

Edgar Filing: MONSANTO CO /NEW/ - Form 5

MONSANTO CO /NEW/
Form 5
February 14, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 5

ANNUAL 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
Section 30(f) of the Investment Company Act of 1940

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person*

Clark	Richard	B.
-----	-----	-----
(Last)	(First)	(Middle)
800 North Lindbergh Blvd.		

(Street)		
St. Louis	Missouri	63167
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(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Monsanto Company
MON

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

January 2002

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

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Director
 Officer (give title below)

10% Owner
 Other (specify below)

Vice President and Controller

7. 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 (mm/dd/yy)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
			Amount	(A) or (D)	Price
Common Stock	05/01/01	P	1.983(1)	A	\$30.25
Common Stock	08/01/01	P	1.763(1)	A	\$34.17
Common Stock	11/01/01	P	1.93(1)	A	\$31.32

* If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

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(Print or Type Responses)

(Over)

FORM 5 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) ----- (A) (D)	6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares
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Option (right to buy)					(2) 11/14/11	Common Stock 31,220
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Explanation of Responses:

- (1) Voluntary purchases under a dividend re-investment plan maintained by reporting person's broker
- (2) 50% of shares exercisable on November 15, 2002 and 50% of shares exercisable on March 15, 2003
Monsanto 2000 Management Incentive Plan.

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/s/ Michael L. DeCamp

2/14/02

**Signature of Reporting Person

Date

* Michael L. DeCamp, attorney-in-fact for Richard B. Clark

* 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.

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