

DELTA & PINE LAND CO

Form 4

May 22, 2006

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROTH STANLEY P

(Last) (First) (Middle)

**510 BROAD HOLLOW
ROAD, SUITE 205**

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2006

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)

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. 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	(A) or (D)	Price
Common Stock	05/19/2006		M		1,636	A	\$ 0 24,969
Common Stock							27,500
							North American Capital

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

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information contained in this form are not
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(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 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)	\$ 19.62					03/30/2001	03/30/2010	Common Stock	82,666
Stock Options (Right to buy)	\$ 21.21					02/27/1998	02/27/2007	Common Stock	8,889
Stock Options (Right to buy)	\$ 23.68					06/20/2002	06/20/2011	Common Stock	2,666
Stock Options (Right to buy)	\$ 26.31					07/02/2005	05/18/2012	Common Stock	12,000
Stock Options (Right to buy)	\$ 32.8					02/25/2000	02/25/2009	Common Stock	2,666
Stock Options (Right to buy)	\$ 37.44					02/26/1999	02/26/2008	Common Stock	2,666
Restricted Stock Units	\$ 0	05/19/2006		M	1,636	05/18/2006	05/18/2012	Common Stock	1,636

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ROTH STANLEY P 510 BROAD HOLLOW ROAD SUITE 205 MELVILLE, NY 11747	X

Signatures

Rhonda Strickland, attorney in fact	05/22/2006
__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).

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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