

DISMUKE CHARLES R JR
Form 4
February 07, 2005

FORM 4

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

OMB APPROVAL

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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 *
DISMUKE CHARLES R JR

(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. Date of Earliest Transaction (Month/Day/Year)
02/04/2005

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)
Senior Vice President

6. 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/04/2005 | | M | | 17,778 | A | \$ 10.69 |
| Common Stock | 02/04/2005 | | M | | 6,789 | A | \$ 22.36 |
| Common Stock | 02/04/2005 | | S | | 24,567 | D | \$ 29.95 |
| Common Stock | 02/07/2005 | | M | | 18,100 | A | \$ 22.36 |
| Common Stock | 02/07/2005 | | M | | 20,000 | A | \$ 16.91 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|-----------|
| Common Stock | 02/07/2005 | S | 38,100 | D | \$ 29.95 | 84,334 | D | |
| Common Stock | | | | | | 17,666 | I | By Spouse |

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.

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(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 |
| Stock Options (Right to buy) | \$ 10.69 | 02/04/2005 | | M | 17,778 | 09/26/1996 09/25/2005 | Common Stock 17,778 |
| Stock Options (Right to buy) | \$ 16.91 | 02/07/2005 | | M | 20,000 | 01/27/2001 01/26/2010 | Common Stock 20,000 |
| Stock Options (Right to buy) | \$ 19.62 | | | | | 03/31/2001 03/30/2010 | Common Stock 80,000 |
| Stock Options (Right to buy) | \$ 22.36 | 02/04/2005 | | M | 6,789 | 10/19/1996 10/18/2005 | Common Stock 6,789 |
| Stock Options (Right to buy) | \$ 22.36 | 02/07/2005 | | M | 18,100 | 10/19/1996 10/18/2005 | Common Stock 18,100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DISMUKE CHARLES R JR ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772 | | | Senior Vice President | |

Signatures

| | |
|------------------------------------|------------|
| Rhonda G. Strickland | 02/07/2005 |
| **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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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