

MONSANTO CO /NEW/
Form 4
April 17, 2008

FORM 4

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

OMB APPROVAL

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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 *
CLARK RICHARD B

(Last) (First) (Middle)

800 N. LINDBERGH BLVD.

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MONSANTO CO /NEW/ [MON]

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

04/15/2008

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

Vice President and Controller

6. Individual or Joint/Group Filing (Check Applicable Line)

__X__ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/15/2008 | | M ⁽¹⁾ | | 11,267 | A | \$ 20.805 |
| Common Stock | 04/15/2008 | | S ⁽¹⁾ | | 5,940 | D | \$ 124 |
| Common Stock | 04/15/2008 | | S ⁽¹⁾ | | 600 | D | \$ 124.01 |
| Common Stock | 04/15/2008 | | S ⁽¹⁾ | | 100 | D | \$ 124.05 |
| Common Stock | 04/15/2008 | | S ⁽¹⁾ | | 300 | D | \$ 124.08 |
| Common Stock | 04/15/2008 | | | | | | \$ 53,305 |
| Common Stock | 04/15/2008 | | | | | | \$ 53,605 |
| Common Stock | 04/15/2008 | | | | | | \$ 53,705 |
| Common Stock | 04/15/2008 | | | | | | \$ 54,305 |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|-----------|--------|---|--------------------|
| Common Stock | 04/15/2008 | S ⁽¹⁾ | 500 | D | \$ 124.11 | 52,805 | D | |
| Common Stock | 04/15/2008 | S ⁽¹⁾ | 760 | D | \$ 124.3 | 52,045 | D | |
| Common Stock | 04/15/2008 | S ⁽¹⁾ | 2,367 | D | \$ 124.32 | 49,678 | D | |
| Common Stock | 04/15/2008 | S ⁽¹⁾ | 700 | D | \$ 123.87 | 48,978 | D | |
| Common Stock | | | | | | 155 | I | By 401(k) Plan |
| Common Stock | | | | | | 184 | I | By Spouse/Children |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option (Right to Buy) | \$ 20.805 | 04/15/2008 | | M ⁽¹⁾ | 11,267 | 11/15/2005 ⁽²⁾ 10/28/2014 | Common Stock | 11,267 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|---|
| CLARK RICHARD B 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167 | Director 10% Owner Officer Vice President and Controller |

Signatures

Christopher A. Martin,
Attorney-in-Fact

04/17/2008

__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) The sales and stock option exercise reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 5, 2007.

(2) One third of the options became exercisable on November 15, 2005, one-third of the options became exercisable on November 15, 2006 and one-third of the options became exercisable on November 15, 2007, 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.