HOLLOWAY JANET M

Form 4

November 02, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 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).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **HOLLOWAY JANET M** Issuer Symbol MONSANTO CO /NEW/ [MON] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify 800 N. LINDBERGH BLVD. 10/29/2004 below) V.P. & Chief Information Off. (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ST. LOUIS, MO 63167

					1 , F		
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities onAcquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of 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)
				(A)	Reported		
				(A)	Transaction(s)		
			Code V	or Amount (D) Pr	(Instr. 3 and 4)		
Common					45 500 (1)	ъ	
Stock					$45,500 \frac{(1)}{}$	D	
Common					6,859 ⁽²⁾	T	By 401(k)
Stock					0,039 <u>~</u>	1	Plan

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Option (right to buy)	\$ 41.61	10/29/2004		A	22,540	11/15/2005(3)	10/28/2014	Common Stock	22,54
Option (right to buy)	\$ 16.145					04/25/2004(5)	04/24/2013	Common Stock	0 (6)
Option (right to buy)	\$ 32.385					03/15/2005(4)	02/26/2014	Common Stock	0 (6)
Phantom Share Units	<u>(7)</u>					(8)	(8)	Phantom Share Units	0 (6)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

V.P. & Chief Information Off.

Signatures

Christopher A. Martin, Attorney-in-Fact

**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) Includes 33,000 shares of the Issuer's common stock held directly by the Reporting Person and 12,500 shares of restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan.

(2)

Reporting Owners 2

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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 become 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.
- 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.
- Options become exercisable in three equal installments on April 25, 2004, March 15, 2005 and March 15, 2006, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (6) No transaction is reported on this From 4 for these securities.
- (**7**) 1 for 1
- (8) 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.