

RICE JOHN D
Form 4
November 02, 2004

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 *
RICE JOHN D

2. Issuer Name and Ticker or Trading Symbol
ARCHER DANIELS MIDLAND CO [ADM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
4666 FARIES PARKWAY
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/02/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

DECATUR, IL 62526

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 11/01/2004 | | M | | 3,983 A \$ 9.0703 | 221,335 | D |
| Common Stock | 11/01/2004 | | M | | 2 A \$ 11.3 | 221,337 | D |
| Common Stock | 11/01/2004 | | M | | 5,741 A \$ 13.65 | 227,078 | D |
| Common Stock | 11/01/2004 | | M | | 44,843 A \$ 12.5333 | 271,921 | D |
| Common Stock | 11/01/2004 | | F | | 35,466 D \$ 19.075 | 236,455 | D |

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| | | | |
|-----------------|-----------------------|---|-----------------------------------|
| Common Stock | 19,570 ⁽¹⁾ | I | By Employee Benefit Plan |
|-----------------|-----------------------|---|-----------------------------------|

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 |
| Employee Stock Option (right to buy) | \$ 9.0703 | 11/01/2004 | | M | 3,983 | ⁽²⁾ 05/01/2010 | Common Stock 3,983 |
| Employee Stock Option (right to buy) | \$ 11.3 | 11/01/2004 | | M | 2 | ⁽³⁾ 08/08/2012 | Common Stock 2 |
| Employee Stock Option (right to buy) | \$ 13.65 | 11/01/2004 | | M | 5,741 | ⁽⁴⁾ 10/14/2013 | Common Stock 5,741 |
| Employee Stock Option (right to buy) | \$ 12.5333 | 11/01/2004 | | M | 44,843 | ⁽⁵⁾ 08/02/2006 | Common Stock 44,843 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RICE JOHN D 4666 FARIES PARKWAY DECATUR, IL 62526 | | | Senior Vice President | |

Signatures

Stuart E. Funderburg, Attorney-in-Fact for John D. Rice 11/02/2004

__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) Between August 19, 2004 and November 1, 2004, the reporting person acquired 88 shares of ADM Common Stock pursuant to an employee benefit plan. The information in this report is based on a plan statement dated November 1, 2004.
 - (2) The option was granted in three tranches (A, B and C). The option becomes exercisable in eight equal annual installments commencing on May 1, 2002; provided that the three tranches become exercisable sequentially beginning with Tranche A.
 - (3) The option becomes exercisable in approximately 11.1% increments annually commencing on August 8, 2003.
 - (4) The option becomes exercisable in approximately 11.1% increments annually commencing on October 14, 2004.
 - (5) The option becomes exercisable in 25% increments annually commencing on August 2, 2002.

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.