

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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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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(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 ⁽¹⁾					10/29/2008 ⁽²⁾	Common Stock
Stock Option (right to buy)	\$ 15.04					09/22/2005 ⁽³⁾ 09/22/2014	Common Stock
Restricted Stock Units	\$ 0 ⁽¹⁾					08/01/2008 ⁽²⁾	Common Stock
Stock Option (right to buy)	\$ 17.29					08/01/2006 ⁽³⁾ 08/01/2015	Common Stock
Restricted Stock Units	\$ 0 ⁽¹⁾					08/04/2009 ⁽²⁾	Common Stock
Stock Option (right to buy)	\$ 15.45					08/04/2007 ⁽³⁾ 08/04/2016	Common Stock
Restricted Stock Units	\$ 0 ⁽¹⁾	08/04/2007		M	32,362	08/04/2007 ⁽⁴⁾ ⁽²⁾	Common Stock
Restricted Stock Units	\$ 0 ⁽¹⁾					10/06/2009 ⁽²⁾	Common Stock
Stock	\$ 40.03	08/02/2007		A	25,328	08/02/2008 ⁽³⁾ 08/02/2017	Common

Option (right to buy)								Stock
Restricted Stock Units	\$ 0 ⁽¹⁾	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

__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) 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.