

MONSANTO CO /NEW/
Form 4
November 20, 2007

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

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 *
FRALEY ROBERT T

(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)

11/16/2007

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, Chief Technology Officer

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/16/2007		M ⁽¹⁾		45,000	A	\$ 20.805
							161,152
Common Stock	11/16/2007		M ⁽¹⁾		53,480	A	\$ 29.2175
							214,632
Common Stock	11/16/2007		S ⁽¹⁾		700	D	\$ 91.81
							213,932
Common Stock	11/16/2007		S ⁽¹⁾		500	D	\$ 91.97
							213,432
Common Stock	11/16/2007		S ⁽¹⁾		600	D	\$ 92.06
							212,832

Edgar Filing: MONSANTO CO /NEW/ - Form 4

Common Stock	11/16/2007	<u>S(1)</u>	200	D	\$ 92.092	212,632	D
Common Stock	11/16/2007	<u>S(1)</u>	335	D	\$ 92.23	212,297	D
Common Stock	11/16/2007	<u>S(1)</u>	100	D	\$ 92.24	212,197	D
Common Stock	11/16/2007	<u>S(1)</u>	265	D	\$ 92.25	211,932	D
Common Stock	11/16/2007	<u>S(1)</u>	200	D	\$ 92.28	211,732	D
Common Stock	11/16/2007	<u>S(1)</u>	300	D	\$ 92.3	211,432	D
Common Stock	11/16/2007	<u>S(1)</u>	600	D	\$ 92.31	210,832	D
Common Stock	11/16/2007	<u>S(1)</u>	100	D	\$ 92.32	210,732	D
Common Stock	11/16/2007	<u>S(1)</u>	500	D	\$ 92.34	210,232	D
Common Stock	11/16/2007	<u>S(1)</u>	100	D	\$ 92.35	210,132	D
Common Stock	11/16/2007	<u>S(1)</u>	600	D	\$ 92.38	209,532	D
Common Stock	11/16/2007	<u>S(1)</u>	500	D	\$ 92.44	209,032	D
Common Stock	11/16/2007	<u>S(1)</u>	400	D	\$ 92.45	208,632	D
Common Stock	11/16/2007	<u>S(1)</u>	400	D	\$ 92.47	208,232	D
Common Stock	11/16/2007	<u>S(1)</u>	100	D	\$ 92.48	208,132	D
Common Stock	11/16/2007	<u>S(1)</u>	200	D	\$ 92.51	207,932	D
Common Stock	11/16/2007	<u>S(1)</u>	200	D	\$ 92.52	207,732	D
Common Stock	11/16/2007	<u>S(1)</u>	300	D	\$ 92.524	207,432	D
Common Stock	11/16/2007	<u>S(1)</u>	1,161	D	\$ 92.53	206,271	D
Common Stock	11/16/2007	<u>S(1)</u>	200	D	\$ 92.534	206,071	D
	11/16/2007	<u>S(1)</u>	1,000	D	\$ 92.54	205,071	D

Common Stock							
Common Stock	11/16/2007	S ⁽¹⁾	2,500	D	\$ 92.55	202,571	D
Common Stock	11/16/2007	S ⁽¹⁾	300	D	\$ 92.555	202,271	D
Common Stock	11/16/2007	S ⁽¹⁾	100	D	\$ 92.56	202,171	D
Common Stock	11/16/2007	S ⁽¹⁾	800	D	\$ 92.58	201,371	D

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option (right to buy)	\$ 20.805	11/16/2007		M ⁽¹⁾	45,000	11/15/2005 ⁽²⁾	10/28/2014	Common Stock	45,000
Option (right to buy)	\$ 29.2175	11/16/2007		M ⁽¹⁾	53,480	11/15/2006 ⁽³⁾	10/27/2015	Common Stock	53,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRALEY ROBERT T 800 N. LINDBERGH BLVD. ST LOUIS, MO 63167			EVP, Chief Technology Officer	

Signatures

/s/ Christopher A. Martin,
Attorney-in-Fact

11/20/2007

__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 October 15, 2007.

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

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

Remarks:

The Reporting Person had multiple transactions on November 16, 2007. Due to a limitation on the number of transactions that can be electronically filed on Form 4, the Reporting Person is reporting these transactions on five separate Form 4s. This Form 4 is 1 of 5.

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.