

MOSAIC CO
Form 4
October 10, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
STRANGHOENER LAWRENCE W

(Last) (First) (Middle)
3033 CAMPUS DRIVE, SUITE E490
(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2006

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)
Exec. VP & CFO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					3,100	D	
Common Stock					100	I	By Daughter
Common Stock					100	I	By Daughter
Common Stock					50	I	by Son

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

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SEC 1474
(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
Restricted Stock Units	\$ 0 ⁽⁶⁾					10/29/2008	⁽²⁾	Common Stock	23,27
Stock Option (right to buy)	\$ 15.04					09/22/2005 ⁽¹⁾	09/22/2014	Common Stock	52,08
Restricted Stock Units	\$ 0 ⁽⁶⁾					08/01/2008	⁽²⁾	Common Stock	21,64
Stock Option (right to buy)	\$ 17.29					08/01/2006 ⁽³⁾	08/01/2015	Common Stock	64,93
Restricted Stock Units	\$ 0 ⁽⁶⁾					08/04/2009	⁽²⁾	Common Stock	20,37
Stock Option (right to buy)	\$ 15.45					08/04/2007 ⁽⁴⁾	08/04/2016	Common Stock	61,12
Restricted Stock Units	\$ 0 ⁽⁶⁾					08/04/2007 ⁽⁵⁾	⁽²⁾	Common Stock	64,72
Restricted Stock Units	\$ 0 ⁽⁶⁾	10/06/2006		A	4,350	10/06/2009	⁽²⁾	Common Stock	4,350

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGHOENER LAWRENCE W 3033 CAMPUS DRIVE SUITE E490 PLYMOUTH, MN 55441			Exec. VP & CFO	

Signatures

s/Richard L. Mack, Attorney in fact for Lawrence W.
Stranghoener

10/10/2006

__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).
- (1) Vests 1/3 on 9/22/2005, 1/3 on 9/22/2006 and 1/3 on 9/22/2007.
- (2) Not applicable.
- (3) Vests 33.33% on 8/1/2006, 8/1/2007 and 8/1/2008.
- (4) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009.
- (5) Vests 1/2 on 8/4/2007 and 1/2 on 8/4/2008.
- (6) one-for-one

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.