

MONSANTO CO /NEW/  
Form 4  
January 17, 2008

**FORM 4**

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

OMB APPROVAL

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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 \*  
**CLARK RICHARD B**

(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)  
01/15/2008

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)  
Vice President and Controller

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	12/06/2007		G	V 190 D \$ 0	50,662	D	
Common Stock	12/07/2007		G	V 25 D \$ 0	50,637	D	
Common Stock	12/10/2007		G	V 385 D \$ 0	50,252	D	
Common Stock	01/15/2008		M <sup>(1)</sup>	11,267 A \$ 20.805	61,519	D	
Common Stock	01/15/2008		S <sup>(1)</sup>	1,200 D \$ 127.17	60,319	D	

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Common Stock	01/15/2008	<u>S(1)</u>	100	D	\$ 127.21	60,219	D	
Common Stock	01/15/2008	<u>S(1)</u>	100	D	\$ 127.23	60,119	D	
Common Stock	01/15/2008	<u>S(1)</u>	1,100	D	\$ 127.24	59,019	D	
Common Stock	01/15/2008	<u>S(1)</u>	200	D	\$ 127.25	58,819	D	
Common Stock	01/15/2008	<u>S(1)</u>	800	D	\$ 127.27	58,019	D	
Common Stock	01/15/2008	<u>S(1)</u>	1,300	D	\$ 127.29	56,719	D	
Common Stock	01/15/2008	<u>S(1)</u>	300	D	\$ 127.31	56,419	D	
Common Stock	01/15/2008	<u>S(1)</u>	700	D	\$ 127.39	55,719	D	
Common Stock	01/15/2008	<u>S(1)</u>	1,500	D	\$ 127.41	54,219	D	
Common Stock	01/15/2008	<u>S(1)</u>	1,000	D	\$ 127.5	53,219	D	
Common Stock	01/15/2008	<u>S(1)</u>	1,000	D	\$ 127.51	52,219	D	
Common Stock	01/15/2008	<u>S(1)</u>	1,100	D	\$ 127.53	51,119	D	
Common Stock	01/15/2008	<u>S(1)</u>	767	D	\$ 127.69	50,352	D	
Common Stock	01/15/2008	<u>S(1)</u>	100	D	\$ 127.78	50,252	D	
Common Stock	01/16/2008	F	<u>1,274</u> (3)	D	\$ 112.7	48,978	D	
Common Stock						41	I	By 401(k) Plan
Common Stock						184	I	By Spouse/Children

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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)	Amount or Number of Shares
Option (right to buy)	\$ 20.805	01/15/2008		M <sup>(1)</sup>	11,267	11/15/2005 <sup>(2)</sup> 10/28/2014	Common Stock	11,267

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK RICHARD B 800 N. LINDBERGH BLVD. ST LOUIS, MO 63167			Vice President and Controller	

## Signatures

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

01/17/2008

\*\*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) The sales and stock option exercise reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on July 5, 2007.
  - One-third of the options became exercisable on November 15, 2005, one-third of the options became exercisable on November 15, 2006
- (2) 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.
- (3) On January 16, 2008, 3,000 shares of restricted stock became fully vested for which taxes became due and payable. 1,274 shares of restricted stock were used for the payment of these taxes.

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.