

FRALEY ROBERT T  
Form 4  
June 07, 2018

**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 \*  
FRALEY ROBERT T

(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)  
06/07/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
EVP, Chief Technology Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	06/07/2018		D	17,219 D $\frac{(1)}{(2)}$	0	D	
Common Stock	06/07/2018		D	18,940 D $\frac{(1)}{(2)}$	0	I	By trust
Common Stock	06/07/2018		D	15,000 D $\frac{(1)}{(2)}$	0	I	By trust
Common Stock	06/07/2018		D	4,021 D $\frac{(1)}{(2)}$	0	I	By 401(k) Plan
Common Stock	06/07/2018		D	22,139 $\frac{(1)}{(4)}$ D $\frac{(1)}{(2)}$	0	D	

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Common Stock      06/07/2018      D      41,863 <sup>(1)</sup>/<sub>(5)</sub>      D      <sup>(1)</sup>/<sub>(2)</sub>      0      D

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

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**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)	8. Pr Deri Secu (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable      Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 90.48	06/07/2018		D	41,450	<u>(3)</u> <u>(3)</u>	Common Stock	41,450
Stock Option (Right to Buy)	\$ 106.05	06/07/2018		D	35,370	<u>(3)</u> <u>(3)</u>	Common Stock	35,370
Stock Option (Right to Buy)	\$ 112.82	06/07/2018		D	33,240	<u>(3)</u> <u>(3)</u>	Common Stock	33,240
Stock Option (Right to Buy)	\$ 91.34	06/07/2018		D	49,270	<u>(3)</u> <u>(3)</u>	Common Stock	49,270
Phantom Share Units	<u>(1)</u> <u>(2)</u>	06/07/2018		D	7,193	<u>(1)(2)</u> <u>(1)(2)</u>	Common Stock	7,193

## Reporting Owners

Reporting Owner Name / Address

**Relationships**

Director    10% Owner    Officer    Other

FRALEY ROBERT T  
800 N. LINDBERGH BLVD.  
ST. LOUIS, MO 63167

EVP, Chief Technology Officer

## Signatures

Jennifer Woods,  
Attorney-in-Fact

06/07/2018

\_\_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).

Pursuant to the terms of and subject to certain exceptions set forth in the Agreement and Plan of Merger, dated as of September 14, 2016 (the "Merger Agreement"), by and among Bayer Aktiengesellschaft ("Bayer"), KWA Investment Co. ("Merger Sub") and Monsanto

(1) Company (the "Company"), each share of common stock of the Company and each time- or performance-vesting restricted stock unit of the Company outstanding immediately prior to the effective time of the merger (the "Effective Time") was automatically converted into the right to receive \$128.00 in cash, without interest (the "Merger Consideration").

(Continued from Footnote 1) The Merger Consideration that is payable in respect of restricted stock units of the Company that were granted (a) prior to September 14, 2016 is fully vested as of the Effective Time or (b) after September 14, 2016 will vest based upon the

(2) vesting schedule applicable to the corresponding restricted stock units (subject to accelerated vesting in full upon a termination of employment without cause, for good reason or due to death, disability or retirement). Any Merger Consideration that is not paid at the Effective Time will begin accruing interest as of the Effective Time at the short-term federal rate.

Pursuant to the terms of the Merger Agreement, each option to purchase shares of common stock of the Company outstanding

(3) immediately prior to the Effective Time, whether vested or unvested, was automatically converted into the right to receive the Merger Consideration less the applicable exercise price of such option, without interest.

(4) Represents restricted stock units.

(5) Represents performance-based restricted stock units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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