

MONSANTO CO /NEW/
Form 4
September 20, 2002

FORM 4

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

OMB APPROVAL

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

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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

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| | | | | | | | | |
|--|--|--|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Smith Sarah Hull (Last) (First) (Middle) | | | 2. Issuer Name and Ticker or Trading Symbol Monsanto Company (MON) | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Vice President, Public Affairs | | |
| 800 N. Lindbergh Blvd. | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Day/Year September 18, 2002 | | |
| (Street) St. Louis, MO 63167 | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | 7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |

| 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 4) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|---|-----------------|--|-------|---|--|--------------------------------|----------|---|---------------|--|--|--|--|--|-----------------------------------|
| Code | V | Amount | (A) or (D) | Price | | | | | | | | | | | | |
| Common Stock | | 09/18/02 | | | A | | 17,000⁽¹⁾ | A | | 17,000 | | D | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/ Day/ | 3A. Deemed Execution Date, if any (Month/ Day/ | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported | 10. Ownership Form of Derivative Security: | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------------------------|--|--------------------------------|--|---|---|--|--|--|--|
|--|--|----------------------------------|--|--------------------------------|--|---|---|--|--|--|--|

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| | Year) | Year) | Disposed of (D) | | | | Date Exer-cisable | Expira-tion Date | Title | Amount or Number of Shares | Transaction(s) (Instr. 4) | Direct (D) or Indirect (I) (Instr. 4) |
|-----------------------|----------|-------|-----------------|---|-----|-----|-------------------|------------------|---------|----------------------------|---------------------------|---------------------------------------|
| | | | Code | V | (A) | (D) | | | | | | |
| Option (right to buy) | \$34.325 | | | | | (2) | 02/14/11 | Common Stock | 100,000 | 100,000 | D | |

Explanation of Responses:

(1) Restricted stock grant.

(2) 50% of the shares became exercisable on March 15, 2002 and 50% become exercisable on March 15, 2003, subject to the terms of the Monsanto 2000 Management Incentive Plan.

(3) Michael D. Bryan, attorney-in-fact for Sarah Hull Smith pursuant to a Power of Attorney previously filed.

By: /s/ Michael D. Bryan⁽³⁾

09/20/02
Date

**Signature of Reporting Person

**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 is insufficient, See Instruction 6 for procedure.

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