MOSAIC CO Form 4 August 03, 2005

FORM 4

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB**

Check this box

if no longer subject to Section 16.

Form 4 or

obligations

may continue.

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

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 See Instruction

Washington, D.C. 20549

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PERTZ DOUGLAS A Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Other (specify Officer (give title 100 SOUTH SAUNDERS 08/01/2005 below) ROAD, SUITE 300 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LAKE FOREST, IL 60045

(State)

(Zip)

(City)

(City)	(State)	Table	able 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. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or			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)	
Common Stock	08/01/2005		M	Amount 32,500	(D)	Price \$ 12.99	98,462.52	D		
Common Stock	08/01/2005		S <u>(1)</u>	32,500	D	\$ 17.5	65,962.52	D		

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amour Underlying Securit (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Stock Option (right to buy)	\$ 18.1875						10/22/2004	08/28/2008	Common Stock	320
Stock Option (right to buy)	\$ 18.1875						10/22/2004	08/28/2008	Common Stock	180
Stock Option (right to buy)	\$ 14.3125						10/22/2004	10/01/2009	Common Stock	275
Stock Option (right to buy)	\$ 15.0312						10/22/2004	02/22/2010	Common Stock	254
Stock Option (right to buy)	\$ 15.0625						10/22/2004	03/30/2010	Common Stock	124
Stock Option (right to buy)	\$ 13.55						10/22/2004	02/28/2011	Common Stock	325
Stock Option (right to buy)	\$ 12.99	08/01/2005		M		32,500	10/22/2004	01/02/2012	Common Stock	220
Stock Option (right to buy)	\$ 10.76						10/22/2004	01/02/2013	Common Stock	32,
Grant of Restricted Stock Units	\$ 0						11/30/2007	(2)	Common Stock	3,4

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Grant of

Restricted \$ 0 08/01/2005 A 3,470 08/01/2008 (2) Common Stock Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PERTZ DOUGLAS A
100 SOUTH SAUNDERS ROAD
SUITE 300
LAKE FOREST, IL 60045

Signatures

s/Richard L. Mack Attorney in fact for Douglas A.
Pertz

08/03/2005

**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) The sales reported in this Form 4 were effected pursurant to a Rule 10b5-1 trading plan adopted by the reporting person on February 1, 2005.
- (2) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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