



Edgar Filing: MONSANTO CO /NEW/ - Form 4

				of (D)		Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)
				(Instr. 3, 4 & 5)							
Code	V	(A)	(D)								
Option (right to buy)	\$20.00					03/15/2002 <sup>(3)</sup>	10/16/10	Common Stock	10,000	10,000	D

Explanation of Responses:

- (1) Represents shares of deferred common stock deliverable upon termination as a director under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the form of hypothetical shares to a stock unit account in installments on the last day of each plan month during the director's term and for the payment of dividends. Shares of deferred stock not credited to the stock unit account because of termination as a director before the end of the director's term are forfeited.
- (2) Includes 10,670 shares of deferred common stock deliverable under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan; 244 shares of common stock issued as dividends with respect to such shares; and 8,148 shares of common stock owned directly by the Reporting Person.
- (3) 50% of shares became exercisable on March 15, 2002 and 50% of shares became exercisable on March 15, 2003, subject to the terms of the Monsanto Company Long-Term Incentive Plan.
- (4) Michael L. DeCamp, attorney-in-fact for C. Steven McMillan under a Power of Attorney filed herewith.

By: /s/ **Michael L. DeCamp**<sup>(4)</sup>

**April 28, 2003**  
Date

\*\*Signature of Reporting Person

\*\*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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Charles

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or

(3) take any other action of any type whatsoever in connection with the foregoing which, in the o

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The undersigned hereby grants to each such attorney-in-fact full power and authority to do and p

This Power of Attorney (i) shall remain in full force and effect until the undersigned is no lon

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2

/s/ C. Steven McMillan

C. Steven McMillan