DELTA & PINE LAND CO

Form 4 May 20, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1 Name and Address of Reporting Person *

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(b).

(Print or Type Responses)

| ROBINSON | N MURRAY | Symbol | r Name and Ticker or Tra A & PINE LAND CO | Issuer [DLP] | | | | |
|--------------------------------------|---|---|---|-----------------------------|--|--|--|--|
| (Last) | (First) (M | iddle) 3. Date of | f Earliest Transaction | | (Check all applicable) | | | |
| ONE COTT STREET | ON ROW, 100 M | (Month/D AIN 05/18/2 | • | | X Director 10% Owner Officer (give title below) Other (specify below) | | | |
| | (Street) | | endment, Date Original nth/Day/Year) | Applicable Li | l or Joint/Group Filing(Check ne) ed by One Reporting Person | | | |
| SCOTT, MS | S 38772 | | | Form file Person | d by More than One Reporting | | | |
| (City) | (State) | Zip) Tabl | le I - Non-Derivative Sec | urities Acquired, Dispo | sed 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) | (. | Securities (D) Beneficially | Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4) | | | |
| Common Stock | | | | 58,446 | D | | | |
| Common Stock | | | | 38,000 | I CRUT | | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 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 onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Expiration Date | | 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) | \$ 18.97 | | | | | 04/25/2003 | 04/25/2012 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 19.56 | | | | | 01/23/2004 | 01/22/2013 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 22.36 | | | | | 10/18/1997 | 10/18/2006 | Common Stock | 77,510 |
| Stock Options (Right to buy) | \$ 23.68 | | | | | 06/20/2002 | 06/20/2011 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 24.495 | | | | | 01/16/2005 | 01/15/2014 | Common Stock | 2,666 |
| Stock Options (Right to buy) | \$ 25.19 | | | | | 10/02/2001 | 10/02/2010 | Common Stock | 62,222 |
| Stock Options (Right to buy) | \$ 26.31 | 05/18/2005 | | A | 12,000 | 07/02/2005 | 05/18/2012 | Common Stock | 12,000 |
| Stock Options (Right to buy) | \$ 28.24 | | | | | 01/12/2006 | 01/11/2015 | Common Stock | 2,666 |
| | \$ 0 | 05/18/2005 | | A(1) | 4,000 | 05/18/2006 | 05/18/2012 | | 4,000 |

Restricted Common Stock Stock Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

ROBINSON MURRAY
ONE COTTON ROW
100 MAIN STREET
SCOTT, MS 38772

Signatures

Rhonda
Strickland

**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).
- (1) Grant of Restricted Stock Units approved by the Board of Directors of Delta and Pine Land Company with a vesting schedule of 40% in year two, 30% in year three, and the remaining 30% in year four.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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