MONSANTO CO /NEW/

Form 4 May 05, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

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**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEIDY MARK J		ng Person *	2. Issuer Name and Ticker or Trading Symbol MONSANTO CO /NEW/ [MON]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Sheen an approacte)			
800 N. LINDBERGH BLVD.		D.	(Month/Day/Year) 05/03/2005	Director 10% OwnerX Officer (give title Other (specify below)  EVP-Manufacturing			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ST. LOUIS, MO 63167			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (4 and 5 (A) or	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/03/2005		Code V M	Amount 59,000	(D)	Price \$ 34.325	85,800	D	
Common Stock	05/03/2005		S	26,100	D	\$ 59	59,700	D	
Common Stock	05/03/2005		S	300	D	\$ 59.43	59,400	D	
Common Stock	05/03/2005		S	12,600	D	\$ 59.35	46,800	D	
Common Stock	05/03/2005		S	1,600	D	\$ 59.3	45,200	D	

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Common Stock	05/03/2005	S	13,200	D	\$ 59.25	32,000	D	
Common Stock	05/03/2005	S	1,800	D	\$ 59.33	30,200	D	
Common Stock	05/03/2005	S	3,400	D	\$ 59.27	26,800	D	
Common Stock	05/04/2005	M	33,334	A	\$ 16.145	60,134	D	
Common Stock	05/04/2005	S	14,700	D	\$ 59	45,434	D	
Common Stock	05/04/2005	S	300	D	\$ 59.03	45,134	D	
Common Stock	05/04/2005	S	13,800	D	\$ 59.02	31,334	D	
Common Stock	05/04/2005	S	1,200	D	\$ 59.12	30,134	D	
Common Stock	05/04/2005	S	700	D	\$ 59.18	29,434	D	
Common Stock	05/04/2005	S	1,100	D	\$ 59.19	28,334	D	
Common Stock	05/04/2005	S	300	D	\$ 59.17	28,034	D	
Common Stock	05/04/2005	S	100	D	\$ 59.15	27,934	D	
Common Stock	05/04/2005	S	134	D	\$ 59.14	27,800 (1)	D	
Common Stock						3,124	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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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Titl	e and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Under	lying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr.	3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)			
	Derivative				or Disposed of			
	Security				(D)			
					(Instr. 3, 4,			

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and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (right to buy)	\$ 34.325	05/03/2005	M			59,000	03/15/2002(2)	02/14/2011	Common Stock	59,000
Option (right to buy)	\$ 16.145	05/04/2005	M			33,334	04/25/2004(3)	04/24/2013	Common Stock	33,334

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEIDY MARK J

800 N. LINDBERGH BLVD. EVP-Manufacturing

ST. LOUIS, MO 63167

# **Signatures**

Christopher A. Martin, Attorney-in-Fact 05/05/2005

\*\*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) Includes 13,800 shares of the Issuer's common stock held directly by the Reporting Person and 14,000 shares of restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan.
- (2) 50% of the options became exercisable on each of March 15, 2002 and March 15, 2003.
- (3) Options became or become exercisable in three equal installments on April 25, 2004, March 15, 2005, and March 15, 2006, subject to the terms and conditions of the Monsanto Company 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.

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