

FRALEY ROBERT T
 Form 4
 January 06, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
FRALEY ROBERT T

2. Issuer Name and Ticker or Trading Symbol
MONSANTO CO /NEW/ [MON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
800 N. LINDBERGH BLVD.

 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/05/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Technology Officer

ST. LOUIS, MO 63167

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/17/2009		G	V 300 D \$ 0	97,334 ⁽¹⁾	D	
Common Stock	01/05/2010		M ⁽²⁾	10,000 A \$ 44.06	107,334	D	
Common Stock	01/05/2010		S ⁽²⁾	10,000 D \$ 85	97,334	D	
Common Stock					27,559	I	By Grantor Retained Annuity Trust

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Common Stock	6,003	I	By Grantor Retained Annuity Trust II
Common Stock	10,000	I	By Grantor Retained Annuity Trust III
Common Stock	2,556	I	By Children
Common Stock	9,704	I	By 401(k)

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

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SEC 1474
(9-02)

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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V (A) (D)	
Option(Right to Buy)	\$ 44.06	01/05/2010		M ⁽²⁾	10,000	11/15/2007 ⁽³⁾	10/26/2016	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

FRALEY ROBERT T
800 N. LINDBERGH BLVD.
ST. LOUIS, MO 63167

Director 10% Owner Officer Other

EVP, Chief Technology Officer

Signatures

Jennifer L. Woods,
Attorney-in-Fact

01/06/2010

__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 2,568 shares previously owned indirectly through Grantor Retained Annuity Trust.
- (2) The stock option exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 20, 2009.

One third of the options became exercisable on November 15, 2007, one-third of the options became exercisable on November 15, 2008
- (3) and one-third of the options became exercisable on November 15, 2009, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

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.