

Edgar Filing: ATLEE FRANK V III - Form 4

ATLEE FRANK V III
Form 4
September 07, 2001

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

AtLee III Frank V.

(Last) (First) (Middle)

10137 East Horizon Drive

(Street)

Scottsdale AZ 85262

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Monsanto Company
MON

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

August 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chairman of the Board

7. Individual or Joint/Group Filing (Check applicable line)

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[X] 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
		Code	V	Amount	(A) or (D)	Price
Common Stock	4/17/01	A(1)	V	4,510	D	\$35.475

* If the Form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

(Over)

(Form 4-07/99)

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FORM 4 (continued)

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option (right to buy)	\$20.00	10/17/00			(5) 10/16/10	Common Stock 10,000

Explanation of Responses:

- (1) Represents shares of deferred common stock deliverable upon termination as a director under the Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the form of a stock unit account in installments on the last day of each plan month during the director's term and the director's term are forfeited.
- (2) Includes 11,892 shares of deferred common stock deliverable under the Monsanto Company Non-Executive Director Compensation Plan.
- (3) These shares are held in a trust for the benefit of one of the reporting person's sons. The reporting person is the trustee of the trust. The reporting person disclaims beneficial ownership of these securities for any other purpose. This filing is not an admission that the reporting person is the beneficial owner of such securities for any other purpose.
- (4) These shares are held in a trust for the benefit of one of the reporting person's sons. The reporting person's spouse are trustees of the trust. The reporting person disclaims beneficial ownership of these securities for any other purpose. This filing is not an admission that the reporting person is the beneficial owner of such securities for any other purpose.
- (5) 50% of the shares underlying the option become exercisable on 3/15/02 and 50% on 3/15/03, subject to the Monsanto 2000 Management Incentive Plan.

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/s/ Michael D. Bryan

9/7/01

**Signature of Reporting Person

Date

* Michael D. Bryan, attorney-in-fact for Frank V. AtLee III

* Executed pursuant to a Power of Attorney previously filed

** Intentional misstatements or omissions of facts constitute Federal
Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
If space provided is insufficient, see Instruction 6 for procedure.