

MOSAIC CO  
Form 4  
August 06, 2007

**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 \*  
BEUG NORMAN B

(Last) (First) (Middle)  
BOX 7500  
(Street)

REGINA, A9 S0G 0G0

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
MOSAIC CO [MOS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/02/2007

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)  
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    |                                      |  |                                | (A) or (D) Price  | 12,000  | D  |                                   |

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)**

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V (A) (D)                 |   | Date Exercisable Expiration Date                         | Title   |                            |
| Stock Option (Right to Buy)                | \$ 30.656  |                                      |  |                                |   | 10/22/2004 06/18/2008                                    | Common Stock  | 5,9                        |
| Stock Option (Right to Buy)                | \$ 22.6562   |                                      |  |                                |   | 10/22/2004 04/27/2009                                    | Common Stock  | 6,2                        |
| Stock Option (Right to Buy)                | \$ 15.0312   |                                      |  |                                |   | 10/22/2004 02/22/2010                                    | Common Stock  | 6,8                        |
| Stock Option (Right to Buy)                | \$ 15.0312   |                                      |  |                                |   | 10/22/2004 02/22/2010                                    | Common Stock  | 2,5                        |
| Stock Option (Right to Buy)                | \$ 13.55   |                                      |  |                                |   | 10/22/2004 02/28/2011                                    | Common Stock  | 7,0                        |
| Stock Option (Right to Buy)                | \$ 10.71   |                                      |  |                                |   | 10/22/2004 11/05/2011                                    | Common Stock  | 8,7                        |
| Stock Option (Right to Buy)                | \$ 10.76   |                                      |  |                                |   | 10/22/2004 01/02/2013                                    | Common Stock  | 22,                        |
| Stock Option (Right to Buy)                | \$ 10.19   |                                      |  |                                |   | 10/22/2004 01/02/2014                                    | Common Stock  | 40,                        |
| Restsricted Stock Units                    | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | 10/29/2008 <sup>(2)</sup>                                | Common Stock  | 9,9                        |
|  | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | 08/01/2008 <sup>(2)</sup>                                |   | 9,2                        |

| Restricted Stock Units                                  | Common Stock  |
|---|---|
| Stock Option (Right to Buy) \$ 17.29                    | 08/01/2006 <sup>(3)</sup> 08/01/2015 Common Stock 27,...          |
| Restricted Stock Units \$ 0 <sup>(1)</sup>              | 08/04/2009 <sup>(2)</sup> Common Stock 14,...                     |
| Stock Option (Right to Buy) \$ 15.45                    | 08/04/2007 <sup>(3)</sup> 08/04/2016 Common Stock 43,...          |
| Restricted Stock Units \$ 0 <sup>(1)</sup>              | 10/06/2009 <sup>(2)</sup> Common Stock 3,0...                     |
| Stock Option (Right to Buy) \$ 40.03 08/02/2007         | A 19,368 08/02/2008 <sup>(3)</sup> 08/02/2017 Common Stock 19,... |
| Restsriected Stock Units \$ 0 <sup>(1)</sup> 08/02/2007 | A 8,119 08/02/2010 <sup>(2)</sup> Common Stock 8,1...             |

## Reporting Owners

| Reporting Owner Name / Address                  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| BEUG NORMAN B<br>BOX 7500<br>REGINA, A9 S0G 0G0 |               |           | Senior Vice President |       |

## Signatures

/s/ Richard L. Mack, Attorney in Fact for Norman B. Beug

08/06/2007

\*\*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).

(1) one-for-one

(2) Not applicable

(3) Vests as to annual cumulative installments of 33.33% one year from date of grant, beginning this date.

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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