

JAGODINSKI W T
Form 4
August 25, 2006

FORM 4

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

OMB APPROVAL

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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)
08/24/2006

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Stock	08/24/2006		M	21,333 A \$ 22.36	126,160	D	
Common Stock	08/24/2006		S	21,333 (1) D \$ 40.4	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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number.

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
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	08/24/2006		M	21,333		10/18/1997	10/18/2006	Common Stock	21,333
Stock Options (Right to buy)	\$ 22.505						01/17/2006	01/17/2016	Common Stock	2,666
Stock Options (Right to buy)	\$ 25.495						01/16/2005	01/15/2014	Common Stock	2,666

Stock Options (Right to buy)	\$ 26.31	07/02/2005	05/18/2012	Common Stock	67,765
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 08/25/2006

**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).

Exercised in anticipation of the impending prohibition on sale commencing August 31, 2006 (the end of issuer's fiscal year) until earnings (1) for that year are announced (anticipated not earlier than the third week of October, 2006) and the expiration of the subject options during that "black out" period (on October 18, 2006).

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