

Preete Kerry J
 Form 4
 February 15, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Preete Kerry 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)
 02/13/2012

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)
 SVP, Global Strategy

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)	Code	V				Amount
Common Stock	01/17/2012		G	V	125	D	\$ 0	22,729	D	
Common Stock	02/13/2012		X ⁽¹⁾		4,220	A	\$ 20.805	26,949	D	
Common Stock	02/13/2012		X ⁽¹⁾		10,780	A	\$ 29.2175	37,729	D	
Common Stock	02/13/2012		X ⁽¹⁾		6,866	A	\$ 44.06	44,595	D	
Common Stock	02/13/2012		S ⁽¹⁾		21,866	D	\$ 78	22,729	D	

Edgar Filing: Preete Kerry J - Form 4

Common Stock 6,077 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, 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)	\$ 20.805	02/13/2012		X ⁽¹⁾	4,220	11/15/2005 ⁽²⁾ 10/29/2014	Common Stock 4,220
Option (Right to Buy)	\$ 29.2175	02/13/2012		X ⁽¹⁾	10,780	11/15/2006 ⁽³⁾ 10/28/2015	Common Stock 10,780
Option (Right to Buy)	\$ 44.06	02/13/2012		X ⁽¹⁾	6,866	11/15/2007 ⁽⁴⁾ 10/26/2016	Common Stock 6,866

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Preete Kerry J 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			SVP, Global Strategy	

Signatures

Jennifer L. Woods, Attorney-in-Fact 02/15/2012

**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 exercise reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on January 11, 2012.

(2) One-third of the options became exercisable on November 15, 2005, one-third of the options became exercisable on November 15, 2006 and the remainder of the options became exercisable on November 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 November 15, 2006, one-third of the options became exercisable on November 15, 2007 and the remainder of the options became exercisable on November 15, 2008, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

(4) One-third of the options became exercisable on November 15, 2007, one-third of the options became exercisable on November 15, 2008 and the remainder of the options became exercisable on November 15, 2009, 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.