

BEGEMANN BRETT D  
 Form 4/A  
 March 02, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**BEGEMANN BRETT D**

2. Issuer Name and Ticker or Trading Symbol  
**MONSANTO CO /NEW/ [MON]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**800 N. LINDBERGH BLVD.**  
  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/12/2004**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP-International Commercial**

**ST. LOUIS, MO 63167**  
  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
**11/16/2004**

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)								(Instr.)
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
	Phantom Share Units <sup>(1)</sup>	<u>(2)</u> 11/12/2004	A	V	4,898 <sup>(4)</sup>		<u>(3)</u>	<u>(3)</u>	Common Stock	4,898	\$ 42.	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director   10% Owner   Officer   Other
BEGEMANN BRETT D 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167	EVP-International Commercial

Signatures

Christopher A. Martin, Attorney-in-Fact	03/02/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Only securities of the same class or classes involved in the transactions being reported are included in this report. Accordingly, common stock and options holdings are not included in this report.
- (2) 1 for 1
- (3) The reported phantom share units were acquired under Monsanto Company's deferred payment plan and are to be settled in monthly installments for five years beginning in the month of January following the reporting person's retirement.
- (4) The reporting person is amending the Form 4 originally filed to report the acquisition of phantom share units acquired under Monsanto Company's deferred payment plan to include 197 share units acquired through the Company's match which were omitted from the original report.

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.