

MOSAIC CO
Form 4
August 06, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
THRASHER LINDA

(Last) (First) (Middle)
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)
08/02/2007

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)
VP - Public Affairs

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾								10/29/2008	⁽²⁾	Common Stock	6,649
Stock Option (right to buy)	\$ 15.04								10/29/2007	10/29/2014	Common Stock	3,462
Restricted Stock Units	\$ 0 ⁽¹⁾								08/01/2008	⁽²⁾	Common Stock	4,638
Stock Option (right to buy)	\$ 17.29								08/01/2006 ⁽³⁾	08/01/2015	Common Stock	13,911
Restricted Stock Units	\$ 0 ⁽¹⁾								08/04/2009	⁽²⁾	Common Stock	5,258
Stock Option (right to buy)	\$ 15.45								08/04/2007 ⁽³⁾	08/04/2016	Common Stock	15,771
Restricted Stock Units	\$ 0 ⁽¹⁾								10/06/2009	⁽²⁾	Common Stock	1,122
Stock Option (right to buy)	\$ 40.03	08/02/2007	A	8,909					08/02/2008 ⁽³⁾	08/02/2017	Common Stock	8,909
Restricted Stock Units	\$ 0 ⁽¹⁾	08/02/2007	A	2,810					08/02/2010	⁽²⁾	Common Stock	2,810

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

THRASHER LINDA
3033 CAMPUS DRIVE
SUITE E490
PLYMOUTH, MN 55441

VP - Public Affairs

Signatures

s/Richard L. Mack, Attorney in fact for Linda
Thrasher

08/06/2007

__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) Vests as to annual cumulative installments of 33.33% one year from date of grant, beginning this date.

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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