

Edgar Filing: MONSANTO CO /NEW/ - Form 4

MONSANTO CO /NEW/
Form 4
June 07, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person*

King	Gwendolyn	S.
(Last)	(First)	(Middle)

1506 Hamilton Street, N. W.

(Street)

Washington	D.C.	20011
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Monsanto Company
MON

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

May 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
<input type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)

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FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Exer- cisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
Option (Right to buy)	\$29.90	2/21/01			(3) 10/16/10	Common Stock 10,000

Explanation of Responses:

- (1) Represents shares of deferred common stock deliverable upon termination as a director under the Director Equity Incentive Compensation Plan. Shares of deferred stock are credited in the for unit account in installments on the last day of each plan month during the director's term and Shares of deferred stock not credited to the stock unit account because of termination as a director's term are forfeited.
- (2) Includes 3,962 shares of deferred common stock deliverable under the Monsanto Company Non-Employee Compensation Plan; 16 shares of common stock issued as dividends with respect to such deferred stock owned directly by the reporting person.
- (3) 50% of the shares underlying the option became exercisable on 3/15/02 and 50% become exercisable terms and conditions of the Monsanto 2000 Management Incentive Plan.

/s/ Michael D. Bryan

6-7-02

**Signature of Reporting Person

Date

* Michael D. Bryan, attorney-in-fact for Gwendolyn S. King

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* Executed pursuant to a Power of Attorney previously filed
** 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 provided is insufficient, see Instruction 6 for procedure.

Page 2