

DELTA & PINE LAND CO
Form 4
January 26, 2007

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 *
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)
01/24/2007

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	01/24/2007		M		2,132	A	\$ 18.97
Common Stock	01/24/2007		M		13,353	A	\$ 19.62
Common Stock	01/24/2007		S		15,485	D	\$ 40.7715
Common Stock	01/25/2007		M		5,500	A	\$ 19.62
Common Stock	01/25/2007		S		5,500	D	\$ 40.7505

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Common Stock	27,500	I		North American Capital
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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	01/24/2007		M	2,132	04/25/2003 04/25/2012	Common Stock	2,132	
Stock Options (Right to buy)	\$ 19.62	01/24/2007		M	13,353	03/30/2001 03/30/2010	Common Stock	13,353	
Stock Options (Right to buy)	\$ 19.62	01/25/2007		M	5,500	03/30/2001 03/30/2010	Common Stock	5,500	
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	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	01/26/2007
<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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