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PROKOPAN	JKO JAMES	Т									
Form 4											
October 10, 2	2006										
FORM	4 _{UNITI}	ED STATE	S SECUR	ITIES A	ND EXC	HAN	IGE (COMMISSION		PPROVAL	
			Was	hington,	D.C. 205	49			Number:	3235-0287	
Check thi if no long	ter			~~~~~~		~			Expires:	January 31, 2005	
subject to STATEMENT OF CHAN				GES IN BENEFICIAL OWNERSHIP OF				Estimated average burden hours per			
	Section 16. SECURITIES Form 4 or										
Form 5		nursuant to	Section 16	5(a) of the	Securiti	es Fr	chand	ge Act of 1934,	response	0.5	
obligatior may conti <i>See</i> Instru 1(b).	^{ns} inue. Section	17(a) of the		ility Hold	ing Com	pany	Act o	f 1935 or Sectio	n		
(Print or Type R	Responses)										
			Symbol	2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)		Earliest Tra	-			(Cheo	ck all applicable	e)	
(Lust)	(1150)	(initiality)	(Month/D		insaction			_X_ Director	109	6 Owner	
3033 CAMP E490	PUS DRIVE,	SUITE	10/06/20	-				X Officer (give below) Executive Y	e title Oth below) Vice President of	er (specify & COO	
	(Street)		4. If Ame	ndment, Dat	e Original			6. Individual or J	oint/Group Fili	ng(Check	
Fil			Filed(Mon	Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
PLYMOUT	H, MN 55441							Person		eportung	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execut any		Code		(A) or of (D) 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)		
Common								0	D		
Stock								0	D		

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

Persons who respond to the collection of information contained in this form are not 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)

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)	5. Number onof 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	Amoun Numbe Shares
Restricted Stock Units	\$ 0 <u>(3)</u>					11/30/2007	<u>(1)</u>	Common Stock	3,45
Restricted Stock Units	\$ 0 <u>(3)</u>					08/01/2008	<u>(1)</u>	Common Stock	3,47
Restricted Stock Units	\$ 0 <u>(3)</u>					08/04/2009	<u>(1)</u>	Common Stock	67,75
Stock Option (right to buy)	\$ 15.45					08/04/2007 <u>(2)</u>	08/04/2016	Common Stock	181,3
Restricted Stock Unit	\$ 0 <u>(3)</u>	10/06/2006		А	6,174	10/06/2009	<u>(1)</u>	Common Stock	6,17

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Reporting Owners

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

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

**Signature of Reporting Person

10/10/2006

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

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.