

DELTA & PINE LAND CO  
Form 4  
February 22, 2007

**FORM 4**

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

OMB APPROVAL

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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 \*  
MURPHY JOSEPH M

(Last) (First) (Middle)

VALUE PROPERTIES, INC., 200  
EAST 42ND STREET

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
DELTA & PINE LAND CO [DLP]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/21/2007

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)

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)		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	02/21/2007		M		71,577 A \$ 19.62	73,213	D	
Common Stock	02/21/2007		S		71,577 D \$ 41.2133	1,636	D	
Common Stock	02/22/2007		M		11,089 A \$ 19.62	12,725	D	
Common Stock	02/22/2007		M		12,000 A \$ 26.31	24,725	D	
Common Stock	02/22/2007		M		7,111 A \$ 21.21	31,836	D	

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Common Stock	02/22/2007		S	30,200	D	\$ 41.0931	1,636	D	
Common Stock							698	I	By Spouse

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options (Right to buy)	\$ 18.97					04/26/2003 04/25/2012	Common Stock 2,666
Stock Options (Right to buy)	\$ 19.62	02/21/2007		M	71,577	03/30/2001 03/30/2010	Common Stock 71,577
Stock Options (Right to buy)	\$ 19.62	02/22/2007		M	11,089	03/30/2001 03/30/2010	Common Stock 11,089
Stock Options (Right to buy)	\$ 21.21	02/22/2007		M	7,111	02/27/1998 02/27/2007	Common Stock 7,111
Stock Options (Right to buy)	\$ 23.68					06/21/2002 06/20/2011	Common Stock 2,666
Stock Options	\$ 26.31	02/22/2007		M	12,000	07/02/2005 05/18/2012	Common Stock 12,000

(Right to buy)

Stock Options (Right to buy)

\$ 32.8

02/25/2000 02/27/2009

Common Stock

2,666

Stock Options (Right to buy)

\$ 37.44

02/26/1999 02/26/2008

Common Stock

2,666

Restricted Stock Units

\$ 0

05/19/2006 05/18/2012

Common Stock

2,487

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURPHY JOSEPH M VALUE PROPERTIES, INC. 200 EAST 42ND STREET NEW YORK, NY 10017	X			

## Signatures

Rhonda Strickland, attorney  
in fact

02/22/2007

\_\_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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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