

JAGODINSKI W T  
Form 4  
January 19, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JAGODINSKI W T

(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 & PINE LAND CO [DLP]

3. Date of Earliest Transaction (Month/Day/Year)  
01/17/2006

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)

Director, President, and CEO

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. 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock					104,827	D	
Common Stock					3,555	I	Spouse

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

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SEC 1474 (9-02)

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**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 of Number of Shares
Stock Options (Right to buy)	\$ 16.91					01/26/2001	01/26/2010	Common Stock	62,000
Stock Options (Right to buy)	\$ 18.28					09/03/2003	09/03/2012	Common Stock	62,222
Stock Options (Right to buy)	\$ 18.95					05/30/2003	05/30/2012	Common Stock	125,000
Stock Options (Right to buy)	\$ 19.56					01/23/2004	01/22/2013	Common Stock	2,666
Stock Options (Right to buy)	\$ 19.62					03/30/2001	03/30/2010	Common Stock	75,000
Stock Options (Right to buy)	\$ 22.36					10/18/1997	10/18/2006	Common Stock	21,333
Stock Options (Right to buy)	\$ 22.505	01/17/2006		A	2,666	01/17/2006 <sup>(1)</sup>	01/17/2016	Common Stock	2,666
Stock Options (Right to buy)	\$ 25.495					01/16/2005	01/15/2014	Common Stock	2,666
	\$ 26.31					07/02/2005	05/18/2012		67,765

Stock Options (Right to buy)					Common Stock
Stock Options (Right to buy)	\$ 27.56	05/18/2005	05/18/2012	Common Stock	24,662
Stock Options (Right to buy)	\$ 28.03	07/09/1998	07/09/2007	Common Stock	53,333
Stock Options (Right to buy)	\$ 28.24	01/12/2006	01/11/2015	Common Stock	2,666
Stock Options (Right to buy)	\$ 28.81	05/18/2005	05/18/2012	Common Stock	26,936
Stock Options (Right to buy)	\$ 30.06	05/18/2005	05/18/2012	Common Stock	29,341

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAGODINSKI W T ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772	X		Director, President, and CEO	

## Signatures

Rhonda Strickland                      01/19/2006

\*\*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) Stock Options vest at a rate of 20% per year.

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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