#### MONSANTO CO /NEW/

Form 4

November 02, 2004

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

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

burden hours per response...

Estimated average

may continue. *See* Instruction

30(h) of the Investment Company Act of 1940

1(b).

(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 **BURSON CHARLES W** 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) EVP, Secy & Gen. Counsel (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 Person

(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Ow				
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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 on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	or Amount (D)	Price	(Instr. 3 and 4)		
Common Stock						30,000 (1)	D	
Common Stock						1,279 (2)	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)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Number of Share
Option (right to buy)	\$ 41.61	10/29/2004		A	37,180	11/15/2005(3)	10/28/2014	Common Stock	37,18
Option (right to buy)	\$ 32.385					03/15/2005(4)	02/26/2014	Common Stock	0 (7)
Option (right to buy)	\$ 34.67					04/15/2002(5)	04/14/2011	Common Stock	0 (7)
Option (right to buy)	\$ 16.145					04/25/2004(6)	04/24/2013	Common Stock	0 (7)
Phantom Share Units	<u>(8)</u>					(9)	(9)	Phantom Share Units	0 (7)

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BURSON CHARLES W						
800 N. LINDBERGH BLVD.			EVP, Secy & Gen. Counsel			

ST. LOUIS, MO 63167

### **Signatures**

Christopher A. Martin, Attorney-in-Fact

\*\*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).
- (1) Restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan.
- 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 exercisble 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 exercisble 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) 50% of shares became exercisable on each of April 15, 2002 and March 15, 2003.
- 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.
- (7) No transaction is reported on this From 4 for these securities.
- (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.