

MOSAIC CO  
Form 4  
October 30, 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 \*  
PINNEY STEVEN L

(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)  
10/29/2008

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)  
Senior Vice President

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)                                                        | Price                                                                                         |                                                          |                                   |   |
|                                 |                                      |                                                    |                                | Code                                                              | V                                                                                             | Amount                                                   |                                   |   |
| Common Stock                    | 10/29/2008                           |                                                    | M                              | 18,285                                                            | A                                                                                             | \$ 0                                                     | 26,187                            | D |
| Common Stock                    | 10/29/2008                           |                                                    | F                              | 7,808                                                             | D                                                                                             | \$ 33.65                                                 | 18,379                            | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 10/29/2008                           |                                                    | M                              | 18,285                                                                                  | 10/29/2008 <sup>(2)</sup>                                | Common Stock 18,285                                           |
| Stock Option (right to buy)                | \$ 15.04                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 10/29/2014                                | Common Stock 51,822                                           |
| Stock Option (right to buy)                | \$ 17.29                                               |                                      |                                                    |                                |                                                                                         | <sup>(3)</sup> 08/01/2015                                | Common Stock 37,106                                           |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    |                                      |                                                    |                                |                                                                                         | 08/04/2009 <sup>(2)</sup>                                | Common Stock 14,458                                           |
| Stock Option (right to buy)                | \$ 15.45                                               |                                      |                                                    |                                |                                                                                         | <sup>(4)</sup> 08/04/2016                                | Common Stock 43,375                                           |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    |                                      |                                                    |                                |                                                                                         | 10/06/2009 <sup>(2)</sup>                                | Common Stock 3,088                                            |
| Stock Option (Right to Buy)                | \$ 40.03                                               |                                      |                                                    |                                |                                                                                         | <sup>(5)</sup> 08/02/2017                                | Common Stock 19,368                                           |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    |                                      |                                                    |                                |                                                                                         | 08/02/2010 <sup>(2)</sup>                                | Common Stock 8,119                                            |
| Stock Option (Right to Buy)                | \$ 127.21                                              |                                      |                                                    |                                |                                                                                         | <sup>(6)</sup> 07/31/2018                                | Common Stock 4,755                                            |
|                                            | \$ 0 <sup>(1)</sup>                                    |                                      |                                                    |                                |                                                                                         | 07/31/2011 <sup>(2)</sup>                                | 2,555                                                         |

