

MONSANTO CO /NEW/
Form 4
November 02, 2004

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK RICHARD B

(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)
10/29/2004

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)
Vice President and Controller

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)
Common Stock				(A) or (D)	7,506 ⁽¹⁾	D	
Common Stock				(A) or (D)	92	I	By Spouse/Children
Common Stock				(A) or (D)	3,352 ⁽²⁾	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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)	Amount or Number of Shares
Option (right to buy)	\$ 41.61	10/29/2004		A	16,900	11/15/2005 ⁽³⁾ 10/28/2014	Common Stock	16,900
Option (right to buy)	\$ 32.385					03/15/2005 ⁽⁴⁾ 02/26/2014	Common Stock	0 ⁽⁷⁾
Option (right to buy)	\$ 30.74					11/15/2002 ⁽⁵⁾ 11/14/2011	Common Stock	0 ⁽⁷⁾
Option (right to buy)	\$ 33.075					03/15/2003 04/14/2012	Common Stock	0 ⁽⁷⁾
Option (right to buy)	\$ 16.145					04/25/2004 ⁽⁶⁾ 04/24/2013	Common Stock	0 ⁽⁷⁾
Phantom Share Units	⁽⁸⁾					⁽⁹⁾ ⁽⁹⁾	Phantom Share Units	0 ⁽⁷⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK RICHARD B 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			Vice President and Controller	

Signatures

Christopher A. Martin,
Attorney-in-Fact

11/02/2004

__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).
Includes 2,500 shares of the Issuer's common stock held directly by the Reporting Person, 5,000 shares of restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan, and 6 shares of common stock received as dividend reinvestment through the Reporting Person's broker.
- (1) Previous Form 4 filings beginning in March 2004 included shares of phantom stock acquired under the Monsanto Company ERISA Parity Savings and Investment Plan, an excess benefit plan. The phantom shares are now being reported separately on Table II. The amount now shown on Table I represents only the shares held in the Monsanto Company Savings and Investment Plan, a qualified 401(k) plan.
- (2) Options become exercisable in three equal installments on each of November 15, 2005, November 15, 2006 and November 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (3) Options become exercisable in three equal installments on each of March 15, 2005, March 15, 2006 and March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (4) 50% of the options became exercisable on each of November 15, 2002 and March 15, 2003.
- (5) Options became exercisable in three equal installments on April 25, 2004, March 15, 2005 and March 15, 2006, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (6) No transaction is reported on this Form 4 for these options.
- (7) 1 for 1
- (8) The reported phantom shares units were acquired under Monsanto Company's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service.
- (9)

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.