

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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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 Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
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

