

MONSANTO CO /NEW/
Form 4
December 09, 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* Reed John S. (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 checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)			
Citicorp Center 153 East 53rd Street, 21st Floor			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)				4. Statement for Month/Day/Year December 6, 2002			
(Street) New York, NY 10022			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			
(City) (State) (Zip)			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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 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								148,407 ⁽¹⁾	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/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed	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 Transaction(s)	10. Ownership Form of Derivative Security: Direct	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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				of (D)		Date	Expira- tion Date	Title	Amount or Number of Shares	(Instr. 4)	(D) or Indirect (I) (Instr. 4)	
				(Instr. 3, 4 & 5)								
			Code	V	(A)	(D)	Date Exer-cisable					
Option (right to buy)	\$20.00						08/29/02	08/29/07	Common Stock	8,330 ⁽²⁾	8,330	

Explanation of Responses:

(1) Includes 10,144 shares of common stock deliverable under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan; 233 shares of common stock issued as dividends with respect to such deferred shares and 138,030 shares of common stock owned directly by the reporting person.

(2) On October 17, 2000, the Reporting Person received an option grant to acquire 10,000 shares of the Issuer's common stock pursuant to the terms of the Issuer's 2000 Management Incentive Plan. Options to acquire 5,000 shares became exercisable on March 15, 2002. The remaining options were scheduled to vest on March 15, 2003. Effective August 29, 2002, the Reporting Person resigned from the Issuer's Board of Directors. Pursuant to the terms of the Issuer's 2000 Management Incentive Plan, a pro-rata portion of the remaining options, or 3,330 options, became vested as a result of the Reporting Person's resignation.

(3) Michael D. Bryan, attorney-in-fact for John S. Reed pursuant to a Power of Attorney previously filed.

By: /s/ **Michael D. Bryan**⁽³⁾

December 6, 2002

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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