

FRALEY ROBERT T  
 Form 4  
 November 24, 2009

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**FRALEY ROBERT T**

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.**  
  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/20/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Chief Technology Officer**

**ST. LOUIS, MO 63167**

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 (A) or (D) Price			
Common Stock	11/20/2009		M <sup>(1)</sup>	40,110 A \$ 29.2175	150,176	D	
Common Stock	11/20/2009		S <sup>(1)</sup>	55,110 D \$ 79.3105	95,066	D	
Common Stock					30,127	I	By Grantor Retained Annuity Trust
					6,003	I	

Edgar Filing: FRALEY ROBERT T - Form 4

Common Stock						By Grantor Retained Annuity Trust II
Common Stock				10,000	I	By Grantor Retained Annuity Trust III
Common Stock				2,556	I	By Children
Common Stock				9,717	I	By 401(k) Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Security (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title
						Code	V (A) (D)	
Option(Right to Buy)	\$ 29.2175	11/20/2009		M <sup>(1)</sup>	40,110	11/15/2006 <sup>(3)</sup>	10/28/2015	Common Stock

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

FRALEY ROBERT T  
800 N. LINDBERGH BLVD.  
ST. LOUIS, MO 63167

Director 10% Owner Officer Other

EVP, Chief Technology Officer

## Signatures

Jennifer L. Woods,  
Attorney-in-Fact

11/24/2009

\_\_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) The stock option exercise and sale reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on October 20, 2009.  
  
This price represents the weighted average sale price for multiple transactions reported on this line. The price of the transactions reported on this line ranged from \$78.88 to \$80.01. Upon request by the Commission staff, the issuer or a security holder of the issuer, the reporting person will undertake to provide full information regarding the number of shares sold at each separate price.
  - (2) One third of the options became exercisable on November 15, 2006, one-third of the options became exercisable on November 15, 2007 and one-third of the options became exercisable on November 15, 2008, subject to the terms and conditions of the Monsanto Company Long Term Incentive Plan.
  - (3)

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.