

DELTA & PINE LAND CO
 Form 4
 July 19, 2006

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 *
 SCHEIDT RUDI E

(Last) (First) (Middle)

54 SOUTH WHITE STATION ROAD

(Street)

MEMPHIS, TN 38117

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 DELTA & PINE LAND CO [DLP]

3. Date of Earliest Transaction (Month/Day/Year)
 07/19/2006

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 07/19/2006 | | G(1) | 15,000 D \$ 0 | 32,081 | D | |

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)

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| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 18.97 | | | | | 04/25/2003 04/25/2012 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 19.62 | | | | | 03/30/2001 03/30/2010 | Common Stock | 82,666 |
| Stock Options (Right to buy) | \$ 21.21 | | | | | 02/27/1998 02/27/2007 | Common Stock | 8,889 |
| Stock Options (Right to buy) | \$ 23.68 | | | | | 06/20/2002 06/20/2011 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 26.31 | | | | | 07/02/2005 05/18/2012 | Common Stock | 12,000 |
| Stock Options (Right to buy) | \$ 32.8 | | | | | 02/25/2000 02/25/2009 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 37.44 | | | | | 02/26/1999 02/26/2008 | Common Stock | 2,666 |
| Restricted Stock Units | \$ 0 | | | | | 05/19/2006 ⁽²⁾ 05/18/2012 | Common Stock | 2,468 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCHEIDT RUDI E 54 SOUTH WHITE STATION ROAD MEMPHIS, TN 38117 | X | | | |

Signatures

Rhonda Strickland, attorney
in fact 07/19/2006

__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) Gift to Charity

(2) 40% on the second anniversary of grant date, 30% on the third anniversary of grant date, and 30% on the fourth anniversary of grant date

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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