

MOSAIC CO

Form 4

August 04, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PINNEY STEVEN L

(Last) (First) (Middle)

C/O THE MOSAIC
COMPANY, 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)
07/31/2008

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 below) ____ Other (specify 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	08/01/2008		M	12,369	A \$ 0	12,369	D
Common Stock	08/01/2008		F	4,467	D \$ 122.69	7,902	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)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾					10/29/2008 ⁽²⁾	Common Stock 18,000
Stock Option (right to buy)	\$ 15.04					⁽³⁾ 10/29/2014	Common Stock 51,000
Restricted Stock Units	\$ 0 ⁽¹⁾	08/01/2008		M	12,369	08/01/2008 ⁽²⁾	Common Stock 12,369
Stock Option (right to buy)	\$ 17.29					⁽³⁾ 08/01/2015	Common Stock 37,000
Restricted Stock Units	\$ 0 ⁽¹⁾					08/04/2009 ⁽²⁾	Common Stock 14,000
Stock Option (right to buy)	\$ 15.45					⁽⁴⁾ 08/04/2016	Common Stock 43,000
Restricted Stock Units	\$ 0 ⁽¹⁾					10/06/2009 ⁽²⁾	Common Stock 3,000
Stock Option (Right to Buy)	\$ 40.03					⁽⁵⁾ 08/02/2017	Common Stock 19,000
Restricted Stock Units	\$ 0 ⁽¹⁾					08/02/2010 ⁽²⁾	Common Stock 8,100
Stock Option (Right to	\$ 127.21	07/31/2008		A	4,755	⁽⁶⁾ 07/31/2018	Common Stock 4,755

Buy)

Restricted

Stock

\$ 0 ⁽¹⁾

07/31/2008

A

2,555

07/31/2011

(2)Common
Stock

2,5

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PINNEY STEVEN L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			Senior Vice President	

Signatures

s/Richard L. Mack, Attorney-in-Fact for Steven L.
Pinney

08/04/2008

**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) This Stock Option is 100% exercisable.

(4) Grant Date 08/04/2006; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(5) Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(6) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

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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