

MOSAIC CO  
Form 4  
August 06, 2007

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

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

(Print or Type Responses)

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

(Last) (First) (Middle)  
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)  
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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)			By Daughter
Common Stock				(A) or (D)			By Daughter
Common Stock				(A) or (D)			by Son
Common Stock	08/04/2007		M	32,362 A	\$ 0 35,462	D	
Common Stock	08/04/2007		F	11,286 (5) D	\$ 0 24,176	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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0 <sup>(1)</sup>					10/29/2008 <sup>(2)</sup>	Common Stock
Stock Option (right to buy)	\$ 15.04					09/22/2005 <sup>(3)</sup> 09/22/2014	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>					08/01/2008 <sup>(2)</sup>	Common Stock
Stock Option (right to buy)	\$ 17.29					08/01/2006 <sup>(3)</sup> 08/01/2015	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>					08/04/2009 <sup>(2)</sup>	Common Stock
Stock Option (right to buy)	\$ 15.45					08/04/2007 <sup>(3)</sup> 08/04/2016	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>	08/04/2007		M	32,362	08/04/2007 <sup>(4)</sup> <sup>(2)</sup>	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>					10/06/2009 <sup>(2)</sup>	Common Stock
Stock	\$ 40.03	08/02/2007		A	25,328	08/02/2008 <sup>(3)</sup> 08/02/2017	Common

Option (right to buy)								Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>	08/02/2007	A	10,617	08/02/2010	<u>(2)</u>		Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGHOENER LAWRENCE W 3033 CAMPUS DRIVE SUITE E490 PLYMOUTH, MN 55441			Exec. VP & CFO	

## Signatures

s/Richard L. Mack, Attorney in fact for Lawrence W. Stranghoener	08/06/2007
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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 grant, beginning this date.
- (4) Vests on 8/4/2008.
- (5) 11,286 shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Unit on 8/4/07.

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.