

MOSAIC CO

Form 4

August 06, 2007

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 *
BEUG NORMAN B

(Last) (First) (Middle)

BOX 7500

(Street)

REGINA, A9 S0G 0G0

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
MOSAIC CO [MOS]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 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				(A) or (D)	12,000	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

**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. 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 Underlying Securities (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.656							10/22/2004	06/18/2008	Common Stock	5,9
Stock Option (Right to Buy)	\$ 22.6562							10/22/2004	04/27/2009	Common Stock	6,2
Stock Option (Right to Buy)	\$ 15.0312							10/22/2004	02/22/2010	Common Stock	6,8
Stock Option (Right to Buy)	\$ 15.0312							10/22/2004	02/22/2010	Common Stock	2,5
Stock Option (Right to Buy)	\$ 13.55							10/22/2004	02/28/2011	Common Stock	7,0
Stock Option (Right to Buy)	\$ 10.71							10/22/2004	11/05/2011	Common Stock	8,7
Stock Option (Right to Buy)	\$ 10.76							10/22/2004	01/02/2013	Common Stock	22,0
Stock Option (Right to Buy)	\$ 10.19							10/22/2004	01/02/2014	Common Stock	40,0
Restsriced Stock Units	\$ 0 ⁽¹⁾							10/29/2008	⁽²⁾	Common Stock	9,9
	\$ 0 ⁽¹⁾							08/01/2008	⁽²⁾		9,2

Restricted Stock Units								Common Stock	
Stock Option (Right to Buy)	\$ 17.29					08/01/2006 ⁽³⁾	08/01/2015	Common Stock	27,8
Restricted Stock Units	\$ 0 ⁽¹⁾					08/04/2009	⁽²⁾	Common Stock	14,4
Stock Option (Right to Buy)	\$ 15.45					08/04/2007 ⁽³⁾	08/04/2016	Common Stock	43,3
Restricted Stock Units	\$ 0 ⁽¹⁾					10/06/2009	⁽²⁾	Common Stock	3,0
Stock Option (Right to Buy)	\$ 40.03	08/02/2007	A	19,368	08/02/2008 ⁽³⁾	08/02/2017		Common Stock	19,3
Restsrticted Stock Units	\$ 0 ⁽¹⁾	08/02/2007	A	8,119	08/02/2010	⁽²⁾		Common Stock	8,1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEUG NORMAN B BOX 7500 REGINA, A9 S0G 0G0			Senior Vice President	

Signatures

/s/ Richard L. Mack, Attorney in Fact for Norman B.
Beug

08/06/2007

⁽¹⁾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) 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.

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