### PROKOPANKO JAMES T

Form 4

October 10, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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may continue.

Check this box

if no longer

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 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 PROKOPANKO JAMES T Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify 3033 CAMPUS DRIVE, SUITE 10/06/2006 below) below) E490 Executive Vice President & COO (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 PLYMOUTH, MN 55441 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 0 D Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	Secur Acqu (A) ( Disp (D) (Inst	(A) or Disposed of		6. Date Exercisab Expiration Date (Month/Day/Year	Underlying Securities		Securities
				Code V	/ (A	<b>(</b> )	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Restricted Stock Units	\$ 0 (3)							11/30/2007	<u>(1)</u>	Common Stock	3,45
Restricted Stock Units	\$ 0 (3)							08/01/2008	<u>(1)</u>	Common Stock	3,47
Restricted Stock Units	\$ 0 (3)							08/04/2009	<u>(1)</u>	Common Stock	67,75
Stock Option (right to buy)	\$ 15.45							08/04/2007(2)	08/04/2016	Common Stock	181,3
Restricted Stock Unit	\$ 0 (3)	10/06/2006		A	6,1	74		10/06/2009	<u>(1)</u>	Common Stock	6,17

# **Reporting Owners**

Reporting Owner Name / Address	Keiationsinps							
	Director	10% Owner	Officer	Other				
PROKOPANKO JAMES T			Executive					
3033 CAMPUS DRIVE, SUITE E490	X		Vice President					
PLYMOUTH, MN 55441			& COO					

# **Signatures**

s/Richard L. Mack, Attorney in fact for James T. Prokopanko

10/10/2006 Date

\*\*Signature of Reporting Person

## **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) Not applicable.
- (2) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009.
- (3) one-for-one

2 Reporting Owners

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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.