

ARCHER DANIELS MIDLAND CO

Form 424B7

September 26, 2008

**SUPPLEMENT NO. 5**  
**(To Prospectus Dated August 27, 2007)****Filed Pursuant to Rule 424(b)(7)**  
**File No. 333-145733**

Archer-Daniels-Midland Company

\$1,150,000,000 0.875% Convertible Senior Notes due 2014

This Supplement No. 5 supplements our prospectus dated August 27, 2007 relating to the resale from time to time by certain selling securityholders of up to \$1,150,000,000 principal amount of 0.875% Convertible Senior Notes due 2014 (the "notes") and the shares of common stock issuable upon conversion of the notes. You should read this Supplement No. 5 in conjunction with the prospectus. This Supplement No. 5 is qualified by reference to the prospectus, except to the extent that the information in this Supplement No. 5 supersedes that information.

The information appearing under the heading "Selling Securityholders" in the prospectus is hereby amended by the addition or substitution, as applicable, of the following information:

| Name                                                   | Principal<br>Amount of<br>Notes<br>Beneficially<br>Owned and<br>Offered<br>Hereby | Number of Shares<br>of Common Stock |                       |
|--------------------------------------------------------|-----------------------------------------------------------------------------------|-------------------------------------|-----------------------|
|                                                        |                                                                                   | Beneficially<br>Owned (1)           | Offered<br>Hereby (2) |
| Deka International S.A., Luxembourg, RE                |                                                                                   |                                     |                       |
| Deka-Wandelanleihen                                    | \$ 900,000                                                                        | 20,550.87                           | 20,550.87             |
| Dimitri Dimitriadis                                    | 25,000                                                                            | 570.86                              | 570.86                |
| Merrill Lynch, Pierce, Fenner & Smith Incorporated (3) | 2,050,000                                                                         | 46,810.32                           | 46,810.32             |
| Quest Global Convertible Master Fund Ltd. (4)          | 3,000,000                                                                         | 68,502.90                           | 68,502.90             |
| The Doctors Company Insurance Group                    | 1,090,000                                                                         | 24,889.39                           | 24,889.39             |
| UBS Securities LLC (3)                                 | 500,000                                                                           | 11,417.15                           | 11,417.15             |

- (1) Assumes for each \$1,000 in principal amount of the notes a maximum of 22.8343 shares of common stock could be issued upon conversion. This conversion rate is subject to adjustment, however, as described in the prospectus under "Description of the Notes Adjustment to Conversion Rate." As a result, the maximum

number of shares  
of our common  
stock issuable  
upon conversion  
of the notes may  
increase or  
decrease in the  
future.

- (2) Represents the maximum number of shares of our common stock issuable upon conversion of all of the holder's notes, based on the initial conversion rate of 22.8343 shares of our common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described in the prospectus under Description of the Notes Adjustment to Conversion Rate. As a result, the maximum number of shares of our common stock issuable upon conversion of the notes may increase or decrease in the future.

- (3) The selling securityholder is a broker-dealer. Certain broker-dealers

have acted in the past and may act in the future as underwriters or initial purchasers of our securities. Merrill Lynch, Pierce, Fenner & Smith Incorporated was an initial purchaser of the notes.

- (4) James Doolin and Frank Campana are the natural persons who may exercise voting power and investment control over this selling securityholder's notes and common stock issuable upon the conversion of the notes.

Based upon information provided by the selling securityholders, none of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years, other than as described in footnote 3. None of the selling securityholders listed above owned 1% or more of our outstanding common stock either before or after this offering.

Selling securityholders who are registered broker-dealers or affiliates of registered broker-dealers may be deemed to be underwriters within the meaning of the Securities Act. To our knowledge, no selling securityholder who is a registered broker-dealer or an affiliate of a registered broker-dealer received any securities as underwriting compensation.

---

Information concerning the selling securityholders may change from time to time and any changed information will be set forth in additional supplements to the prospectus if and when necessary. In addition, the conversion rate and, therefore, the number of shares of common stock issuable upon conversion of the notes, are subject to adjustment under certain circumstances.

**See RISK FACTORS beginning on page 4 of the prospectus for information you should consider before buying any securities hereunder.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this supplement or the prospectus. Any representation made to the contrary is a criminal offense.**

**The date of this supplement is September 26, 2008.**