisable on March 15, 2003.
- Options are 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.
- Options are exercisable in three equal installments on each of May 29, 2004, March 15, 2005 and March 15, 2006, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- One-third of the options originally granted became exercisable on April 25, 2004, one-third of the options originally granted become exercisable on March 15, 2005 and one-third of the options originally granted become exercisable on March 15, 2006, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (7) No transaction is reported on this Form 4 for these options.
- **(8)** 1 for 1
- (9) 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.

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.