MOSAIC CO Form 4 October 30, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

Washington, D.C. 20549

Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * THRASHER LINDA

(First)

(Middle)

(Zip)

C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

PLYMOUTH, MN 55441

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

MOSAIC CO [MOS]

3. Date of Earliest Transaction (Month/Day/Year) 10/29/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

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

Vice Pres - Public Relations

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | | | | | | - | · • | | E. |
|---------------------|--------------------------------------|---|-----------------|---------------------|-------------------------|---------------------------|---------------------------------|------------------------|-------------------------|
| 1.Title of Security | 2. Transaction Date (Month/Day/Year) | 3. 4. Securities Acquired Transaction(A) or Disposed of (D) | | | 5. Amount of Securities | 6. Ownership Form: Direct | Indirect | | |
| (Instr. 3) | | any (Month/Day/Year) | Code (Instr. 8) | (Instr. 3, 4 and 5) | | | Beneficially Owned | (D) or Indirect (I) | Beneficial Ownership |
| | | | | | | | Following Reported | (Instr. 4) | (Instr. 4) |
| | | | | | (A) | | Transaction(s) (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | (1115ti. 3 and 4) | | |
| Common Stock | 10/29/2008 | | M | 6,649 | A | \$ 0 | 9,770 | D | |
| Common Stock | 10/29/2008 | | F | 2,226 | D | \$ 33.65 | 7,544 | D | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Edgar Filing: MOSAIC CO - Form 4

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

| 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 or Number of Shares |
| Restricted Stock Units | \$ 0 (1) | 10/29/2008 | | M | | 6,649 | 10/29/2008 | (2) | Common Stock | 6,649 |
| Stock Option (right to buy) | \$ 15.04 | | | | | | <u>(3)</u> | 10/29/2014 | Common Stock | 3,462 |
| Stock Option (right to buy) | \$ 17.29 | | | | | | <u>(3)</u> | 08/01/2015 | Common Stock | 13,915 |
| Restricted Stock Units | \$ 0 (1) | | | | | | 08/04/2009 | (2) | Common Stock | 5,258 |
| Stock Option (right to buy) | \$ 15.45 | | | | | | <u>(4)</u> | 08/04/2016 | Common Stock | 15,773 |
| Restricted Stock Units | \$ 0 (1) | | | | | | 10/06/2009 | (2) | Common Stock | 1,122 |
| Stock Option (right to buy(| \$ 40.03 | | | | | | <u>(5)</u> | 08/02/2017 | Common Stock | 8,909 |
| Restricted Stock Units | \$ 0 | | | | | | 08/02/2010 | (2) | Common Stock | 2,810 |
| Stock Option (Right to Buy) | \$ 127.21 | | | | | | <u>(6)</u> | 07/31/2018 | Common Stock | 1,829 |

Restricted

Stock \$0 (1) Common Stock 983

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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 10/30/2008

**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.
- (4) 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.
- (5) Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) 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.

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.

Reporting Owners 3