BEUG NORMAN B

Form 4 March 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BEUG NORMAN B** Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (First) (Last) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O THE MOSAIC 03/01/2010 below) COMPANY, 3033 CAMPUS Senior Vice President DRIVE, SUITE E490 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

PLYMOUTH, MN 55441

(State)

(City)

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

(City)	(State)	(Zip) Table	ble 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. Securitin(A) or Dis (Instr. 3, 4	sposed	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	03/01/2010		M(7)	13,334	A	\$ 10.19	86,353	D		
Common Stock	03/01/2010		M <u>(7)</u>	9,277	A	\$ 17.29	95,630	D		
Common Stock	03/01/2010		S <u>(7)</u>	14,994		\$ 58.54	80,636	D		

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

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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)	Transaction Code (Instr. 8)	5. Number of onDerivative 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 Securities (Instr. 3 and 4)	
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 10.19	03/01/2010	M <u>(7)</u>		13,334	<u>(1)</u>	01/02/2014	Common Stock	13,334
Stock Option (Right to Buy)	\$ 17.29	03/01/2010	M <u>(7)</u>		9,277	<u>(1)</u>	08/01/2015	Common Stock	9,277
Stock Option (Right to Buy)	\$ 15.45					<u>(1)</u>	08/04/2016	Common Stock	7,229
Stock Option (Right to Buy)	\$ 40.03					<u>(4)</u>	08/02/2017	Common Stock	19,368
Restricted Stock Units	\$ 0 (2)					08/02/2010	(3)	Common Stock	8,119
Stock Option (Right to Buy)	\$ 127.21					<u>(5)</u>	07/31/2018	Common Stock	4,755
Restricted Stock Units	\$ 0 (2)					07/31/2011	(3)	Common Stock	2,555
Stock Option (Right to Buy)	\$ 52.72					<u>(6)</u>	07/27/2019	Common Stock	7,813

Restricted

Stock \$0 (2) Common 7,398

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BEUG NORMAN B C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Senior Vice President

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Norman B.
Beug
03/03/2010

**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) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (4) 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.
- (5) 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.
- (6) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) The stock option exercises and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 28, 2009.

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.

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