MCMILLAN CHARLES S

Form 4

August 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

burden hours per response...

OMB APPROVAL

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

Check this box

obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

| MCMILLAN CHARLES S Sym | | | 2. Issuer Name and Ticker or Trading Symbol | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
|------------------------|---------------------|--------------------|--|------------|-----------|--|--------------------------------------|----------------------------|----------------------|
| | | MONS | ANTO CO |)/NEW/ | ' [MC |)NJ | (Chec | ck all applicable | :) |
| (Last) | (First) (M | Middle) 3. Date of | f Earliest Tra | nsaction | | | | | |
| (Mon | | | (Month/Day/Year) | | | | _X_ Director | | Owner |
| 800 N. LIN | 07/29/2 | 07/29/2011 | | | | Officer (give below) | below) | er (specify | |
| | (Street) | 4. If Ame | endment, Dat | e Origina | 1 | | 6. Individual or Jo | oint/Group Filin | g(Check |
| | | Filed(Mor | nth/Day/Year) | | | | Applicable Line) _X_ Form filed by C | | |
| ST. LOUIS | , MO 63167 | | | | | | Person | More than One Re | porting |
| (City) | (State) | (Zip) Tabl | le I - Non-De | erivative | Secur | ities Acq | uired, Disposed of | f, or Beneficial | ly Owned |
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transaction | ` ′ | | ` ′ | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned Following | Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| | | | | | | | Reported | (111811.4) | (IIIsu. 4) |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 07/29/2011 | | A | 164 (1) | A | \$ 73.48 | 53,349 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

73.48

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

Edgar Filing: MCMILLAN CHARLES S - Form 4

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. | 6. Date Exerc Expiration Da | | 7. Title and Amount of | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|----------------------|--------------------|---------|--------------------------------|--------------------|---|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (i.i.dia. Dayi Teal) | any (Month/Day/Year) | Code (Instr. 8) | of | (Month/Day/) e | | Underlying Securities (Instr. 3 and 4 | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title Amour or Numbe of Shares | er | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| F- | Director | 10% Owner | Officer | Other | | | |
| MCMILLAN CHARLES S 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167 | X | | | | | | |

Signatures

/s/ Jennifer L. Woods, Attorney-in-Fact 08/02/2011

**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).

Represents dividend equivalents with respect to shares of deferred common stock deliverable upon termination as a director under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan. Shares of stock are credited in the form of

(1) 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.

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.

Reporting Owners 2