#### **ROBINSON MURRAY**

Form 4 May 12, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

2. Issuer Name and Ticker or Trading

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

			Symbol DELTA	Symbol DELTA & PINE LAND CO [DLP]				(Check all applicable)			
(Mor			(Month/D	. Date of Earliest Transaction  Month/Day/Year)  95/11/2006				(Check all applicable)  _X_ Director			
SCOTT, M	(Street) S 38772		4. If Amendment, Date Original  Filed(Month/Day/Year)  Applicable Line)  _X_ Form filed by One Reportir  _ Form filed by More than Or Person					One Reporting Per	rson		
(City)	(State)	(Zip)	Tabl	le I - Non-I	Derivative	Secui	rities Acqu	ired, Disposed of	, or Beneficiall	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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	05/11/2006			M	2,132	A	\$ 23.68	60,578	D		
Common Stock	05/11/2006			M	2,132	A	\$ 18.97	62,710	D		
Common Stock	05/11/2006			M	1,599	A	\$ 19.56	64,309	D		
Common Stock	05/11/2006			M	1,066	A	\$ 25.495	65,375	D		
Common Stock	05/11/2006			M	8,305	A	\$ 26.31	73,680	D		

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Common Stock 38,000 I CRUT

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

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SEC 1474

(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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Transaction Derivative Code Securities		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 of Number of Shares
Stock Options (Right to buy)	\$ 18.97	05/11/2006		M		2,132	04/25/2003	04/25/2012	Common Stock	2,132
Stock Options (Right to buy)	\$ 19.56	05/11/2006		M		1,599	01/23/2004	01/22/2013	Common Stock	1,599
Stock Options (Right to buy)	\$ 23.68	05/11/2006		M		2,132	06/20/2002	06/20/2011	Common Stock	2,132
Stock Options (Right to buy)	\$ 25.19						10/02/2001	10/02/2010	Common Stock	46,032
Stock Options (Right to buy)	\$ 25.495	05/11/2006		M		1,066	01/16/2005	01/15/2014	Common Stock	1,066
Stock Options (Right to buy)	\$ 26.31	05/11/2006		M		8,305	07/02/2005	05/18/2012	Common Stock	8,305

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Options (Right to buy)	\$ 28.24	01/12/2006 01/11/2015	Common Stock	2,666
Restricted Stock Units	\$ 0	05/19/2006 05/18/2012	Common Stock	4,090.59

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer Other				
ROBINSON MURRAY ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772	X						

## **Signatures**

Rhonda Strickland, attorney in fact 05/12/2006

\*\*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).

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.

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