### FRALEY ROBERT T

Form 4

September 02, 2009

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

30,127

6,003

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Washington, D.C. 20549

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

subject to

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

Stock

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FRALEY ROBERT T				Symbol MONSANTO CO /NEW/ [MON]					N]	Issuer (Check all applicable)			
(Last) (First) (Middle) 800 N. LINDBERGH BLVD.				3. Date of Earliest Transaction (Month/Day/Year) 08/31/2009						DirectorX Officer (give below)	10%	Owner er (specify	
		(Street)		4. If Ame			te Original			6. Individual or Jo Applicable Line) _X_ Form filed by 0	oint/Group Filin  One Reporting Pe	g(Check rson	
ST. LOUIS, MO 63167										Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tab	le I - No	n-D	erivative S	Securi	ties Acq	uired, Disposed of	f, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Execution	med on Date, if Day/Year)	3. Transa Code (Instr.		4. Securit on(A) or Dis (Instr. 3, 4	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	V	Amount	or (D)	Price	(Instr. 3 and 4)			
	Common Stock	05/26/2009			G	V	300	D	\$0	106,176	D		
	Common Stock	08/31/2009			F		10,470 (1)	D	\$ 83.88	95,706	D		
	Common									30 127	ī	By Grantor	

Retained

Annuity Trust

Grantor

By

### Edgar Filing: FRALEY ROBERT T - Form 4

			Retained Annuity Trust II
Common Stock	10,000	I	By Grantor Retained Annuity Trust III
Common Stock	2,556	I	By Children
Common Stock	9,666	I	By 401(k) Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	4	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	•		Secur	ities	(Instr. 5)
	Derivative				5	Securities			(Instr.	. 3 and 4)	
	Security				1	Acquired					
					(	(A) or					
					I	Disposed					
					(	of (D)					
					(	(Instr. 3,					
					2	4, and 5)					
										Amount	
							Date	Expiration		or	
							Exercisable	*	Title N	Number	
							Lacreisable	Duic		of	
				Code	V (	(A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

FRALEY ROBERT T 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167

EVP, Chief Technology Officer

Reporting Owners 2

## **Signatures**

Jennifer L. Woods, Attorney-in-Fact

09/02/2009

\*\*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) On August 31, 2009, 28,380 restricted stock units became fully vested for which taxes became due and payable. 10,470 restricted stock units were used for the payment of these taxes.

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.

Signatures 3