

DELTA & PINE LAND CO
Form 4
May 20, 2005

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 *
SHACKELFORD ANN J

(Last) (First) (Middle)
ONE COTTON ROW, 100 MAIN STREET
(Street)

SCOTT, MS 38772

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
05/18/2005

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)
Vice President

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	05/18/2005		A ⁽¹⁾	2,784 A \$ 0	2,948	D	
Common Stock					16	I	Minor Child
Common Stock					177	I	IRA
Common Stock					1,173	I	IRA f/b/o Spouse
Common Stock					3,153	I	Spouse's Business

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Common Stock 507.67 I 401(k)

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)	8. Amount or Number of Shares
				Code	V	(A)	(D)	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 19.62							03/30/2001 03/30/2010 Common Stock	2,000
Stock Options (Right to buy)	\$ 22.36							10/18/1997 10/18/2006 Common Stock	7,111
Stock Options (Right to buy)	\$ 26.31	05/18/2005		A		8,773		07/02/2005 05/18/2012 Common Stock	8,773
Stock Options (Right to buy)	\$ 26.82							10/28/1998 10/28/2007 Common Stock	66,667
Stock Options (Right to buy)	\$ 27.56	05/18/2005		A		3,193		05/18/2005 05/18/2012 Common Stock	3,193
Stock Options (Right to buy)	\$ 28.81	05/18/2005		A		3,487		05/18/2005 05/18/2012 Common Stock	3,487

