MONSANTO CO /NEW/

Form 4 July 05, 2012

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

> Estimated average burden hours per 0.5

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

response...

Form 4 or 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEGEMANN BRETT D			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	MONSANTO CO /NEW/ [MON] 3. Date of Earliest Transaction	(Check all applicable)		
800 N. LINDBERGH BLVD.			(Month/Day/Year) 07/02/2012	Director 10% Owner Officer (give title Other (specify below) EVP & Chief Commercial Officer		
	(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)	Table I - Non-Derivative Securities Aco	nuired, Disposed of, or Beneficially Owner		

(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. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	07/02/2012		M	32,090	A	\$ 29.2175	117,515	D		
Common Stock	07/02/2012		S	32,090	D	\$ 83.1854 (1)	85,425	D		
Common Stock							27,769 (2)	I	By Trust	
Common Stock							6,398	I	By 401(k)	

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

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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.	5. Number of	6. Date Exercisab	le and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date		Underlying S	Securities
Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	;)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (Right to Buy)	\$ 29.2175	07/02/2012		M	32,090	11/15/2006 <u>(3)</u>	10/28/2015	Common Stock	32,090

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEGEMANN BRETT D 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167

EVP & Chief Commercial Officer

Signatures

Jennifer L. Woods, Attorney-in-Fact

**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).
- This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported (1) on this line ranged from \$83.12 to \$83.4317. 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.
- (2) Shares were previously reported as directly held. The reporting person is the sole trustee and a beneficiary of the Trust.
- One-third of the options became exercisable on November 15, 2006, one-third of the options became exercisable on November 15, 2007 and the remainder of the options became exercisable on November 15, 2008, subject to the terms and conditions of the Monsanto

(3) and the remainder of the options became exercisable on November 15, 2008, 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.

Reporting Owners 2

. Title and Amo

SEC 1474

(9-02)