

MOSAIC CO  
Form 4  
August 04, 2008

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McLellan Richard N

(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)  
07/31/2008

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 below) \_\_\_ Other (specify below)  
Sr Vice President-Commercial

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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	08/01/2008		M	A	1,546	\$ 0	1,546 D
Common Stock	08/01/2008		F	D	661	\$ 122.69	885 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)

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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)	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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 15.04					<u>(1)</u>	10/29/2014	Common Stock	21,5
Restricted Stock Units	\$ 0 <u>(2)</u>					10/29/2008	<u>(3)</u>	Common Stock	8,3
Stock Option (right to Buy)	\$ 17.29					<u>(1)</u>	08/01/2015	Common Stock	13,9
Restricted Stock Units	\$ 0 <u>(2)</u>	08/01/2008		M	1,546	08/01/2008	<u>(3)</u>	Common Stock	1,5
Stock Option (Right to Buy)	\$ 15.45					<u>(4)</u>	08/04/2016	Common Stock	16,5
Restricted Stock Units	\$ 0 <u>(2)</u>					08/04/2009	<u>(3)</u>	Common Stock	1,8
Restricted Stock Units	\$ 0 <u>(2)</u>					10/06/2009	<u>(3)</u>	Common Stock	39
Stock Option (Right to Buy)	\$ 40.03					<u>(5)</u>	08/02/2017	Common Stock	12,5
Restsrticted Stock Units	\$ 0 <u>(2)</u>					08/02/2010	<u>(3)</u>	Common Stock	3,7
Stock Option (Right to Buy)	\$ 127.21	07/31/2008		A	2,926	<u>(6)</u>	07/31/2018	Common Stock	2,9
Restricted Stock Units	\$ 0 <u>(2)</u>	07/31/2008		A	2,358	07/31/2011	<u>(3)</u>	Common Stock	2,3

