

Barns Dwight
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 *
Barns Dwight

(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
☐ Officer (give title below) ☐ Other (specify below)

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. Code (Instr. 8)	4. Securities Transaction 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	1,843 D <u>(1)</u> <u>(2)</u>	0	D	
Common Stock	06/07/2018		D	3,007 <u>(1)</u> <u>(3)</u> <u>(2)</u>	0	D	

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Deriv Secur (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Deferred Payment Plan Restricted Stock Unit	(1) (2)	06/07/2018		D	3,199	(1)(2)	(1)(2)	Common Stock	3,199	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Barns Dwight 800 N. LINDBERGH BLVD. ST. LOUIS, MO 63167	X

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

- (1) 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.

- (3) Represents shares of restricted stock granted under the Monsanto Company Non-Employee Director Equity Incentive Compensation Plan.

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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