

DELTA & PINE LAND CO
Form 5
June 04, 2007

FORM 5

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

OMB APPROVAL
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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SHACKELFORD ANN J

(Last) (First) (Middle)

ONE COTTON ROW, 100 MAIN STREET

(Street)

SCOTT, MS 38772

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DELTA & PINE LAND CO [DLP]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
08/31/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 (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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 4,964 | D | ^ |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 177 | I | IRA |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 507.67 | I | 401(k) |

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

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SEC 2270 (9-02)

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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 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Options (Right to buy) | \$ 19.62 | Â | Â | Â | Â Â | 03/30/2001 03/30/2010 | Common Stock | 2,000 |
| Stock Options (Right to buy) | \$ 26.31 | Â | Â | Â | Â Â | 07/02/2005 05/18/2012 | Common Stock | 8,773 |
| Stock Options (Right to buy) | \$ 26.82 | Â | Â | Â | Â Â | 10/28/1998 10/28/2007 | Common Stock | 22,223 |
| Stock Options (Right to buy) | \$ 27.56 | Â | Â | Â | Â Â | 05/18/2005 05/18/2012 | Common Stock | 3,193 |
| Stock Options (Right to buy) | \$ 28.81 | Â | Â | Â | Â Â | 05/18/2005 05/18/2012 | Common Stock | 3,487 |
| Stock Options (Right to buy) | \$ 30.06 | Â | Â | Â | Â Â | 05/18/2005 05/18/2012 | Common Stock | 3,799 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHACKELFORD ANN J | Â | Â | Â Vice President | Â |

ONE COTTON ROW
100 MAIN STREET
SCOTT, MS 38772

Signatures

Rhonda
Strickland

06/04/2007

**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).

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