

MONSANTO CO /NEW/  
Form 4  
January 10, 2008

**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

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**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 \*  
**MORLEY CHERYL P**

(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)  
**01/08/2007**

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)  
**Sr. VP Corporate Strategy**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Common Stock                    | 11/14/2007                           |  | G                              | V 54 D \$ 0   | 85,081  | D  |   |
| Common Stock                    | 01/08/2008                           |  | M                              | 37,760 A \$ 20.805  | 122,841   | D  |   |
| Common Stock                    | 01/08/2008                           |  | M                              | 29,960 A \$ 29.2175   | 152,801   | D  |   |
| Common Stock                    | 01/08/2008                           |  | S                              | 2,230 D \$ 122  | 150,571   | D  |   |
| Common Stock                    | 01/08/2008                           |  | S                              | 1,200 D \$ 122.01   | 149,371   | D  |   |

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|              |            |   |       |   |           |         |   |
|--------------|------------|---|-------|---|-----------|---------|---|
| Common Stock | 01/08/2008 | S | 200   | D | \$ 122.02 | 149,171 | D |
| Common Stock | 01/08/2008 | S | 300   | D | \$ 122.03 | 148,871 | D |
| Common Stock | 01/08/2008 | S | 900   | D | \$ 122.04 | 147,971 | D |
| Common Stock | 01/08/2008 | S | 100   | D | \$ 122.05 | 147,871 | D |
| Common Stock | 01/08/2008 | S | 400   | D | \$ 122.08 | 147,471 | D |
| Common Stock | 01/08/2008 | S | 600   | D | \$ 122.1  | 146,871 | D |
| Common Stock | 01/08/2008 | S | 1,500 | D | \$ 122.11 | 145,371 | D |
| Common Stock | 01/08/2008 | S | 1,000 | D | \$ 122.12 | 144,371 | D |
| Common Stock | 01/08/2008 | S | 100   | D | \$ 122.13 | 144,271 | D |
| Common Stock | 01/08/2008 | S | 500   | D | \$ 122.14 | 143,771 | D |
| Common Stock | 01/08/2008 | S | 300   | D | \$ 122.17 | 143,471 | D |
| Common Stock | 01/08/2008 | S | 400   | D | \$ 122.18 | 143,071 | D |
| Common Stock | 01/08/2008 | S | 1,100 | D | \$ 122.22 | 141,971 | D |
| Common Stock | 01/08/2008 | S | 300   | D | \$ 122.23 | 141,671 | D |
| Common Stock | 01/08/2008 | S | 300   | D | \$ 122.24 | 141,371 | D |
| Common Stock | 01/08/2008 | S | 700   | D | \$ 122.25 | 140,671 | D |
| Common Stock | 01/08/2008 | S | 400   | D | \$ 122.26 | 140,271 | D |
| Common Stock | 01/08/2008 | S | 100   | D | \$ 122.28 | 140,171 | D |
| Common Stock | 01/08/2008 | S | 400   | D | \$ 122.29 | 139,771 | D |
| Common Stock | 01/08/2008 | S | 1,500 | D | \$ 122.3  | 138,271 | D |
|              | 01/08/2008 | S | 200   | D | \$ 122.31 | 138,071 | D |

|              |            |  |   |        |   |           |           |
|--------------|------------|--|---|--------|---|-----------|-----------|
| Common Stock |            |  |   |        |   |           |           |
| Common Stock | 01/08/2008 |  | S | 200    | D | \$ 122.32 | 137,871 D |
| Common Stock | 01/08/2008 |  | S | 10,500 | D | \$ 122.35 | 127,371 D |
| Common Stock | 01/08/2008 |  | S | 100    | D | \$ 122.39 | 127,271 D |
| Common Stock | 01/08/2008 |  | S | 600    | D | \$ 122.4  | 126,671 D |

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 (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)                      | \$ 20.805  | 01/08/2008                           |  | M                              | 37,760  | 11/15/2005 <sup>(1)</sup>                                | 10/28/2014  | Common Stock | 37,760                     |
| Option (right to buy)                      | \$ 29.2175   | 01/08/2008                           |  | M                              | 29,960  | 11/15/2006 <sup>(2)</sup>                                | 10/28/2015  | Common Stock | 29,960                     |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| MORLEY CHERYL P<br>800 N. LINDBERGH BLVD.<br>ST. LOUIS, MO 63167 |               |           | Sr. VP Corporate Strategy |       |

## Signatures

/s/ Christopher A. Martin,  
Attorney-in-Fact

01/10/2008

\_\_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) One-third of the options became exercisable on November 15, 2005, one-third of the options became exercisable on November 15, 2006 and one-third of the options became exercisable on November 15, 2007, subject to the terms and conditions of the Monsanto Company Long-Term Incentive Plan.
  - (2) One-third of the options became exercisable on November 15, 2006, one-third of the options became exercisable on November 15, 2007 and one-third of the options become exercisable on November 15, 2008, subject to the terms and conditions of the Monsanto Company Long-Term Incentive Plan.

### Remarks:

The Reporting Person had multiple transactions on January 8, 2008. Due to a limitation on the number of transactions that can be electronically filed on a Form 4, the Reporting Person is reporting these transactions on four separate Form 4s. This Form 4 is 1 of 4.

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.