

MOSAIC CO  
Form 8-K  
February 07, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 1, 2005**

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**THE MOSAIC COMPANY**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
  
of incorporation)

**001-32327**  
(Commission File Number)

**20-0891589**  
(IRS Employer

Identification No.)

12800 Whitewater Drive

55343

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**Minnetonka, Minnesota**  
(Address of principal executive offices)

(Zip Code)

**Registrant's telephone number, including area code: (952) 984-0316**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On February 1, 2005, Douglas A. Pertz, a director of the registrant, entered into a sales plan (the Plan) intended to comply with the requirements of Rule 10b5-1(c)(1)(i)(B) under the Securities Exchange Act of 1934, as amended. Pursuant to the Plan, Mr. Pertz has instructed Goldman, Sachs & Co., as broker, to sell up to 2,806,945 shares of the registrant's common stock, par value \$0.01 per share, representing approximately 0.74% of the registrant's outstanding common stock, beneficially owned by Mr. Pertz pursuant to limit orders at specified prices through January 31, 2006. Mr. Pertz and Goldman, Sachs & Co. may amend or terminate the Plan, if the registrant does not object to the amendment or termination, at a time when Mr. Pertz is not aware of material nonpublic information concerning the registrant or its securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE MOSAIC COMPANY**

Date: February 7, 2005

By:      /s/ Richard L. Mack

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Name: Richard L. Mack  
Title: Senior Vice President, General  
        Counsel and Corporate Secretary