

MOSAIC CO

Form 4

August 03, 2005

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**THRASHER LINDA**

(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)  
**08/01/2005**

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) below)  
Vice President

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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.**

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number of<br>Derivative<br>Securities | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|----------------------------------------------------------------|

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| (Instr. 3)                               | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |        |     |                       |                    |                 |                                     |  |
|------------------------------------------|------------------------------------|------------------|------------|------------------------------------------------------------------|--------|-----|-----------------------|--------------------|-----------------|-------------------------------------|--|
|                                          |                                    |                  | Code       | V                                                                | (A)    | (D) | Date Exercisable      | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |  |
| Grant of<br>Restricted<br>Stock<br>Units | \$ 0                               | 10/29/2004       | A          |                                                                  | 6,649  |     | 10/29/2008            | <u>(1)</u>         | Common<br>Stock | 6,649                               |  |
| Grant of<br>Stock<br>Option              | \$ 15.04                           | 10/29/2004       | A          |                                                                  | 3,462  |     | 10/29/2007            | 10/29/2014         | Common<br>Stock | 3,462                               |  |
| Grant of<br>Restricted<br>Stock<br>Units | \$ 0                               | 08/01/2005       | A          |                                                                  | 4,638  |     | 08/01/2008            | <u>(1)</u>         | Common<br>Stock | 4,638                               |  |
| Grant of<br>Stock<br>Option              | \$ 17.29                           | 08/01/2005       | A          |                                                                  | 13,915 |     | 08/01/2006 <u>(2)</u> | 08/01/2015         | Common<br>Stock | 13,915                              |  |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                |       |
|-------------------------------------------------------------------------|---------------|-----------|----------------|-------|
|                                                                         | Director      | 10% Owner | Officer        | Other |
| THRASHER LINDA<br>3033 CAMPUS DRIVE<br>SUITE E490<br>PLYMOUTH, MN 55441 |               |           | Vice President |       |

## Signatures

s/Richard L. Mack, Attorney in fact for Linda Thrasher 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) Not applicable.

(2) Vests 33.33% on August 1, 2006, August 1, 2007 and August 1, 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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