BENTELE RAYMOND F

Form 4

August 01, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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SECURITIES

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * BENTELE RAYMOND F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

MOSAIC CO [MOS]

(Check all applicable)

C/O THE MOSAIC

(Street)

COMPANY, 3033 CAMPUS

DRIVE, SUITE E490

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

08/01/2008

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

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

PLYMOUTH, MN 55441

(City)

1. Title of

Security

(Instr. 3)

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following

Indirect (I) (Instr. 4) Reported

(Instr. 4)

Indirect

Beneficial

Ownership

(Month/Day/Year)

Transaction(s) or Code V Amount

(Instr. 3 and 4) Price (D)

Common 08/01/2008 Stock

\$0 M 3,470 Α 11,422

(A)

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	Secu Acqu (A) (Disp (D)	or cosed of r. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I Der Sec (Ins
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (1)	08/01/2008		M		3,470	08/01/2008	(2)	Common Stock	3,470	
Restricted Stock Units	\$ 0 (1)						08/04/2009	(2)	Common Stock	4,207	
Restricted Stock Units	\$ 0 (1)						08/02/2010	(2)	Common Stock	1,624	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting Owner Name / Names	Director	10% Owner	Officer	Other			
BENTELE RAYMOND F							
C/O THE MOSAIC COMPANY	X						
3033 CAMPUS DRIVE, SUITE E490							
PLYMOUTH, MN 55441							

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Raymond F.

Bentele 08/01/2008

> **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

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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