#### **GRANT HUGH**

Form 4

February 19, 2009

# FORM 4

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

3235-0287 Number: January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5 obligations

may continue.

Estimated average burden hours per response... 0.5

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

See Instruction 1(b).

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * GRANT HUGH		ting Person *	2. Issuer Name <b>and</b> 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	(= an approximation)			
800 N. LINDBERGH BLVD.		LVD.	(Month/Day/Year) 02/17/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below)  Chairman, President & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
ST. LOUIS, MO 63167				Person			

#### (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transactionor Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Beneficially Beneficial Ownership (Instr. 4)

(Instr. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	and 5)		Owned Following	Direct (D) or Indirect
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)
Common Stock	12/12/2008		G V	510	D	\$0	520,604	D
Common Stock	02/17/2009		M(1)	150,000	A	\$ 20.805	670,604	D
Common Stock	02/17/2009		S <u>(1)</u>	8,600	D	\$ 75.88 (2)	662,004	D
Common Stock	02/17/2009		S <u>(1)</u>	101,674	D	\$ 76.39 (3)	560,330	D
Common	02/17/2009		S <u>(1)</u>	39,726	D	\$ 77.04	520,604	D

Common Stock 5,581 I By 401(k) Plan

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.

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 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. Transactio Code (Instr. 8)	5. Number of on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisab Expiration Date (Month/Day/Year	7. Title and Amount Underlying Securition (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option (right to buy)	\$ 20.805	02/17/2009		M <u>(1)</u>		150,000	11/15/2005(5)	10/28/2014	Common Stock	150,

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**GRANT HUGH** 

800 N. LINDBERGH BLVD. X Chairman, President & CEO

ST. LOUIS, MO 63167

### **Signatures**

Christopher A. Martin, by Power of Attorney 02/19/2009

\*\*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 October 15, 2007.
- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$75.68 to \$75.98. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

Reporting Owners 2

#### Edgar Filing: GRANT HUGH - Form 4

- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported (3) on this line ranged from \$76.00 to 76.99. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$77.00 to 77.14. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
- 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.