

DELTA & PINE LAND CO  
Form 4  
January 29, 2007

**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 \*  
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)  
01/26/2007

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. 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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/26/2007		M		63,813	A	\$ 19.62	88,782	D	
Common Stock	01/26/2007		M		8,889	A	\$ 21.21	97,671	D	
Common Stock	01/26/2007		M		2,666	A	\$ 23.68	100,337	D	
Common Stock	01/26/2007		M		12,000	A	\$ 26.31	112,337	D	
Common Stock	01/26/2007		M		2,666	A	\$ 32.8	115,003	D	

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Common Stock	01/26/2007	M	2,666	A	\$ 37.44	117,669	D	
Common Stock	01/26/2007	S	92,700	D	\$ 40.6308	24,969	D	
Common Stock						27,500	I	North American Capital

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)		
				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	534
Stock Options (Right to buy)	\$ 19.62	01/26/2007		M	63,813	03/30/2001	03/30/2010	Common Stock	63,813
Stock Options (Right to buy)	\$ 21.21	01/26/2007		M	8,889	02/27/1998	02/27/2007	Common Stock	8,889
Stock Options (Right to buy)	\$ 23.68	01/26/2007		M	2,666	06/20/2002	06/20/2011	Common Stock	2,666
Stock Options (Right to buy)	\$ 26.31	01/26/2007		M	12,000	07/02/2005	05/18/2012	Common Stock	12,000

buy)										
Stock Options (Right to buy)	\$ 32.8	01/26/2007	M	2,666	02/25/2000	02/25/2009	Common Stock	2,666		
Stock Options (Right to buy)	\$ 37.44	01/26/2007	M	2,666	02/26/1999	02/26/2008	Common Stock	2,666		
Restricted Stock Units	\$ 0				05/19/2006	05/18/2012	Common Stock	2,487		

## 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	01/29/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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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