

MOSAIC CO

Form 4

October 08, 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 *
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)

10/06/2009

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)

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 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)	Price		
			Code	V	Amount		
Common Stock						100	I By Daughter
Common Stock						100	I By Daughter
Common Stock						50	I by Son
Common Stock	10/06/2009		M	4,350	A \$ 0	86,928	D
Common Stock	10/06/2009		F ⁽⁷⁾	1,858	D \$ 47.89	85,070	D

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

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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)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04					(3) 10/29/2014	Common Stock 52,084
Stock Option (right to buy)	\$ 17.29					(3) 08/01/2015	Common Stock 64,935
Stock Option (right to buy)	\$ 15.45					(3) 08/04/2016	Common Stock 61,120
Restricted Stock Units	\$ 0 (1)	10/06/2009		M	4,350	10/06/2009 (2)	Common Stock 4,350
Stock Option (right to buy)	\$ 40.03					(4) 08/02/2017	Common Stock 25,328
Restricted Stock Units	\$ 0 (1)					08/02/2010 (2)	Common Stock 10,617
Stock Option (Right to Buy)	\$ 127.21					(5) 07/31/2018	Common Stock 7,315

Restricted Stock Units	\$ 0 ⁽¹⁾	07/31/2011	⁽²⁾	Common Stock	3,931
Stock Option (Right to Buy)	\$ 52.72	⁽⁶⁾	07/27/2019	Common Stock	14,423
Restricted Stock Units	\$ 0 ⁽¹⁾	07/27/2012	⁽²⁾	Common Stock	13,657

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

10/07/2009

 **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) One-for-One

(2) Not Applicable

(3) This Stock Option is 100% exercisable.

(4) 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.

(5) 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.

(6) 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.

(7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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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