

MICHELL CHARLES V JR

Form 4

February 02, 2005

**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  
Number: 3235-0287  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MICHELL CHARLES V 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 &amp; PINE LAND CO [DLP]

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

02/01/2005

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 below) \_\_\_\_ Other (specify below)

Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 02/01/2005                              |                                                             | M                                    | 12,000                                                                  | A \$ 16.91 12,000                                                                                                  | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2005                              |                                                             | S                                    | 12,000                                                                  | D \$ 29.3784 0                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2005                              |                                                             | M                                    | 6,500                                                                   | A \$ 19.62 6,500                                                                                                   | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2005                              |                                                             | S                                    | 6,500                                                                   | D \$ 29.3784 0                                                                                                     | D                                                                       |                                                                   |
| Common<br>Stock                       | 02/01/2005                              |                                                             | J <sup>(1)</sup>                     | 4.3                                                                     | D \$ 0 3,641.6                                                                                                     | I                                                                       | 401(k)                                                            |

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Common Stock      02/01/2005      J<sup>(1)</sup>      3,641.6      D      \$ 29.5      0      I      401(k)

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.**

SEC 1474  
(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)               | \$ 16.91                                               | 02/01/2005                           |                                                    | M                              | 12,000                                                                                  | 01/26/2001      01/26/2010                               | Common Stock      12,000                                      |
| Stock Options (Right to buy)               | \$ 19.62                                               | 02/01/2005                           |                                                    | M                              | 6,500                                                                                   | 03/30/2001      03/30/2010                               | Common Stock      6,500                                       |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships                                   |
|------------------------------------------------------------------------------|-------------------------------------------------|
|                                                                              | Director      10% Owner      Officer      Other |
| MICHELL CHARLES V JR<br>ONE COTTON ROW<br>100 MAIN STREET<br>SCOTT, MS 38772 | Vice President                                  |

## Signatures

Rhonda Strickland      02/02/2005

                    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).

(1) 401(k) Change in ownership

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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