

BEUG NORMAN B
Form 4
September 03, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEUG NORMAN B

(Last) (First) (Middle)

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

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title _____ Other (specify
below) below)
Senior Vice President

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/01/2009		M ⁽⁸⁾		2,266	A	\$ 15.0312	54,591	D
Common Stock	09/01/2009		M ⁽⁸⁾		4,638	A	\$ 17.29	59,229	D
Common Stock	09/01/2009		M ⁽⁸⁾		2,918	A	\$ 10.71	62,147	D
Common Stock	09/01/2009		M ⁽⁸⁾		2,333	A	\$ 13.55	64,480	D
Common Stock	09/01/2009		S ⁽⁸⁾		8,422	D	\$ 48.19	56,058	D

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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)

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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.0312	09/01/2009		M ⁽⁸⁾	1,433	⁽¹⁾ 02/22/2010	Common Stock 1,433
Stock Option (Right to Buy)	\$ 15.0312	09/01/2009		M ⁽⁸⁾	833	⁽¹⁾ 02/22/2010	Common Stock 833
Stock Option (Right to Buy)	\$ 13.55	09/01/2009		M ⁽⁸⁾	2,333	⁽¹⁾ 02/28/2011	Common Stock 2,333
Stock Option (Right to Buy)	\$ 10.71	09/01/2009		M ⁽⁸⁾	2,918	⁽¹⁾ 11/05/2011	Common Stock 2,918
Stock Option (Right to Buy)	\$ 10.76					⁽¹⁾ 01/02/2013	Common Stock 14,667
Stock Option (Right to Buy)	\$ 10.19					⁽¹⁾ 01/02/2014	Common Stock 40,000
Stock Option (Right to Buy)	\$ 17.29	09/01/2009		M ⁽⁸⁾	4,638	⁽¹⁾ 08/01/2015	Common Stock 4,638

Buy)						
Stock Option (Right to Buy)	\$ 15.45	(4)	08/04/2016	Common Stock	43,375	
Restricted Stock Units	\$ 0 (2)		10/06/2009	(3)	Common Stock	3,088
Stock Option (Right to Buy)	\$ 40.03	(5)	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	(6)	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	(7)	07/27/2019	Common Stock	7,813	
Restricted Stock Units	\$ 0 (2)		07/27/2012	(3)	Common Stock	7,398

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

09/03/2009

__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 08/04/2006; 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.
- (7) 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.
- (8) The stock option exercises and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 30, 2009.

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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