

MOSAIC CO

Form 4

August 06, 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 \*  
**STRANGHOENER LAWRENCE W**

(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)

**08/04/2009**

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 below) \_\_\_\_ Other (specify below)

Chief Financial Officer

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                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 100                                                      | I                                                     | By Daughter |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 100                                                      | I                                                     | By Daughter |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |            |                                                                                               | 50                                                       | I                                                     | by Son      |
| Common Stock                    | 08/04/2009                           |                                                    | M                              |                                                                   | 20,373 | A          | \$ 0                                                                                          | 89,637                                                   | D                                                     |             |
| Common Stock                    | 08/04/2009                           |                                                    | F <sup>(7)</sup>               |                                                                   | 7,059  | D          | \$ 53.68                                                                                      | 82,578                                                   | 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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(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                    | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>or<br>Number<br>of Shares                        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.04                                                              |                                         |                                                             |                                         |                                                                                                              | (3) 10/29/2014                                                 | Common<br>Stock 52,084                                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 17.29                                                              |                                         |                                                             |                                         |                                                                                                              | (3) 08/01/2015                                                 | Common<br>Stock 64,935                                              |
| Restricted<br>Stock<br>Units                        | \$ 0 (1)                                                              | 08/04/2009                              |                                                             | M                                       | 20,373                                                                                                       | 08/04/2009 (2)                                                 | Common<br>Stock 20,373                                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.45                                                              |                                         |                                                             |                                         |                                                                                                              | (3) 08/04/2016                                                 | Common<br>Stock 61,120                                              |
| Restricted<br>Stock<br>Units                        | \$ 0 (1)                                                              |                                         |                                                             |                                         |                                                                                                              | 10/06/2009 (2)                                                 | Common<br>Stock 4,350                                               |
| Stock<br>Option<br>(right to<br>buy)                | \$ 40.03                                                              |                                         |                                                             |                                         |                                                                                                              | (4) 08/02/2017                                                 | Common<br>Stock 25,328                                              |
| Restricted<br>Stock<br>Units                        | \$ 0 (1)                                                              |                                         |                                                             |                                         |                                                                                                              | 08/02/2010 (2)                                                 | Common<br>Stock 10,617                                              |
| Stock<br>Option                                     | \$ 127.21                                                             |                                         |                                                             |                                         |                                                                                                              | (5) 07/31/2018                                                 | Common<br>Stock 7,315                                               |

(Right to  
Buy)Restricted  
Stock  
Units\$ 0 <sup>(1)</sup>

07/31/2011

<sup>(2)</sup>Common  
Stock

3,931

Stock

Option  
(Right to  
Buy)

\$ 52.72

<sup>(6)</sup>

07/27/2019

Common  
Stock

14,423

Restricted  
Stock  
Units\$ 0 <sup>(1)</sup>

07/27/2012

<sup>(2)</sup>Common  
Stock

13,657

## 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

08/06/2009

<sup>\_\_</sup>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 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(5) 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.

(6) 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.

(7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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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