

MOSAIC CO

Form 4

February 02, 2005

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERTZ DOUGLAS A

(Last) (First) (Middle)

100 SOUTH SAUNDERS
ROAD, SUITE 300

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MOSAIC CO [MOS]

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

01/31/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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	01/31/2005		S		20,000	D	\$ 16.12	395,304.52	D
Common Stock	01/31/2005		S		12,500	D	\$ 16.25	382,804.52	D
Common Stock	01/31/2005		S		7,500	D	\$ 16.23	375,304.52	D
Common Stock	01/31/2005		S		6,000	D	\$ 16.21	369,304.52	D
Common Stock	01/31/2005		S		70,537	D	\$ 16.5	298,767.52	D

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Common Stock	01/31/2005	S	15,900	D	\$ 16.55	282,867.52	D
Common Stock	01/31/2005	S	8,000	D	\$ 16.52	274,867.52	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 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)	8. D S (I	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 18.1875					10/22/2004	08/28/2008	Common Stock	320,000
Stock Option (right to buy)	\$ 18.1875					10/22/2004	08/28/2008	Common Stock	180,000
Stock Option (right to buy)	\$ 14.3125					10/22/2004	10/01/2009	Common Stock	275,000
Stock Option (right to buy)	\$ 15.0312					10/22/2004	02/22/2010	Common Stock	254,000
Stock Option (right to buy)	\$ 15.0625					10/22/2004	03/30/2010	Common Stock	124,040
	\$ 13.55					10/22/2004	02/28/2011		325,000

Stock Option (right to buy)					Common Stock	
Stock Option (right to buy)	\$ 9.65	10/22/2004	07/10/2011		Common Stock	175,000
Stock Option (right to buy)	\$ 12.99	10/22/2004	01/02/2012		Common Stock	440,000
Stock Option (right to buy)	\$ 10.76	10/22/2004	01/02/2013		Common Stock	310,000
Stock Option (right to buy)	\$ 10.19	10/22/2004	01/02/2014		Common Stock	445,000
Grant of Restricted Stock Units	\$ 0	11/30/2007	<u>(1)</u>		Common Stock	3,452

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERTZ DOUGLAS A 100 SOUTH SAUNDERS ROAD SUITE 300 LAKE FOREST, IL 60045	X			

Signatures

s/Richard L.
Mack 02/01/2005

 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) Not applicable.

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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