MOSAIC CO Form 4 October 30, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations 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

1(b).

(Print or Type Responses)

. 31	1 /							
1. Name and Address of Reporting Person * STRANGHOENER LAWRENCE W			2. Issuer Nar Symbol	me and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer			
			MOSAIC C	CO [MOS]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Ear	liest Transaction				
C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490			(Month/Day/\) 10/29/2008	ear)	Director 10% Owner X Officer (give title Other (specif below)			
(Street)			4. If Amendm	ent, Date Original	6. Individual or Joint/Group Filing(Check			
PLYMOU	TH, MN 5544	1	Filed(Month/D	ay/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I -	Non-Derivative Securities Ac	cquired, Disposed of	, or Benefi	cially Owne	
1.Title of	2. Transaction	Date 2A. Deen	ned 3.	4. Securities Acquired	5. Amount of	6.	7. Natu	

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
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)	(A) or		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				1 2220 0022	(2)		100	I	By Daughter
Common Stock							100	I	By Daughter
Common Stock							50	I	by Son
Common Stock	10/29/2008		M	23,272	A	\$ 0	79,202	D	
Common Stock	10/29/2008		F	9,938	D	\$ 33.65	69,264	D	

Edgar Filing: MOSAIC CO - Form 4

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

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

SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secu Secu Acqu or D (D)	curities quired (A) Disposed of str. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	⁷ (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1)	10/29/2008		M		23,272	10/29/2008	(2)	Common Stock	23,272
Stock Option (right to buy)	\$ 15.04						(3)	10/29/2014	Common Stock	52,084
Stock Option (right to buy)	\$ 17.29						(3)	08/01/2015	Common Stock	64,935
Restricted Stock Units	\$ 0 (1)						08/04/2009	(2)	Common Stock	20,373
Stock Option (right to buy)	\$ 15.45						<u>(4)</u>	08/04/2016	Common Stock	61,120
Restricted Stock Units	\$ 0 (1)						10/06/2009	(2)	Common Stock	4,350
Stock Option (right to buy)	\$ 40.03						<u>(5)</u>	08/02/2017	Common Stock	25,328
Restricted Stock	\$ 0 (1)						08/02/2010	(2)	Common Stock	10,617

Units

Stock

Option (Right to \$ 127.21 (6) 07/31/2018 Common Stock 7,315

Buy)

Restricted

Stock \$0 (1) Common Stock 3,931

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRANGHOENER LAWRENCE W C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Chief Financial Officer

Signatures

s/Richard L. Mack, Attorney-in-Fact for Lawrence W.
Stranghoener 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