

SHACKELFORD ANN J  
Form 4  
December 08, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
SHACKELFORD ANN J

2. Issuer Name and Ticker or Trading Symbol  
DELTA & PINE LAND CO [DLP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
ONE COTTON ROW, 100 MAIN STREET  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

SCOTT, MS 38772

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) Code V Amount (D) Price			
Common Stock					2,948	D	
Common Stock					16	I	Minor Child
Common Stock					177	I	IRA
Common Stock	03/10/2006		S	173 D	\$ 27.24 1,000	I	IRA f/b/o Spouse
Common Stock	03/10/2006		S	1,000 D	\$ 27.21 0	I	IRA f/b/o Spouse

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Common Stock	3,153	I	Spouse's Business
Common Stock	507.67	I	401(k)

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

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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)

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. Price of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Options (Right to buy)	\$ 19.62					03/30/2001 03/30/2010		Common Stock	2,000
Stock Options (Right to buy)	\$ 22.36					10/18/1997 10/18/2006		Common Stock	7,111
Stock Options (Right to buy)	\$ 26.31					07/02/2005 05/18/2012		Common Stock	8,773
Stock Options (Right to buy)	\$ 26.82					10/28/1998 10/28/2007		Common Stock	66,667
Stock Options (Right to buy)	\$ 27.56					05/18/2005 05/18/2012		Common Stock	3,193

Stock Options (Right to buy)	\$ 28.81	05/18/2005	05/18/2012	Common Stock	3,487
Stock Options (Right to buy)	\$ 30.06	05/18/2005	05/18/2012	Common Stock	3,799

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHACKELFORD ANN J ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772			Vice President	

## Signatures

Rhonda Strickland                      12/08/2006

\_\_\_\_\_  
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).

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