

MONSANTO CO /NEW/
Form 3
September 22, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Friedberg David A | | (Month/Day/Year) | MONSANTO CO /NEW/ [MON] | |
| (Last) | (First) | (Middle) | 09/15/2014 | |
| 800 NORTH LINDBERGH BLVD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ST. LOUIS,Â MOÂ 63167 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | VP, and CEO, Climate | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 123,921 ⁽¹⁾ | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------|-------------------------------------------------------|
| | Date Exercisable | Title | | | |

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| | | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|-----------------------|---------------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Option (Right to Buy) | 11/01/2015 ⁽²⁾ | 09/24/2022 | Common Stock | 238,636 | \$ 19.15 | D | Â |
| Option (Right to Buy) | 11/15/2014 ⁽³⁾ | 11/15/2023 | Common Stock | 2,750 | \$ 111.06 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Friedberg David A 800 NORTH LINDBERGH BLVD. ST. LOUIS, MO 63167 | Â | Â | Â VP, and CEO, Climate | Â |

Signatures

Jennifer L. Woods,
Attorney-in-Fact

09/22/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 30,779 restricted stock units vesting on November 1, 2016, granted pursuant to The Climate Corporation 2006 Stock Plan (As Amended on October 30, 2013), and 732 restricted stock units vesting on November 15, 2016, granted pursuant to the Monsanto Company 2005 Long-Term Incentive Plan.

(2) One-half of the options become exercisable on November 1, 2015 and the remainder of the options become exercisable on November 1, 2017, subject to the terms and conditions of The Climate Corporation 2006 Stock Plan (As Amended on October 30, 2013).

(3) One-third of the options become exercisable on November 15, 2014, one-third of the options become exercisable on November 15, 2015 and the remainder of the options become exercisable on November 15, 2016, subject to the terms and conditions of the Monsanto Company 2005 Long Term Incentive Plan.

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.