

HOLLOWAY JANET M

Form 4

June 07, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLLOWAY JANET M

(Last) (First) (Middle)

800 N. LINDBERGH BLVD.

(Street)

ST. LOUIS, MO 63167

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MONSANTO CO /NEW/ [MON]

3. Date of Earliest Transaction
(Month/Day/Year)

06/07/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Beneficial Ownership (Instr. 4)
Common Stock	06/07/2018		D	V Amount (A) or (D) Price 16,693 D <u>(1)</u> <u>(2)</u>	0	D	
Common Stock	06/07/2018		D	30,016 D <u>(1)</u> <u>(2)</u>	0	I	By trust
Common Stock	06/07/2018		D	7,599 D <u>(1)</u> <u>(2)</u>	0	I	By 401(k) Plan
Common Stock	06/07/2018		D	4,429 <u>(4)</u> D <u>(1)</u> <u>(2)</u>	0	D	
Common Stock	06/07/2018		D	8,374 <u>(5)</u> D <u>(1)</u> <u>(2)</u>	0	D	

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

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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)		8. Pr Deri Secu (Inst	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 89.45	06/07/2018		D		10,490		(3)	(3)	Common Stock	10,490
Stock Option (Right to Buy)	\$ 70.69	06/07/2018		D		9,950		(3)	(3)	Common Stock	9,950
Stock Option (Right to Buy)	\$ 58.71	06/07/2018		D		15,970		(3)	(3)	Common Stock	15,970
Stock Option (Right to Buy)	\$ 74.79	06/07/2018		D		12,540		(3)	(3)	Common Stock	12,540
Stock Option (Right to Buy)	\$ 90.48	06/07/2018		D		9,120		(3)	(3)	Common Stock	9,120
Stock Option (Right to Buy)	\$ 106.05	06/07/2018		D		7,780		(3)	(3)	Common Stock	7,780
Stock Option (Right to Buy)	\$ 112.82	06/07/2018		D		7,980		(3)	(3)	Common Stock	7,980

Stock Option (Right to Buy)	\$ 91.34	06/07/2018	D	9,860	<u>(3)</u>	<u>(3)</u>	Common Stock	9,860	
Phantom Share Units	<u>(1)</u> <u>(2)</u>	06/07/2018	D	6,349	<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	6,349	<u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLLOWAY JANET M 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167			See Remarks	

Signatures

Jennifer Woods,
Attorney-in-Fact

06/07/2018

__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).

Pursuant to the terms of and subject to certain exceptions set forth in the Agreement and Plan of Merger, dated as of September 14, 2016 (the "Merger Agreement"), by and among Bayer Aktiengesellschaft ("Bayer"), KWA Investment Co. ("Merger Sub") and Monsanto Company (the "Company"), each share of common stock of the Company and each time- or performance-vesting restricted stock unit of the Company outstanding immediately prior to the effective time of the merger (the "Effective Time") was automatically converted into the right to receive \$128.00 in cash, without interest (the "Merger Consideration").

(Continued from Footnote 1) The Merger Consideration that is payable in respect of restricted stock units of the Company that were granted (a) prior to September 14, 2016 is fully vested as of the Effective Time or (b) after September 14, 2016 will vest based upon the vesting schedule applicable to the corresponding restricted stock units (subject to accelerated vesting in full upon a termination of employment without cause, for good reason or due to death, disability or retirement). Any Merger Consideration that is not paid at the Effective Time will begin accruing interest as of the Effective Time at the short-term federal rate.

Pursuant to the terms of the Merger Agreement, each option to purchase shares of common stock of the Company outstanding immediately prior to the Effective Time, whether vested or unvested, was automatically converted into the right to receive the Merger Consideration less the applicable exercise price of such option, without interest.

(4) Represents restricted stock units.

(5) Represents performance-based restricted stock units.

Remarks:

Sr. VP Chief of Staff, Comm. Rel.

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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