

Edgar Filing: ATLEE FRANK V III - Form 4

ATLEE FRANK V III
Form 4
August 29, 2002

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

FORM 4

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).

1. Name and Address of Reporting Person*

AtLee III Frank V.

(Last) (First) (Middle)

10137 East Horizon Drive

(Street)

Scottsdale AZ 85262

(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/Day/Year

August 15, 2002

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

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

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

Chairman of the Board

7. Individual or Joint/Group Filing (Check applicable line)

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(Print or Type Responses)

(Over)

(Form 4-07/99)

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity	3. Trans- action Date (Month/ Day/ Year)	4. Trans- action Code (Instr. 8) ----- Code V	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
Option (right to buy)	\$20.00	10/17/00			(4) 10/16/10	Common Stock 10,000

Explanation of Responses:

- (1) Includes 17,049 shares of deferred common stock deliverable under the Monsanto Company Non-Employee Compensation Plan; 156 shares of common stock issued as dividends with respect to such deferred common stock owned directly by the reporting person.
- (2) These shares are held in a trust for the benefit of one of the reporting person's sons. The trustee of the trust. The reporting person disclaims beneficial ownership of these securities not an admission that the reporting person is the beneficial owner of such securities for purposes other purpose.
- (3) These shares are held in a trust for the benefit of one of the reporting person's sons. The reporting person's spouse are trustees of the trust. The reporting person disclaims beneficial ownership of these securities. Filing of this report is not an admission that the reporting person is the beneficial owner of such securities for purposes other purpose.
- (4) 50% of the shares underlying the option became exercisable on 3/15/02 and 50% become exercisable on 3/15/04. The terms and conditions of the Monsanto 2000 Management Incentive Plan.

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/s/ Michael D. Bryan

8/29/02

**Signature of Reporting Person

Date

* Michael D. Bryan, attorney-in-fact for Frank V. AtLee III

* 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.