

MONSANTO CO /NEW/
Form 4
April 12, 2006

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 *
BURSON CHARLES W

(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)

04/10/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)

EVP, Secy & Gen. Counsel

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

X 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)
			Code	V Amount (A) or (D) Price			
Common Stock	12/20/2005		G	V 1,000 D \$ 0	35,521	D	
Common Stock	04/10/2006		F	649 ⁽¹⁾ D \$ 86.385	34,872	D	
Common Stock	04/11/2006		M	75,000 A \$ 16.145	109,872	D	
Common Stock	04/11/2006		M	15,000 A \$ 32.385	124,872	D	
Common Stock	04/11/2006		S	9,630 D \$ 82.3	115,242	D	

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Common Stock	04/11/2006	S	5,800	D	\$ 82.31	109,442	D
Common Stock	04/11/2006	S	1,800	D	\$ 82.32	107,642	D
Common Stock	04/11/2006	S	600	D	\$ 82.33	107,042	D
Common Stock	04/11/2006	S	100	D	\$ 82.46	106,942	D
Common Stock	04/11/2006	S	2,500	D	\$ 82.47	104,442	D
Common Stock	04/11/2006	S	1,200	D	\$ 82.48	103,242	D
Common Stock	04/11/2006	S	200	D	\$ 82.49	103,042	D
Common Stock	04/11/2006	S	400	D	\$ 82.5	102,642	D
Common Stock	04/11/2006	S	2,700	D	\$ 82.51	99,942	D
Common Stock	04/11/2006	S	500	D	\$ 82.52	99,442	D
Common Stock	04/11/2006	S	300	D	\$ 82.53	99,142	D
Common Stock	04/11/2006	S	1,900	D	\$ 82.54	97,242	D
Common Stock	04/11/2006	S	1,400	D	\$ 82.55	95,842	D
Common Stock	04/11/2006	S	300	D	\$ 82.56	95,542	D
Common Stock	04/11/2006	S	900	D	\$ 82.57	94,642	D
Common Stock	04/11/2006	S	100	D	\$ 82.58	94,542	D
Common Stock	04/11/2006	S	200	D	\$ 82.59	94,342	D
Common Stock	04/11/2006	S	700	D	\$ 82.6	93,642	D
Common Stock	04/11/2006	S	2,900	D	\$ 82.61	90,742	D
Common Stock	04/11/2006	S	1,100	D	\$ 82.62	89,642	D
	04/11/2006	S	500	D	\$ 82.63	89,142	D

Common Stock							
Common Stock	04/11/2006	S	100	D	\$ 82.64	89,042	D
Common Stock	04/11/2006	S	700	D	\$ 82.65	88,342	D
Common Stock	04/11/2006	S	800	D	\$ 82.66	87,542	D
Common Stock	04/11/2006	S	200	D	\$ 82.67	87,342	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 16.145	04/11/2006		M	75,000	04/25/2004 ⁽²⁾	04/24/2013	Common Stock	75,000
Option (Right to Buy)	\$ 32.385	04/11/2006		M	15,000	03/15/2005 ⁽³⁾	02/26/2014	Common Stock	15,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURSON CHARLES W 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			EVP, Secy & Gen. Counsel	

Signatures

Christopher A. Martin,
Attorney-in-Fact

04/12/2006

__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) On April 10, 2006, 2,000 restricted shares became fully vested for which taxes became due and payable. 649 shares were used for the payment of these taxes.
- (2) One-third of the options became exercisable on April 25, 2004, one-third of the options became exercisable on March 15, 2005 and one-third of the options became exercisable on March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.
- (3) One-third of the options became exercisable on March 15, 2005, one-third of the options became exercisable on March 15, 2006 and one-third of the options become exercisable on March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

Remarks:

The Reporting Person had multiple transactions on April 11, 2006. Due to a limitation on the number of transactions that can

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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