

ARCHER DANIELS MIDLAND CO

Form S-3MEF

September 19, 2005

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**As filed with the Securities and Exchange Commission on September 19, 2005**  
**Registration No. 333-**

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**ARCHER-DANIELS-MIDLAND COMPANY**  
(Exact name of the Registrant as specified in its charter)

**Delaware**

**41-0129150**

(State or Other Jurisdiction of Incorporation)

(I.R.S. Employer Identification Number)

**4666 Faries Parkway**  
**Decatur, Illinois 62526**  
**(217) 424-5200**

(Address and telephone number of the Registrant's principal executive offices)

**David J. Smith**  
**Executive Vice President, Secretary and General Counsel**  
**Archer-Daniels-Midland Company**  
**4666 Faries Parkway**  
**Decatur, Illinois 62526**  
**(217) 424-5200**

(Name, address and telephone number of agent for service)

*Copies to:*

Steven C. Kennedy  
W. Morgan Burns  
Faegre & Benson LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402-3901

Edward S. Best  
Mayer, Brown,  
Rowe & Maw LLP  
190 South LaSalle  
Street  
Chicago, Illinois  
60606

**Approximate date of proposed sale to the public:** From time to time after the effective date of this Registration Statement, as determined by the Registrant.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-103291

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Unit(1)</b>	<b>Proposed Maximum Aggregate Offering Price(1)</b>	<b>Amount of Registration Fee</b>
Debt Securities	\$100,000,000	100%	\$100,000,000	\$11,770.00

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c).

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

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Consent of Ernst & Young LLP

Powers of Attorney

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and certain exhibits. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-103291) (the Original Form S-3 ) of Archer-Daniels-Midland Company, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference in this registration statement.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Decatur, State of Illinois, on September 19, 2005.

ARCHER-DANIELS-MIDLAND  
COMPANY

/s/ Douglas J. Schmalz  
Douglas J. Schmalz  
Senior Vice President and Chief Financial  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on September 19, 2005 by the following persons in the capacities indicated:

<b>Signature</b>	<b>Title</b>
G. Allen Andreas*	Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ Douglas J. Schmalz	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
Douglas J. Schmalz	Group Vice President and Controller (Principal Accounting Officer)
/s/ Steven R. Mills	Director
Steven R. Mills	Director
Alan L. Boeckmann*	Director
Mollie Hale Carter*	Director
Roger S. Joslin*	Director
Patrick J. Moore*	Director
M. Brian Mulroney*	Director
Thomas F. O Neill*	Director
O. Glenn Webb*	

Director

Kelvin R. Westbrook\*

\* Douglas J. Schmalz, by signing his name hereto, does hereby sign this document on behalf of each of the above named officers and directors of the Registrant pursuant to powers of attorney duly executed by such persons.

/s/ Douglas J. Schmalz  
Douglas J. Schmalz  
Attorney-in-fact

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**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>	<b>Form of Filing</b>
5	Opinion and consent of Faegre & Benson LLP	Electronic Transmission
23	Consent of Ernst & Young LLP	Electronic Transmission
24	Powers of attorney	Electronic Transmission