

MONSANTO CO /NEW/
Form 4
January 21, 2014

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 *
FRALEY ROBERT T

(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)
01/16/2014

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)
EVP, Chief Technology Officer

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)	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	11/26/2013		G	V 1,864 A \$ 0	104,091	D	
Common Stock	12/16/2013		G	V 715 D \$ 0	103,376	D	
Common Stock	01/16/2014		M	29,850 A \$ 58.71	133,226	D	
Common Stock	01/16/2014		M	25,000 A \$ 70.69	158,226	D	
Common Stock	01/16/2014		S	54,850 D \$ 112.574 (1)	103,376	D	

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Common Stock	01/16/2014	S	10,000	D	\$ 112,5689 (2)	93,376	D	
Common Stock	11/26/2013	G V	1,864	D	\$ 0	9,815	I	By Trust - 2003 GRAT I
Common Stock	12/02/2013	G V	3,272	D	\$ 0	6,543	I	By Trust - 2003 GRAT I
Common Stock	12/02/2013	G V	3,272	A	\$ 0	9,468	I	By Trust - Childrens
Common Stock	12/03/2013	G V	6,543	D	\$ 0	0	I	By Trust - 2003 GRAT I
Common Stock	12/03/2013	G V	6,543	A	\$ 0	16,011	I	By Trust - Childrens
Common Stock						4,765	I	By Trust - 2010 GRAT I
Common Stock						3,887	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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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (Right to Buy)	\$ 58.71	01/16/2014		M	29,850	11/15/2011 ⁽³⁾	10/25/2020	Common Stock	29,850
	\$ 70.69	01/16/2014		M	25,000	11/15/2010 ⁽⁴⁾	10/26/2019		25,000

Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRALEY ROBERT T 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			EVP, Chief Technology Officer	

Signatures

Jennifer L. Woods,
Attorney-in-Fact

01/21/2014

__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) This price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$112.50 to \$112.73. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

(2) This price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions reported on this line ranged from \$112.45 to \$112.70. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

(3) One-third of the options became exercisable on November 15, 2011, one-third of the options became exercisable on November 15, 2012 and the remainder of the options became exercisable on November 15, 2013, subject to the terms and conditions of the Monsanto Company 2005 Long Term Incentive Plan.

(4) One-third of the options became exercisable on November 15, 2010, one-third of the options became exercisable on November 15, 2011 and the remainder of the options became exercisable on November 15, 2012, subject to the terms and conditions of the Monsanto Company 2005 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.