MONSANTO CO /NEW/
Form 4/A
February 14, 2002

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

AMENDMENT TO
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).

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1. Name and Address of Reporting Person*

Burson	Charles	W.
(Last)	(First)	(Middle)

800 North Lindbergh Blvd.

(Street)

St. Louis	Missouri	63167
(City)	(State)	(Zip)

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2. Issuer Name and Ticker or Trading Symbol

Monsanto Company
MON

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

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4. Statement for Month/Year

Janaury 2002

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

April 2001

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

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

Executive Vice President, Secretary and General Counsel

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	4/9/01	A		10,000	A	$36.125

* 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	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) Title	Amount or Number of Shares
Option (right to buy)	$34.67	4/15/01	A		116,100		(2)	4/14/11	Common Stock	116,100

Explanation of Responses:
(1) Restricted stock grant vesting 20% per year on the anniversray of the grant date; provided, h
in event of a voluntary termination after December 31, 2004.
(2) 50% of shares exercisable on April 15, 2002 and 50% of shares exercisable on March 15, 2003,
Monsanto 2000 Management Incentive Plan.

/s/ Michael L. DeCamp — 2/14/02

**Signature of Reporting Person — Date

* Michael L. DeCamp, attorney-in-fact for Charles W. Burson

* 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.