**MOSAIC CO** Form 4 August 06, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

**OMB APPROVAL** 

3235-0287 Number: January 31, Expires:

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response...

0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

may continue.

See Instruction

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 * MACK RICHARD L			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			MOSAIC CO [MOS]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
3033 CAMPUS DRIVE, SUITE			08/02/2007	X Officer (give title Other (specify		
E490				below) below)		
2.70				Senior Vice President		
(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		
PLYMOUTH, MN 55441				Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owned		

(===,)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Date, if Transacti		actionAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial		
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5)	Owned	Indirect (I)	Ownership		
						Following	(Instr. 4)	(Instr. 4)		
					(4)	Reported				
					(A)	Transaction(s)				
			Code V	Amount	or (D) Price	(Instr. 3 and 4)				
<b>C</b>			Code v	Amount	(D) Fince					
Common						1,000	D			
Stock						1,000	2			

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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	\$ 0 <u>(1)</u>					10/29/2008	(2)	Common Stock	16,6
Stock Option (right to buy)	\$ 15.04					10/29/2007	10/29/2014	Common Stock	10,3
Restricted Stock Units	\$ 0 (1)					08/01/2008	(2)	Common Stock	15,4
Stock Option (right to buy)	\$ 17.29					08/01/2006 <u>(3)</u>	08/01/2015	Common Stock	46,3
Restricted Stock Units	\$ 0 (1)					08/04/2009	(2)	Common Stock	15,7
Stock Option (right to buy)	\$ 15.45					08/04/2007(3)	08/04/2016	Common Stock	47,3
Restricted Stock Units	\$ 0 (1)					10/06/2009	(2)	Common Stock	3,36
Stock Option (Right to Buy)	\$ 40.03	08/02/2007		A	19,368	08/02/2008(3)	08/02/2017	Common Stock	19,3
Restricted Stock Units	\$ 0 (1)	08/02/2007		A	8,119	08/02/2010	(2)	Common Stock	8,11

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

MACK RICHARD L 3033 CAMPUS DRIVE SUITE E490 PLYMOUTH, MN 55441

Senior Vice President

# **Signatures**

s/ Richard L. 08/06/2007 Mack

\*\*Signature of Date
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) 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. 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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