

MONSANTO CO /NEW/

Form 4

October 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRALEY ROBERT T

(Last) (First) (Middle)

**MONSANTO COMPANY, 800 N.
LINDBERGH**

(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)
10/13/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

EVP, Chief Technology Officer

6. 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 (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	10/13/2016		S		24,151	D \$ 102.1325 ⁽¹⁾	38,711	D	
Common Stock	10/14/2016		M		32,680	A \$ 74.79	71,391	D	
Common Stock	10/14/2016		M		23,800	A \$ 87.14	95,191	D	
Common Stock	10/14/2016		S		56,480	D \$ 102	38,711	D	
Common Stock							18,940	I	By Trust - Children's

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Common Stock 3,977 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)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option (Right To Buy)	\$ 74.79	10/14/2016		M	32,680	11/15/2012 ⁽²⁾ 10/24/2021	Common Stock 32,680
Option (Right to Buy)	\$ 87.14	10/14/2016		M	23,800	11/15/2008 ⁽³⁾ 10/22/2017	Common Stock 23,800

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRALEY ROBERT T MONSANTO COMPANY 800 N. LINDBERGH ST. LOUIS, MO 63167	EVP, Chief Technology Officer

Signatures

/s/ Jennifer L. Woods,
Attorney-in-Fact 10/14/2016

**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).

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- This price represents the weighted average purchase price for multiple transactions reported on this line. The prices of the transactions
- (1) reported on this line ranged from \$102.0550 to \$102.2600. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares purchased at each separate price.

- One-third of the options became exercisable on November 15, 2012, one-third of the options became exercisable on November 15, 2013
- (2) and the remainder of the options became exercisable on November 15, 2014, subject to the terms and conditions of the Monsanto Company 2005 Long Term Incentive Plan.

- One-third of the options became exercisable on November 15, 2008, one-third of the options became exercisable on November 15, 2009
- (3) and one-third of the options became exercisable on November 15, 2010, 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.

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