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amendment to the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan (the "Plan"), to be effective May 1, 2005, to: (i) increase the annual amount of the base retainer to \$150,000; (ii) increase the amount of the additional retainer for each of the Chair of the Science and Technology Committee and Chair of the Public Policy and Corporate Responsibility Committee to \$15,000; and (iii) increase the amount of the additional retainer for each member of the Audit and Finance Committee (other than the Chair) to \$10,000.

A copy of the amended Plan can be found in Exhibit 10.15 filed herewith and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits. The following document is filed as an exhibit to this report:

Exhibit 10.15 Monsanto Company Non-Employee Director Equity Incentive Compensation Plan, as amended and restated, effective May 1, 2005

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 25, 2005

MONSANTO COMPANY

By: /s/ Christopher A. Martin

Name: Christopher A. Martin
Title: Assistant Secretary

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EXHIBIT INDEX

| Exhibit Number | Description of Exhibit |
|----------------|---|
| ----- | ----- |
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