

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 *
BEUG NORMAN B

2. Issuer Name and Ticker or Trading Symbol
MOSAIC CO [MOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BOX 7500

3. Date of Earliest Transaction (Month/Day/Year)
08/02/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Senior Vice President

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

REGINA, A9 S0G 0G0

(City) (State) (Zip)

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	12,000	D	

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)

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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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.656					10/22/2004	06/18/2008	Common Stock	5,9
Stock Option (Right to Buy)	\$ 22.6562					10/22/2004	04/27/2009	Common Stock	6,2
Stock Option (Right to Buy)	\$ 15.0312					10/22/2004	02/22/2010	Common Stock	6,8
Stock Option (Right to Buy)	\$ 15.0312					10/22/2004	02/22/2010	Common Stock	2,5
Stock Option (Right to Buy)	\$ 13.55					10/22/2004	02/28/2011	Common Stock	7,0
Stock Option (Right to Buy)	\$ 10.71					10/22/2004	11/05/2011	Common Stock	8,7
Stock Option (Right to Buy)	\$ 10.76					10/22/2004	01/02/2013	Common Stock	22,
Stock Option (Right to Buy)	\$ 10.19					10/22/2004	01/02/2014	Common Stock	40,
Restricted Stock Units	\$ 0 ⁽¹⁾					10/29/2008	⁽²⁾	Common Stock	9,9
	\$ 0 ⁽¹⁾					08/01/2008	⁽²⁾		9,2

Restricted Stock Units	Common Stock
Stock Option (Right to Buy) \$ 17.29	08/01/2006 ⁽³⁾ 08/01/2015 Common Stock 27,...
Restricted Stock Units \$ 0 ⁽¹⁾	08/04/2009 ⁽²⁾ Common Stock 14,...
Stock Option (Right to Buy) \$ 15.45	08/04/2007 ⁽³⁾ 08/04/2016 Common Stock 43,...
Restricted Stock Units \$ 0 ⁽¹⁾	10/06/2009 ⁽²⁾ Common Stock 3,0...
Stock Option (Right to Buy) \$ 40.03 08/02/2007	A 19,368 08/02/2008 ⁽³⁾ 08/02/2017 Common Stock 19,...
Restsriected Stock Units \$ 0 ⁽¹⁾ 08/02/2007	A 8,119 08/02/2010 ⁽²⁾ Common Stock 8,1...

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEUG NORMAN B BOX 7500 REGINA, A9 S0G 0G0			Senior Vice President	

Signatures

/s/ Richard L. Mack, Attorney in Fact for Norman B. Beug

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 date of grant, beginning this date.

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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