

ARCHER DANIELS MIDLAND CO

Form 424B7

February 15, 2008

**SUPPLEMENT NO. 3**  
**(To Prospectus Dated August 27, 2007)**

**Filed Pursuant to Rule 424(b)(7)**  
**File No. 333-145733**

Archer-Daniels-Midland Company  
 \$1,150,000,000 0.875% Convertible Senior Notes due 2014

This Supplement No. 3 supplements our prospectus dated August 27, 2007 relating to the resale from time to time by certain selling securityholders of up to \$1,150,000,000 principal amount of 0.875% Convertible Senior Notes due 2014 (the notes) and the shares of common stock issuable upon conversion of the notes. You should read this Supplement No. 3 in conjunction with the prospectus. This Supplement No. 3 is qualified by reference to the prospectus, except to the extent that the information in this Supplement No. 3 supersedes that information.

The information appearing under the heading Selling Securityholders in the prospectus is hereby amended by the addition or substitution, as applicable, of the following information:

Name	Principal Amount of Notes Beneficially Owned and Offered Hereby	Number of Shares of Common Stock	
		Beneficially Owned (1)	Offered Hereby (2)
Banc of America Securities LLC (3)	\$ 1,000,000	22,834.30	22,834.30
Citigroup Global Markets Inc. (3)	1,000,000	316,904.30	22,834.30
Credit Suisse Securities (USA) LLC (3)	3,500,000	79,920.05	79,920.05
DBAG London (4)	400,000	9,133.72	9,133.72
Deutsche Bank Securities Inc. (3)	10,250,000	234,051.58	234,051.58
Lehman Brothers Inc. (3)	1,000,000	22,834.30	22,834.30
Lydian Global Opportunities Master Fund L.T.D. (5)	20,000,000	456,686.00	456,686.00
Lydian Overseas Partners Master Fund L.T.D. (5)	56,500,000	1,290,137.95	1,290,137.95
MPC Global Convertible Fund	800,000	18,267.44	18,267.44
Rolex SA	10,000,000	228,343.00	228,343.00
Thrivent Diversified Income Plus Fund (4)(6)	600,000	13,700.58	13,700.58
Thrivent Diversified Income Plus Portfolio (4)(6)	400,000	9,133.72	9,133.72
Thrivent Financial for Lutherans (4)(6)	8,500,000	194,091.55	194,091.55
UBS Securities LLC (3)	2,420,000	55,259.01	55,259.01

(1) Assumes for each \$1,000 in principal amount of the notes a maximum of 22.8343 shares of common stock could be issued upon conversion. This conversion rate is subject to adjustment, however, as

described in the prospectus under Description of the Notes Adjustment to Conversion Rate. As a result, the maximum number of shares of our common stock issuable upon conversion of the notes may increase or decrease in the future.

- (2) Represents the maximum number of shares of our common stock issuable upon conversion of all of the holder's notes, based on the initial conversion rate of 22.8343 shares of our common stock per \$1,000 principal amount at maturity of the notes. This conversion rate is subject to adjustment, however, as described in the prospectus under Description of the Notes Adjustment to Conversion Rate. As a result, the maximum number of shares of our common stock issuable upon conversion of the notes may increase or decrease in the

future.

- (3) The selling securityholder is a broker-dealer. Certain broker-dealers have acted in the past and may act in the future as underwriters or initial purchasers of our securities. Banc of America Securities LLC, Citigroup Global Markets Inc. and Deutsche Bank Securities Inc. were all initial purchasers of the notes.
- (4) The selling securityholder is an affiliate of a broker-dealer.
- (5) David Friezo is the natural person who may exercise voting power and investment control over this selling securityholder's notes and common stock issuable upon the conversion of the notes.
- (6) The board of directors of Thrivent Financial for Lutherans has delegated investment authority to the Chief Investment

Officer, with  
authority to  
further  
subdelegate.

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Based upon information provided by the selling securityholders, none of the selling securityholders nor any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years, other than as described in footnote 3. None of the selling securityholders listed above owned 1% or more of our outstanding common stock either before or after this offering.

Selling securityholders who are registered broker-dealers or affiliates of registered broker-dealers may be deemed to be underwriters within the meaning of the Securities Act. To our knowledge, no selling securityholder who is a registered broker-dealer or an affiliate of a registered broker-dealer received any securities as underwriting compensation.

Information concerning the selling securityholders may change from time to time and any changed information will be set forth in additional supplements to the prospectus if and when necessary. In addition, the conversion rate and, therefore, the number of shares of common stock issuable upon conversion of the notes, are subject to adjustment under certain circumstances.

**See RISK FACTORS beginning on page 4 of the prospectus for information you should consider before buying any securities hereunder.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this supplement or the prospectus. Any representation made to the contrary is a criminal offense.**

**The date of this supplement is February 15, 2008.**