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DELTA & PINE LAND CO
Form 8-K
May 24, 2005

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 18, 2005

Delta and Pine Land Company
(Exact Name of Registrant as Specified in Charter)

Commission File Number 000-21788

Delaware 62-1040440
(State or other jurisdiction (I. R. S. Employer
of incorporation or organization) Identification No.)

One Cotton Row, Scott, Mississippi 38772
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code
(662) 742-4000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Amendment to a Material Definitive Agreement.

On May 18, 2005, the Board of Directors of Delta and Pine Land Company (the "Company") approved a grant of 4,000 restricted stock units to each of the Company's non-management directors under the Company's 2005 Omnibus Stock Plan (the "Plan"). Also on May 18, 2005, the Compensation Committee of the Board of Directors approved the following grants of restricted stock to the Company's executive officers under the Plan:

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Executive Officer	Number of Shares of Restricted Stock
Charles R. Dismuke.....	10,240
R.D. Greene.....	7,910
William V. Hugie.....	4,345
W. Thomas Jagodinski.....	21,504
Thomas A. Kerby.....	4,532

Awards are made using the Restricted Stock Unit Award - Member of the Board of Directors, Restricted Stock Award - Member of the Board of Directors, Restricted Stock Award - Employee and Non-Qualified Stock Option Award substantially in the forms attached to this report as Exhibits 10.1, 10.2, 10.3 and 10.4, respectively, which are incorporated herein by reference.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits:

Exhibit Number	Description
10.1	Form of Restricted Stock Unit Award - Member of the Board of Directors
10.2	Form of Restricted Stock Award - Member of the Board of Directors
10.3	Form of Restricted Stock Award - Employee
10.4	Form of Non-Qualified Stock Option Award

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DELTA AND PINE LAND COMPANY
(Registrant)

By: /s/ R. D. Greene

R.D. Greene
Vice President - Finance, Treasurer and
Assistant Secretary

Date: May 24, 2005

INDEX TO EXHIBITS

Exhibit Number	Description
10.1	Form of Restricted Stock Unit Award - Member of the Board of Directors

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- 10.2 Form of Restricted Stock Award - Member of the Board of Directors
- 10.3 Form of Restricted Stock Award - Employee
- 10.4 Form of Non-Qualified Stock Option Award