

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
STRANGHOENER LAWRENCE W

(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 ____ Other (specify
below) below)

Chief Financial Officer

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		By Daughter
Common Stock						100	I
Common Stock						100	I
Common Stock						50	I
Common Stock	08/01/2008		M	21,645	A \$ 0	45,821	D
Common Stock	08/01/2008		F	8,434	D \$ 122.69	37,387	D

Edgar Filing: MOSAIC CO - Form 4

Common Stock	08/04/2008	M	32,363	A	\$ 0	69,750	D
Common Stock	08/04/2008	F	13,820	D	\$ 109.29	55,930	D

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 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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	
Restricted Stock Units	\$ 0 ⁽¹⁾					10/29/2008	⁽²⁾	Common Stock 23,
Stock Option (right to buy)	\$ 15.04					⁽³⁾	10/29/2014	Common Stock 52,
Restricted Stock Units	\$ 0 ⁽¹⁾	08/01/2008		M		21,645	08/01/2008 ⁽²⁾	Common Stock 21,
Stock Option (right to buy)	\$ 17.29					⁽³⁾	08/01/2015	Common Stock 64,
Restricted Stock Units	\$ 0 ⁽¹⁾					08/04/2009	⁽²⁾	Common Stock 20,
Stock Option (right to buy)	\$ 15.45					⁽⁴⁾	08/04/2016	Common Stock 61,
Restricted Stock	\$ 0 ⁽¹⁾	08/04/2008		M		32,363	08/04/2007 ⁽²⁾	Common Stock 32,

Units

Restricted

Stock

\$ 0 ⁽¹⁾

10/06/2009

⁽²⁾Common
Stock

4,3

Units

Stock

Option
(right to
buy)

\$ 40.03

⁽⁵⁾

08/02/2017

Common
Stock

25,

Restricted

Stock

\$ 0 ⁽¹⁾

08/02/2010

⁽²⁾Common
Stock

10,

Units

Stock

Option
(Right to
Buy)

\$ 127.21

07/31/2008

A

7,315

⁽⁶⁾

07/31/2018

Common
Stock

7,3

Restricted

Stock

\$ 0 ⁽¹⁾

07/31/2008

A

3,931

07/31/2011

⁽²⁾Common
Stock

3,9

Units

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGHOENER LAWRENCE W C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			Chief Financial Officer	

Signatures

s/Richard L. Mack, Attorney-in-Fact for Lawrence W.
Stranghoener

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.

Edgar Filing: MOSAIC CO - Form 4

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.