

STEINER GERALD A
Form 4
April 28, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STEINER GERALD A

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

ST. LOUIS, MO 63167

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
04/26/2005

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)
EVP Commercial Acceptance

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 04/26/2005 | | M | | 44,280 A \$ 33.88 | 72,025 | D |
| Common Stock | 04/26/2005 | | M | | 43,110 A \$ 34.8 | 115,135 | D |
| Common Stock | 04/26/2005 | | M | | 23,500 A \$ 16.145 | 138,635 | D |
| Common Stock | 04/26/2005 | | S | | 95,200 D \$ 58.75 | 43,435 | D |
| Common Stock | 04/26/2005 | | S | | 1,690 D \$ 59.04 | 41,745 ⁽¹⁾ | D |

Edgar Filing: STEINER GERALD A - Form 4

Common Stock 1,535 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)

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Option (right to buy) | \$ 33.88 | 04/26/2005 | | M | 44,280 | 07/15/2002 ⁽²⁾ | 07/14/2011 | Common Stock | 44,280 |
| Option (right to buy) | \$ 34.8 | 04/26/2005 | | M | 43,110 | 08/15/2002 ⁽³⁾ | 08/14/2011 | Common Stock | 43,110 |
| Option (right to buy) | \$ 16.145 | 04/26/2005 | | M | 23,500 | 04/25/2004 ⁽⁴⁾ | 04/25/2013 | Common Stock | 23,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

STEINER GERALD A
800 N. LINDBERGH BLVD.
ST. LOUIS, MO 63167

EVP Commercial Acceptance

Signatures

Christopher A. Martin,
Attorney-in-Fact

04/28/2005

**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) Includes: 26,745 shares owned directly and 15,000 shares of restricted stock granted pursuant to the Monsanto Company Long Term Incentive Plan.
- (2) 50% of the options became exercisable on each of July 15, 2002 and March 15, 2003, subject to the terms and conditions of the Monsanto 2000 Management Incentive Plan.
- (3) 50% of the options became exercisable on each of August 15, 2002 and March 15, 2003, subject to the terms and conditions of the Monsanto 2000 Management Incentive Plan.
- (4) One-third of the options became exercisable on April 25, 2004, one-third of the options became exercisable on March 15, 2005 and one-third of the options become exercisable on March 15, 2006, subject to the terms 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.