

MOSAIC CO
Form 4
August 06, 2007

FORM 4

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

OMB APPROVAL

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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 *
PROKOPANKO JAMES T

(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)
President & CEO

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	0	D	

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

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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 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 Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾					11/30/2007	<u>(1)</u>	Common Stock	3,4
Restricted Stock Units	\$ 0 ⁽³⁾					08/01/2008	<u>(1)</u>	Common Stock	3,4
Restricted Stock Units	\$ 0 ⁽³⁾					08/04/2009	<u>(1)</u>	Common Stock	67,7
Stock Option (right to buy)	\$ 15.45					08/04/2007 ⁽²⁾	08/04/2016	Common Stock	181,
Restricted Stock Units	\$ 0 ⁽³⁾					10/06/2009	<u>(1)</u>	Common Stock	6,1
Stock Option (Right to Buy)	\$ 20.7					02/01/2008 ⁽²⁾	02/01/2017	Common Stock	53,9
Restricted Stock Units	\$ 0 ⁽³⁾					02/01/2010	<u>(1)</u>	Common Stock	21,7
Stock Option (Right to Buy)	\$ 40.03	08/02/2007		A	83,433	08/02/2008 ⁽²⁾	08/02/2017	Common Stock	83,4
Restricted Stock Units	\$ 0 ⁽³⁾	08/02/2007		A	34,974	08/02/2010	<u>(1)</u>	Common Stock	34,9

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PROKOPANKO JAMES T
3033 CAMPUS DRIVE, SUITE E490 X President & CEO
PLYMOUTH, MN 55441

Signatures

s/Richard L. Mack, Attorney in fact for James T.
Prokopanko

08/06/2007

__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) Not applicable.
 - (2) Vests as to annual cumulative installments of 33.33% one year from date of grant, beginning this date.
 - (3) one-for-one

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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