

McLellan Richard N  
Form 4  
July 29, 2009

**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 \*  
McLellan Richard N

(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)  
07/27/2009

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)

Sr Vice President-Commercial

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<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.<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<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
|                                       |   |   |                          | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   | Code                     | V  | Amount   | (D)  | Price   |
| Common<br>Stock                       |   |   |                          |  | 5,647  | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|---|---|---|---|---|---|--|-----|---|--------------------|-----------------|-------------------------------------|
|   |   |   |   | Code                                    | V   | (A)  | (D) | Date<br>Exercisable   | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.04  |   |   |   |   |  |     | <u>(1)</u>  | 10/29/2014         | Common<br>Stock | 21,593                              |
| Stock<br>Option<br>(right to<br>Buy)                | \$ 17.29  |   |   |   |   |  |     | <u>(1)</u>  | 08/01/2015         | Common<br>Stock | 13,915                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.45  |   |   |   |   |  |     | <u>(4)</u>  | 08/04/2016         | Common<br>Stock | 16,562                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(2)</u>   |   |   |   |   |  |     | 08/04/2009  | <u>(3)</u>         | Common<br>Stock | 1,840                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(2)</u>   |   |   |   |   |  |     | 10/06/2009  | <u>(3)</u>         | Common<br>Stock | 393                                 |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 40.03  |   |   |   |   |  |     | <u>(5)</u>  | 08/02/2017         | Common<br>Stock | 12,574                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(2)</u>   |   |   |   |   |  |     | 08/02/2010  | <u>(3)</u>         | Common<br>Stock | 3,747                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 127.21   |   |   |   |   |  |     | <u>(6)</u>  | 07/31/2018         | Common<br>Stock | 2,926                               |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(2)</u>   |   |   |   |   |  |     | 07/31/2011  | <u>(3)</u>         | Common<br>Stock | 2,358                               |
| Stock<br>Option                                     | \$ 52.72  | 07/27/2009                              |   | A                                       |   | 6,611  |     | <u>(7)</u>  | 07/27/2019         | Common<br>Stock | 6,611                               |

(Right to  
Buy)

Restricted

Stock

\$ 0 <sup>(2)</sup>

07/27/2009

A

6,259

07/27/2012

<sup>(3)</sup>Common  
Stock

6,259

Units

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| McLellan Richard N<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 |               |           | Sr Vice<br>President-Commercial |       |

## Signatures

/s/ Richard L. Mack, Attorney in Fact for Richard N.  
McLellan

07/29/2009

\_\_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) This Stock Option is 100% exercisable.

(2) One-for-One

(3) Not Applicable

(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.

(7) Grant Date 07/27/2009; 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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