

MORLEY CHERYL P
Form 4
November 09, 2004

FORM 4

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

OMB APPROVAL

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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 *
MORLEY CHERYL P

(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)
11/05/2004

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)
Sr. VP Corporate Strategy

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)	(A) or (D)	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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	11/05/2004		M		50,000	A \$ 20	68,132	D
Common Stock	11/05/2004		S		1,600	D \$ 42.66	66,532	D
Common Stock	11/05/2004		S		1,100	D \$ 42.67	65,432	D
Common Stock	11/05/2004		S		2,300	D \$ 42.68	63,132	D
Common Stock	11/05/2004		S		400	D \$ 42.69	62,732	D

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Common Stock	11/05/2004	S	1,800	D	\$ 42.7	60,932	D	
Common Stock	11/05/2004	S	11,800	D	\$ 42.71	49,132	D	
Common Stock	11/05/2004	S	3,000	D	\$ 42.72	46,132	D	
Common Stock	11/05/2004	S	7,600	D	\$ 42.73	38,532	D	
Common Stock	11/05/2004	S	900	D	\$ 42.74	37,632	D	
Common Stock	11/05/2004	S	2,600	D	\$ 42.75	35,032	D	
Common Stock	11/05/2004	S	900	D	\$ 42.76	34,132	D	
Common Stock	11/05/2004	S	200	D	\$ 42.77	33,932	D	
Common Stock	11/05/2004	S	1,100	D	\$ 42.78	32,832	D	
Common Stock	11/05/2004	S	200	D	\$ 42.79	32,632	D	
Common Stock	11/05/2004	S	800	D	\$ 42.8	31,832	D	
Common Stock	11/05/2004	S	758	D	\$ 42.81	31,074	D	
Common Stock	11/05/2004	S	400	D	\$ 42.82	30,674	D	
Common Stock	11/05/2004	S	100	D	\$ 42.83	30,574	D	
Common Stock	11/05/2004	S	800	D	\$ 42.84	29,774	D	
Common Stock	11/05/2004	S	800	D	\$ 42.85	28,974	D	
Common Stock	11/05/2004	S	600	D	\$ 42.86	28,374	D	
Common Stock	11/05/2004	S	300	D	\$ 42.87	28,074	D	
Common Stock	11/05/2004	S	2,300	D	\$ 42.88	25,774	D	
Common Stock						7,662	I	By 401(k) Plan

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Option (right to buy) ⁽¹⁾	\$ 20	11/05/2004		M	50,000	03/15/2002 ⁽²⁾ 10/16/2010	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORLEY CHERYL P 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			Sr. VP Corporate Strategy	

Signatures

Christopher A. Martin,
Attorney-in-Fact

11/09/2004

____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).
- (1) Only securities of the same class or classes involved in the transactions being reported are included in this report. Accordingly, options that have different terms and phantom stock are not included in Table II of this report.
- (2) 50% of options became exercisable on each of March 15, 2002 and March 15, 2003.

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