

MONSANTO CO /NEW/
Form 4/A
November 02, 2004

FORM 4

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

OMB APPROVAL

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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 *
KING GWENDOLYN S

(Last) (First) (Middle)

1506 HAMILTON STREET, N.W.

(Street)

WASHINGTON, DC 20011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MONSANTO CO /NEW/ [MON]

3. Date of Earliest Transaction (Month/Day/Year)

01/30/2004

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

02/03/2004

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
Common Stock	01/30/2004		A	V	38 ⁽¹⁾ ₍₂₎	A	\$ 30.59
					10,685 ⁽³⁾	D	

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)

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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)
Option (right to buy)	\$ 29.9					03/15/2002 ⁽⁴⁾ 10/16/2010	Common Stock 10,000
Performance Rights	⁽⁶⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 648

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KING GWENDOLYN S 1506 HAMILTON STREET, N.W. WASHINGTON, DC 20011	X			

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).
- Represents dividend equivalents with respect to shares of deferred common stock deliverable upon termination as a director under the Monsanto Company Non-Employee Director Equity Incentive Plan. Shares of stock are credited in the form of hypothetical shares to a
- (1) stock unit account in installments on the last day of each plan month during the director's term and for the payment of dividends. Shares of deferred stock not credited to the stock unit account because of termination as a director before the end of the director's term are forfeited.
 - (2) This amount reflects the correct amount of dividend equivalents.
- Includes 8,700 shares of deferred common stock deliverable under the Monsanto Company Non-Employee Director Equity Incentive
- (3) Compensation Plan; 309 shares of common stock issued as dividends with respect to such shares; and 1,676 shares of common stock owned directly by the Reporting Person.
 - (4) 50% of the shares became exercisable on March 15, 2002 and 50% of shares became exercisable on March 15, 2003, subject to the terms of the Monsanto Company Long-Term Incentive Plan.
 - (5) Represents shares of the Issuer purchased in the open market by Pharmacia Corporation, which will be held in trust for the benefit of the Reporting Person in accordance with the Reporting Person's election to defer a portion of the compensation payable to her as a director of Pharmacia Corporation. The fair market value of those shares will be paid to the Reporting Person in the form of Pharmacia Corporation

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common stock upon the earlier of the Reporting Person's death or retirement as a director of Pharmacia Corporation.

(6) 1 for 1

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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