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

		Company Act of 1935 or	
[_] Check box if no longer s may continue. See Instruc		16. Form 4 or Form 5 obliga	ations
1. Name and Address of Repor	rting Person*		
McMillan	С.	Steven	
(Last)	(First)	(Middle)	
Three First National Plaza,	Suite 4700, 70 W.	Madison	
	(Street)		
Chicago	IL	60602	
(City)	(State)		
2. Issuer Name and Ticker or	Trading Symbol		
Monsanto Company MON			
3. IRS Identification Number	of Reporting Pers	son, if an Entity (Voluntar	y)
4. Statement for Month/Year			
May, 2002			
5. If Amendment, Date of Ori	ginal (Month/Year))	
6. Relationship of Reporting (Check all applicable)	g Person to Issuer		
<pre>[X] Director [_] Officer (give title</pre>		[_] 10% Owner [_] Other (specify below)	

^{7.} Individual or Joint/Group Filing (Check applicable line)

[X] Form filed by one Rep [_] Form filed by more th		rson				
Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
	2.	Code		4. Securities Acq Disposed of (D (Instr. 3, 4 a	D)	(A) or
1. Title of Security	Transaction Date				(A) or	Price
(Instr. 3)	(mm/dd/yy)	Code		rimo arre	(D)	
Common Stock	4/30/02	A(1)	V	1,952	A 	\$30.735
* If the Form is filed by mo $4(b)(v)$.	re than one Report.	ing Pers	on,	see Instructi	.on	
Reminder: Report on a separate owned directly or ind		of secur	ities	beneficially		
(Pr	int or Type Response	es)		/0	· r)	
(Form 4-07/99)				(Ove	1	

FORM 4 (continued)

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

	2. Conver- sion or Exer- cise 3. Price Trans-		4. Trans- action	5. Number of Derivative Securities Acquired (A) or Disposed				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
1. Title of Derivative Security (Instr. 3)	of Deriv- ative Secur-	action Date (Month/	Code (Instr. 8)	of(D) (Instr. 3,		(Month/Day/Year)			Amount
							Expira-		Number of
				(A)	(D)	cisable		Title	Shares
Option (right to buy)	\$20.00	10/17/00				(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 to 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 6,393 shares of deferred common stock deliverable under the Monsanto Company Non-Emp Compensation Plan; 58 shares of common stock issued as dividends with respect to such deferre common stock owned directly by the reporting person.

(3) 50% of shares exercisable on March 15, 2002 and 50% of shares exercisable on March 15, 2003, Monsanto 2000 Management Incentive Plan.

/s/ Michael D. Bryan 6-7-02
-----**Signature of Reporting Person Date

- * Michael D. Bryan, attorney-in-fact for C. Steven McMillan
- * 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.