MONSANTO CO /NEW/

Form 4 July 17, 2008

### FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16

Section 16

SECURITIES

SECURITIES

Expires: January 31, 2005

**OMB APPROVAL** 

subject to
Section 16.
Form 4 or
Form 5

SIATEMENT OF CHANGES IN BENEFIT
SECURITIES

SECURITIES

Filed pursuant to Section 16(a) of the Security

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * GRANT HUGH		ng Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol MONSANTO CO /NEW/ [MON]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Chech an appheacle)			
800 N. LINDBI	ERGH BLV	D.	(Month/Day/Year) 07/15/2008	X Director 10% Owner _X Officer (give title Other (specify below)  Chairman, President & CEO			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ST. LOUIS, MO 63167			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative S	Securi	ties Acquire	d, Disposed of, o	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. 4. Securities Acquired (A TransactionDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			` ,	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)
Common Stock	07/15/2008		Code V $M_{\underline{(1)}}$	Amount 158,940	(D)	Price \$ 16.1925	644,660	D	
Common Stock	07/15/2008		S(1)	8,600	D	\$ 114.18 (2)	636,060	D	
Common Stock	07/15/2008		S(1)	92,000	D	\$ 115.37 (3)	544,060	D	
Common Stock	07/15/2008		S(1)	10,000	D	\$ 116.01 (4)	534,060	D	
Common Stock	07/15/2008		S <u>(1)</u>	48,340	D	\$ 117.04 (5)	485,720	D	

Common Stock 5,420 I By 401(k) Plan

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

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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. Transactio Code (Instr. 8)	5. Number of onDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Option (right to buy)	\$ 16.1925	07/15/2008		M(1)		158,940	03/15/2005(6)	02/26/2014	Common Stock	158,

#### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

**GRANT HUGH** 

800 N. LINDBERGH BLVD. X Chairman, President & CEO

ST. LOUIS, MO 63167

#### **Signatures**

Christopher A. Martin, by Power of Attorney 07/17/2008

\*\*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 exercise reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 15, 2007.
- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$114.00 to \$114.91. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.

Reporting Owners 2

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- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported (3) on this line ranged from \$115.00 to \$115.97. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$116.00 to \$116.17. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$117.00 to \$117.50. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
- One-third of the options became exercisable on March 15, 2005, one-third of the options became exercisable on March 15, 2006 and one-third of the options became exercisable on March 15, 2007, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.

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.