

DELTA & PINE LAND CO
Form 5
June 04, 2007

FORM 5

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

OMB APPROVAL
OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2007

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 Reporting (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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	^	^	^	^	^	^	4,964	D	^
Common Stock	^	^	^	^	^	^	177	I	IRA
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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SEC 2270 (9-02)

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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)	
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 19.62	Â	Â	Â	Â Â	03/30/2001	03/30/2010	Common Stock	2,000
Stock Options (Right to buy)	\$ 26.31	Â	Â	Â	Â Â	07/02/2005	05/18/2012	Common Stock	8,773
Stock Options (Right to buy)	\$ 26.82	Â	Â	Â	Â Â	10/28/1998	10/28/2007	Common Stock	22,223
Stock Options (Right to buy)	\$ 27.56	Â	Â	Â	Â Â	05/18/2005	05/18/2012	Common Stock	3,193
Stock Options (Right to buy)	\$ 28.81	Â	Â	Â	Â Â	05/18/2005	05/18/2012	Common Stock	3,487
Stock Options (Right to buy)	\$ 30.06	Â	Â	Â	Â Â	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	Â	Â	Â Vice President	Â

ONE COTTON ROW
100 MAIN STREET
SCOTT, MS 38772

Signatures

Rhonda
Strickland

06/04/2007

**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).

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