

DELTA & PINE LAND CO
Form 4
April 07, 2006

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
SHACKELFORD ANN J

(Last) (First) (Middle)

ONE COTTON ROW, 100 MAIN STREET

(Street)

SCOTT, MS 38772

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DELTA & PINE LAND CO [DLP]

3. Date of Earliest Transaction (Month/Day/Year)
04/06/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 and 5)	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)
			Code	V Amount (A) or (D) Price			
Common Stock	04/06/2006		M	2,011 A \$ 22.36	4,959	D	
Common Stock	04/06/2006		S	2,011 D \$ 30.147	2,948	D	
Common Stock	04/07/2006		M	5,100 A \$ 22.36	8,048	D	
Common Stock	04/07/2006		S	5,100 D \$ 30	2,948	D	
Common Stock					16	I	Minor Child

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Common Stock	177	I	IRA
Common Stock	1,173	I	IRA f/b/o Spouse
Common Stock	3,153	I	Spouse's Business
Common Stock	507.67	I	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 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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to buy)	\$ 19.62					03/30/2001 03/30/2010	Common Stock	2,000
Stock Options (Right to buy)	\$ 22.36	04/06/2006		M	2,011	10/18/1997 10/18/2006	Common Stock	2,011
Stock Options (Right to buy)	\$ 22.36	04/07/2006		M	5,100	10/18/1997 10/18/2006	Common Stock	5,100
Stock Options (Right to buy)	\$ 26.31					07/02/2005 05/18/2012	Common Stock	8,773
	\$ 26.82					10/28/1998 10/28/2007		66,667

Stock Options (Right to buy)				Common Stock	
Stock Options (Right to buy)	\$ 27.56	05/18/2005	05/18/2012	Common Stock	3,193
Stock Options (Right to buy)	\$ 28.81	05/18/2005	05/18/2012	Common Stock	3,487
Stock Options (Right to buy)	\$ 30.06	05/18/2005	05/18/2012	Common Stock	3,799

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHACKELFORD ANN J ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772			Vice President	

Signatures

Rhonda Strickland 04/07/2006

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).

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.