

MONSANTO CO /NEW/
Form 4
May 05, 2005

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

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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 *
LEIDY MARK J

(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)
05/03/2005

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)
EVP-Manufacturing

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)
				(A) or (D)	Price		
Common Stock	05/03/2005		M	59,000	A \$ 34.325	85,800	D
Common Stock	05/03/2005		S	26,100	D \$ 59	59,700	D
Common Stock	05/03/2005		S	300	D \$ 59.43	59,400	D
Common Stock	05/03/2005		S	12,600	D \$ 59.35	46,800	D
Common Stock	05/03/2005		S	1,600	D \$ 59.3	45,200	D

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Common Stock	05/03/2005	S	13,200	D	\$ 59.25	32,000	D	
Common Stock	05/03/2005	S	1,800	D	\$ 59.33	30,200	D	
Common Stock	05/03/2005	S	3,400	D	\$ 59.27	26,800	D	
Common Stock	05/04/2005	M	33,334	A	\$ 16.145	60,134	D	
Common Stock	05/04/2005	S	14,700	D	\$ 59	45,434	D	
Common Stock	05/04/2005	S	300	D	\$ 59.03	45,134	D	
Common Stock	05/04/2005	S	13,800	D	\$ 59.02	31,334	D	
Common Stock	05/04/2005	S	1,200	D	\$ 59.12	30,134	D	
Common Stock	05/04/2005	S	700	D	\$ 59.18	29,434	D	
Common Stock	05/04/2005	S	1,100	D	\$ 59.19	28,334	D	
Common Stock	05/04/2005	S	300	D	\$ 59.17	28,034	D	
Common Stock	05/04/2005	S	100	D	\$ 59.15	27,934	D	
Common Stock	05/04/2005	S	134	D	\$ 59.14	27,800 ⁽¹⁾	D	
Common Stock						3,124	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 number.

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)	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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy) \$ 34.325 05/03/2005	M				03/15/2002 ⁽²⁾	02/14/2011	Common Stock	59,000
Option (right to buy) \$ 16.145 05/04/2005	M				04/25/2004 ⁽³⁾	04/24/2013	Common Stock	33,334

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEIDY MARK J 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			EVP-Manufacturing	

Signatures

Christopher A. Martin,
Attorney-in-Fact 05/05/2005

__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).

- (1) Includes 13,800 shares of the Issuer's common stock held directly by the Reporting Person and 14,000 shares of restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan.
- (2) 50% of the options became exercisable on each of March 15, 2002 and March 15, 2003.
- (3) Options became or become 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.

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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