

MONSANTO CO /NEW/
Form 8-K
June 25, 2008

As Filed with the Securities and Exchange Commission on June 25, 2008

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

**FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): June 25, 2008
MONSANTO COMPANY
(Exact Name of Registrant as Specified in its Charter)**

Delaware
(State of Incorporation)

001-16167
(Commission File Number)

43-1878297
(IRS Employer Identification No.)

**800 North Lindbergh Boulevard
St. Louis, Missouri 63167**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(314) 694-1000**

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

Item 2.02. Results of Operations and Financial Condition.

On June 25, 2008, Monsanto Company issued a press release announcing its third quarter fiscal year 2008 financial and operating results for the period ended May 31, 2008. This press release is furnished as Exhibit 99 hereto and incorporated herein by reference.

The press release furnished herewith uses the non-GAAP financial measure of earnings per share (EPS) on an ongoing basis. Our ongoing EPS financial measure excludes certain after-tax items that we do not consider part of ongoing operations, which are identified as such in the reconciliation. We believe that our ongoing EPS financial measure presented with these adjustments best reflects our ongoing performance and business operations during the periods presented and is more useful to investors for comparative purposes. In addition, management uses the ongoing EPS financial measure as a guide in its budgeting and long-range planning processes, and as a guide in determining incentive compensation. The presentation of EPS on an ongoing basis is intended to supplement investors understanding of our operating performance. This non-GAAP financial measure may not be comparable to similar measures used by other companies. Information concerning Monsanto s use of the non-GAAP financial measures free cash flow and EBIT appears in Monsanto s most recent Report on Form 10-Q.

We are furnishing the information contained in this report, including the Exhibit, pursuant to Item 2.02 Results of Operations and Financial Condition of Form 8-K promulgated by the SEC. This information shall not be deemed to be filed for the purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section, unless we specifically incorporate it by reference in a document filed under the Securities Act or the Exchange Act. By filing this report on Form 8-K and furnishing this information, we make no admission as to the materiality of any information in this report, including the Exhibit.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

Exhibit 99 Press Release, dated June 25, 2008, issued by Monsanto Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MONSANTO COMPANY

Dated: June 25, 2008

By: /s/ Christopher A. Martin
Name: Christopher A. Martin
Title: Assistant Secretary

EXHIBIT INDEX

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 99 | Press Release, dated June 25, 2008, issued by Monsanto Company |