MONSANTO CO /NEW/

Form 4

November 02, 2006

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Print or Type Responses)

2. Issuer Name and Ticker or Trading Symbol MONSANTO CO /NEW/ [MON]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction	(Check an approacte)		
(Month/Day/Year) 10/31/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
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 Person		
	Symbol MONSANTO CO /NEW/ [MON] 3. Date of Earliest Transaction (Month/Day/Year) 10/31/2006 4. If Amendment, Date Original		

T2	LO	\mathbf{IIIS}	MO	63167
D1 .	LO	$\mathbf{c}_{10},$	1110	05107

(City)	(State) ((Zip) Table	e I - Non-D	erivative Securit	ties Acq	uired, Disposed o	f, or Beneficial	ly 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 Accor(A) or Disposed (Instr. 3, 4 and 5	of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
		(Month/Day/Teat)	Code V	(A) or Amount (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock	10/31/2006		A	104 (1) A	\$ 44.16	70,233	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.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	nd 8.	. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	iorNumber	Expiration D	Date	Amount of	of D	erivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlyii	ng S	ecurity	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivati	ve		Securities	s (I	(nstr. 5)	Bene
	Derivative		•		Securitie	es		(Instr. 3 a	and 4)		Own
	Security				Acquire	d					Follo
	•				(A) or						Repo
					Dispose	d					Trans
					of (D)						(Instr
					(Instr. 3,	•					·
					4, and 5)					
				C 1 1	(A) (D)	. D.	F	m: 1 A	,		
				Code V	(A) (D	·	Expiration				
						Exercisable	Date	or			
									ımber		
								of			
								Sh	ares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
ATLEE FRANK V III						
800 N. LINDBERGH BLVD.	X					
ST. LOUIS, MO 63167						

Signatures

Christopher A. Martin, Attorney-in-Fact

**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 shares of deferred common stock deliverable upon termination as a director under the Monsanto Company Non-Employee

Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the form of 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.

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