

DISMUKE CHARLES R JR  
 Form 4/A  
 July 14, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**DISMUKE CHARLES R JR**  
  
 (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)  
**07/12/2006**  
 4. If Amendment, Date Original Filed (Month/Day/Year)  
**07/14/2006**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 X  Officer (give title below) \_\_\_ Other (specify below)  
**Senior Vice President**  
 6. Individual or Joint/Group Filing (Check Applicable Line)  
 X  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	(A) or (D)	Price
Common Stock	07/12/2006		S		3,900	D	\$ 32.004
Common Stock	07/12/2006		S		30,000	D	\$ 32.004
							78,340
							0

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

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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)	8. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to buy)	\$ 19.62					03/31/2001	03/30/2010	Common Stock	80,000
Stock Options (Right to buy)	\$ 26.31					07/02/2005	05/18/2012	Common Stock	32,269
Stock Options (Right to buy)	\$ 27.56					05/18/2005	05/18/2012	Common Stock	11,744
Stock Options (Right to buy)	\$ 28.81					05/18/2005	05/18/2012	Common Stock	12,827
Stock Options (Right to buy)	\$ 30.06					05/18/2005	05/18/2012	Common Stock	13,972

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DISMUKE CHARLES R JR ONE COTTON ROW 100 MAIN STREET SCOTT, MS 38772			Senior Vice President	

## Signatures

Rhonda G. Strickland,  
attorney in fa

07/14/2006

\_\_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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