

MOSAIC CO

Form 4/A

September 16, 2005

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARGILL INC

(Last) (First) (Middle)

15615 MCGINTY ROAD WEST

(Street)

WAYZATA, MN 55343

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MOSAIC CO [MOS]

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

10/22/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)

10/26/2004

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/22/2004		A	10,809,683	A <u>(1)</u> 10,810,333	D	
Common Stock	10/22/2004		A	29,202,747	A <u>(1)</u> 29,202,747	I <u>(2)</u>	By GNS I (U.S.) Corp
Common Stock	10/22/2004		A	210,569,242	A <u>(1)</u> 210,569,242	I <u>(3)</u>	By Cargill Fertilizer, Inc

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
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Convertible Class B	\$ 0	10/22/2004		A		5,458,955		10/22/2004	10/22/2014	Common Stock	5,458,955

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARGILL INC 15615 MCGINTY ROAD WEST WAYZATA, MN 55343		X		
Cargill Fertilizer, Inc. 15615 MCGINTY ROAD WEST WAYZATA, MN 55391		X		
GNS I (US) CORP 15615 MCGINTY ROAD WEST WAYZATA, MN 55391		X		

Signatures

s/Robert L.
Lumpkins

09/15/2005

**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) Acquired in conjunction with the merger of IMC Global Inc. into the Mosaic Company ("the Merger").
- (2) Held by GNS I (U.S.) Corp. in conjunction with the Merger.
- (3) Held by Cargill Fertilizer, Inc. in conjunction with the Merger.

Remarks:

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This amendment is being filed solely to correct the direct holdings that Cargill Inc. reported on Table I. All other holdings and

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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