

DELTA & PINE LAND CO  
Form 4  
January 26, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ROTH STANLEY P

(Last) (First) (Middle)

510 BROAD HOLLOW ROAD, SUITE 205

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
01/24/2007

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)
			Code	V	Amount or Price		
Common Stock	01/24/2007		M		2,132 A \$ 18.97	D	
Common Stock	01/24/2007		M		13,353 A \$ 19.62	D	
Common Stock	01/24/2007		S		15,485 D \$ 40.7715	D	
Common Stock	01/25/2007		M		5,500 A \$ 19.62	D	
Common Stock	01/25/2007		S		5,500 D \$ 40.7505	D	

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Common Stock	27,500	I	North American Capital
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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
Stock Options (Right to buy)	\$ 18.97	01/24/2007		M	2,132	04/25/2003      04/25/2012	Common Stock      2,132
Stock Options (Right to buy)	\$ 19.62	01/24/2007		M	13,353	03/30/2001      03/30/2010	Common Stock      13,353
Stock Options (Right to buy)	\$ 19.62	01/25/2007		M	5,500	03/30/2001      03/30/2010	Common Stock      5,500
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	05/18/2012	Common Stock	2,487

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROTH STANLEY P 510 BROAD HOLLOW ROAD SUITE 205 MELVILLE, NY 11747	X			

## Signatures

Rhonda Strickland, attorney in fact	01/26/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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).
- 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.