

MONSANTO CO /NEW/
Form 4
July 09, 2007

FORM 4

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

OMB APPROVAL

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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)
07/05/2007

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/05/2007		M		51,492	A	\$ 16.1925
Common Stock	07/05/2007		M		2	A	\$ 20.805
Common Stock	07/05/2007		S		3,300	D	\$ 66.28
Common Stock	07/05/2007		S		5,000	D	\$ 66.29
Common Stock	07/05/2007		S		5,400	D	\$ 66.3

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Common Stock	07/05/2007	S	300	D	\$ 66.31	114,473	D	
Common Stock	07/05/2007	S	1,700	D	\$ 66.32	112,773	D	
Common Stock	07/05/2007	S	1,100	D	\$ 66.33	111,673	D	
Common Stock	07/05/2007	S	1,500	D	\$ 66.34	110,173	D	
Common Stock	07/05/2007	S	700	D	\$ 66.35	109,473	D	
Common Stock	07/05/2007	S	600	D	\$ 66.36	108,873	D	
Common Stock	07/05/2007	S	2,900	D	\$ 66.37	105,973	D	
Common Stock	07/05/2007	S	4,394	D	\$ 66.38	101,579	D	
Common Stock	07/05/2007	S	9,300	D	\$ 66.41	92,279	D	
Common Stock	07/05/2007	S	900	D	\$ 66.42	91,379	D	
Common Stock	07/05/2007	S	100	D	\$ 66.43	91,279	D	
Common Stock	07/05/2007	S	12,100	D	\$ 66.44	79,179	D	
Common Stock	07/05/2007	S	2,200	D	\$ 66.45	76,979	D	
Common Stock						32,127	I	By Grantor Retained Annuity Trust
Common Stock						8,969	I	By 401(k) Plan

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

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(9-02)

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 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 Security (Instr. 3 and 4)
Option (Right to Buy)	\$ 16.1925	07/05/2007		M	51,492	03/15/2005 ⁽²⁾ 02/26/2014	Common Stock
Option (Right to Buy)	\$ 20.805	07/05/2007		M	2	11/05/2005 ⁽³⁾ 10/28/2014	Common Stock

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

Christopher A. Martin, 07/09/2007
 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).
- (1) Includes 4,393 shares previously owned indirectly through Grantor Retained Annuity Trust. One-third of the options became exercisable on March 15, 2005, one-third of the options became exercisable on March 15, 2006 and
- (2) one-third of the options became exercisable on March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (3) One third of the options became exercisable on November 15, 2005, one-third of the options became exercisable on November 15, 2006 and one-third of the options become exercisable on November 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

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.