MIZELL STEVEN

Form 4

December 16, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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

1(b).

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MIZELL STEVEN | | | Symbol | 2. Issuer Name and Ticker or Trading Symbol MONSANTO CO /NEW/ [MON] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
|---|---|-------|---|---|--------------|-------|----------------|---|--|-----------|--|--|--|
| | | | | | | | | | (Check all applicable) | | | | |
| (Last) (First) (Middle) 800 N. LINDBERGH BLVD. | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/15/2010 | | | | | Director 10% Owner Selection Other (specify below) below) Exec. VP Human Resources | | | | | |
| (Street) 4. If A | | | | ndment, Da | te Origina | 1 | | 6. Individual or Joint/Group Filing(Check | | | | | |
| Filed(N | | | | nth/Day/Year |) | | | Applicable Line) | | | | | |
| ST. LOUIS, MO 63167 | | | | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficial | ly Owned | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price | | | | 5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownershi Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4) | | | | | |
| Common Stock | 12/15/2010 | | | F | 7,259 (1) | (D) | Price \$ 60.52 | 20,506 | D | | | | |
| Common | | | | | | | | 5,325 | I | By 401(k) | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Plan

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

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | LACICISAUIC | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

MIZELL STEVEN

Exec. VP Human Resources 800 N. LINDBERGH BLVD.

ST. LOUIS, MO 63167

Signatures

Jennifer L. Woods, 12/16/2010 Attorney-in-Fact

**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).
- On December 15, 2010, 20,000 restricted stock units became fully vested for which taxes became due and payable. 7,259 shares 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.

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