MOSAIC CO Form 4 August 04, 2008

FORM 4

OMB APPROVAL IISSION OMB

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

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Check this box if no longer subject to Section 16. Form 4 or Expires: January 31,

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0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

response...

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * THRASHER LINDA			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	MOSAIC CO [MOS] 3. Date of Earliest Transaction	(Check all applicable)		
C/O THE MO COMPANY, DRIVE, SUI	3033 CAM	1PUS	(Month/Day/Year) 07/31/2008	Director 10% Owner X Officer (give title Other (specification) below) Vice Pres - Public Relations		
	(Street)		4 If Amendment Date Original	6 Individual or Joint/Group Filing/Check		

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

(Zip)

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

PLYMOUTH, MN 55441

(State)

(City)

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1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	(A) or	d of (D)	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	08/01/2008		M	4,638	A	\$ 0	4,638	D	
Common Stock	08/01/2008		F	1,517	D	\$ 122.69	3,121	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 I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Numb orDerivati Securitic Acquire Dispose (Instr. 3,	ve es d (A) or d of (D)	6. Date Exerci Expiration Dat (Month/Day/Y	iration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha	
Restricted Stock Units	\$ 0 (1)						10/29/2008	(2)	Common Stock	6,64	
Stock Option (right to buy)	\$ 15.04						(3)	10/29/2014	Common Stock	3,46	
Restricted Stock Units	\$ 0 (1)	08/01/2008		M		4,638	08/01/2008	(2)	Common Stock	4,63	
Stock Option (right to buy)	\$ 17.29						<u>(3)</u>	08/01/2015	Common Stock	13,9	
Restricted Stock Units	\$ 0 (1)						08/04/2009	(2)	Common Stock	5,25	
Stock Option (right to buy)	\$ 15.45						<u>(4)</u>	08/04/2016	Common Stock	15,7	
Restricted Stock Units	\$ 0 (1)						10/06/2009	(2)	Common Stock	1,12	
Stock Option (right to buy(\$ 40.03						<u>(5)</u>	08/02/2017	Common Stock	8,90	
Restricted Stock Units	\$ 0						08/02/2010	(2)	Common Stock	2,81	
Stock Option	\$ 127.21	07/31/2008		A	1,829		<u>(6)</u>	07/31/2018	Common Stock	1,82	

(Right to Buy)

Restricted

Units

Stock $\$ 0 \frac{(1)}{2}$ 07/31/2008

Α 983 07/31/2011

Common (2) Stock

983

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

> > 08/04/2008

THRASHER LINDA C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Vice Pres -**Public** Relations

Signatures

s/Richard L. Mack, Attorney-in-Fact for Linda Thrasher

**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) This Stock Option is 100% exercisable.
- Grant Date 08/04/2006; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and **(5)** on each anniversary thereafter.
- Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

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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