

MONSANTO CO /NEW/  
Form 4  
August 03, 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 \*  
HOLLOWAY JANET M

(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)  
08/01/2006

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)  
VP & Chief of Staff

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 08/01/2006                           |  | M <sup>(1)</sup>               | 13,332 A  | \$ 8.0725   | 111,212 <sup>(3)</sup>                                   | D   |
| Common Stock                    | 08/01/2006                           |  | M <sup>(1)</sup>               | 10,300 A  | \$ 16.1925  | 121,512  | D   |
| Common Stock                    | 08/01/2006                           |  | S <sup>(1)</sup>               | 3,100 D   | \$ 42.7   | 118,412  | D   |
| Common Stock                    | 08/01/2006                           |  | S <sup>(1)</sup>               | 532 D   | \$ 42.74  | 117,880  | D   |
| Common Stock                    | 08/01/2006                           |  | S <sup>(1)</sup>               | 300 D   | \$ 42.66  | 117,580  | D   |

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|              |            |                  |       |   |          |                       |   |                |
|--------------|------------|------------------|-------|---|----------|-----------------------|---|----------------|
| Common Stock | 08/01/2006 | S <sup>(1)</sup> | 4,700 | D | \$ 42.6  | 112,880               | D |                |
| Common Stock | 08/01/2006 | S <sup>(1)</sup> | 4,700 | D | \$ 42.4  | 108,180               | D |                |
| Common Stock | 08/01/2006 | S <sup>(1)</sup> | 5,000 | D | \$ 42.45 | 103,180               | D |                |
| Common Stock | 08/01/2006 | S <sup>(1)</sup> | 300   | D | \$ 42.41 | 102,880               | D |                |
| Common Stock | 08/01/2006 | S <sup>(1)</sup> | 4,800 | D | \$ 42.2  | 98,080                | D |                |
| Common Stock | 08/01/2006 | S <sup>(1)</sup> | 200   | D | \$ 42.22 | 97,880                | D |                |
| Common Stock |            |                  |       |   |          | 14,866 <sup>(3)</sup> | 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) | Amount or Number of Shares |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      | Amount or Number of Shares |
| Option (right to buy)                      | \$ 8.0725 <sup>(4)</sup>                               | 08/01/2006                           |  | M <sup>(1)</sup>               | 13,332  | 04/25/2004 <sup>(2)</sup>                                | 04/24/2013  | Common Stock               | 13,332                     |
| Option (right to buy)                      | \$ 16.1925 <sup>(4)</sup>                              | 08/01/2006                           |  | M <sup>(1)</sup>               | 10,300  | 03/15/2005 <sup>(5)</sup>                                | 02/26/2014  | Common Stock               | 10,300                     |
| Option (right to buy)                      | \$ 20.805 <sup>(4)</sup>                               |                                      |  |                                |   | 11/15/2005 <sup>(6)</sup>                                | 10/28/2014  | Common Stock               | 0 <sup>(7)</sup>           |
| Option (right to buy)                      | \$ 29.2175 <sup>(4)</sup>                              |                                      |  |                                |   | 11/15/2006 <sup>(8)</sup>                                | 10/27/2015  | Common Stock               | 0 <sup>(7)</sup>           |

buy)

Phantom  
Share (9)  
Units

(10)

(10)

Phantom  
Share  
Units

0 (7)

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                     |       |
|---|---------------|-----------|---------------------|-------|
|   | Director      | 10% Owner | Officer             | Other |
| HOLLOWAY JANET M<br>800 N. LINDBERGH BLVD.<br>ST. LOUIS, MO 63167 |               |           | VP & Chief of Staff |       |

## Signatures

Christopher A. Martin,  
Attorney-in-Fact

08/03/2006

\_\_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) The sales and stock option exercises reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 27, 2006.
- (2) One-third of the options became exercisable on April 25, 2004, one-third of the options became exercisable on March 15, 2005 and one-third of the options became exercisable on March 15, 2006, subject to the terms of the Monsanto Company Long Term Incentive Plan.
- (3) Holdings reflect a 2-for-1 split of Monsanto Company common stock on July 28, 2006.
- (4) Exercise price has been adjusted to reflect a 2-for-1 split of Monsanto Company common stock on July 28, 2006.
- (5) One-third of the options became exercisable on March 15, 2005, one-third of the options became 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.
- (6) One-third of the options became exercisable on November 15, 2005, one-third of the options became 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.
- (7) No transaction is reported on this Form 4 for these securities.
- (8) Options become exercisable in three equal installments on each of November 15, 2006, November 15, 2007 and November 15, 2008, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
- (9) 1 for 1
- (10) The reported phantom shares units were acquired under Monsanto Company's excess benefit plan and are to be settled upon the reporting person's retirement or other termination of service.

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