MONSANTO CO /NEW/
Form 4
September 07, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[_] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

King	Gwendolyn	S.
(Last)	(First)	(Middle)

1506 Hamilton Street, N. W.

(Street)

Washington	D.C.	20011
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Monsanto Company
MON

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

August 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

[X] Director [_] 10% Owner
[_] Officer (give title below) [_] Other (specify below)

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	4/17/01	A(1)	V	1,550	A	$35.475

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Response) (Over)

FORM 4 (continued)

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)	4. Transaction Code (Instr. 8) Code	4. V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	5. (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	6. Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	7. Amount or Number of Shares
Option (Right to buy)	$29.90	2/21/01					(3)	10/16/00	Common Stock	10,000

Explanation of Responses:
(1) Represents shares of deferred common stock deliverable upon termination as a director under t Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the for unit account in installments on the last day of each plan month during the director's term an Shares of deferred stock not credited to the stock unit account because of termination as a d director's term are forfeited.
(2) Includes 2,012 shares of deferred common stock deliverable under the Monsanto Company Non-Emp Compensation Plan.
(3) 50% of the shares underlying the option become exercisable on 3/15/02 and 50% on 3/15/03, sub the Monsanto 2000 Management Incentive Plan.

/s/ Michael D. Bryan — 9/7/01

**Signature of Reporting Person — Date

* Michael D. Bryan, attorney-in-fact for Gwendolyn S. King

* Executed pursuant to a Power of Attorney previously filed

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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