

MONSANTO CO /NEW/
Form 4
February 06, 2006

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 *
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)

02/02/2006

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)
			Code	V	Amount or Price		
Common Stock	02/02/2006		M		10,517 A \$ 41.61	38,872	D
Common Stock	02/02/2006		M		7,210 A \$ 32.385	46,082	D
Common Stock	02/02/2006		M		2,434 A \$ 21.295	48,516	D
Common Stock	02/02/2006		S		200 D \$ 84.33	48,316	D
Common Stock	02/02/2006		S		800 D \$ 84.32	47,516	D

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Common Stock	02/02/2006	S	2,400	D	\$ 84.26	45,116	D	
Common Stock	02/02/2006	S	900	D	\$ 84.24	44,216	D	
Common Stock	02/02/2006	S	617	D	\$ 84.29	43,599	D	
Common Stock	02/02/2006	S	600	D	\$ 84.27	42,999	D	
Common Stock	02/02/2006	S	200	D	\$ 84.04	42,799	D	
Common Stock	02/02/2006	S	800	D	\$ 84.02	41,999	D	
Common Stock	02/02/2006	S	1,000	D	\$ 84.11	40,999	D	
Common Stock	02/02/2006	S	500	D	\$ 84.1	40,499	D	
Common Stock	02/02/2006	S	2,400	D	\$ 84.06	38,099	D	
Common Stock	02/02/2006	S	100	D	\$ 84.08	37,999	D	
Common Stock	02/02/2006	S	444	D	\$ 84.45	37,555	D	
Common Stock	02/02/2006	S	9,200	D	\$ 84.28	28,355	D	
Common Stock						3,295	I	By 401(k) Plan

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

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(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, and 5)	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	Title

						Expiration Date		Amount or Number of Shares
Option (Right to Buy)	\$ 41.61	02/02/2006	M	10,517	11/15/2005 ⁽¹⁾	10/28/2014	Common Stock	10,517
Option (Right to Buy)	\$ 32.385	02/02/2006	M	7,210	03/15/2005 ⁽²⁾	02/26/2014	Common Stock	7,210
Option (Right to Buy)	\$ 21.295	02/02/2006	M	2,434	06/17/2004 ⁽³⁾	06/16/2013	Common Stock	2,434

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

02/06/2006

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).
- (1) One third of the options became exercisable on November 15, 2005, one-third of the options become exercisable on November 15, 2006 and one-third of the options become exercisable on November 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (2) One-third of the options became exercisable on March 15, 2005, one-third of the options become exercisable on March 15, 2006 and one-third of the options become exercisable on March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (3) One-third of the options became exercisable on June 17, 2004, one-third of the options became exercisable on March 15, 2005 and one-third of the options become exercisable on 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. 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.