MOSAIC CO Form 4 August 06, 2009

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

Form 5 obligations STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per 0.5 response...

may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STRANGHOENER LAWRENCE W			2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
C/O THE MO COMPANY, DRIVE, SUI	3033 CAM	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/04/2009	Director 10% Owner Officer (give title Other (specibelow) below) Chief Financial Officer			
(Street) PLYMOUTH, MN 55441		1	4. If Amendment, Date Original Filed(Month/Day/Year)	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 - No	n-Derivative Securities Acq	uired, Disposed o	of, or B	eneficially Owned
3.	4. Securities Acquired	5. Amount of	6.	7. Nature

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqı	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiton(A) or Di (Instr. 3,	sposed 4 and (A) or	of (D)	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)
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 <u>(7)</u>	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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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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secondary Secondary Acquired or D	curities quired (A) Disposed of str. 3, 4,	6. Date Exercis Expiration Date (Month/Day/Ye	te	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
Stock Option (right to buy)	\$ 15.04						<u>(3)</u>	10/29/2014	Common Stock	52,084
Stock Option (right to buy)	\$ 17.29						(3)	08/01/2015	Common Stock	64,935
Restricted Stock Units	\$ 0 (1)	08/04/2009		M		20,373	08/04/2009	(2)	Common Stock	20,373
Stock Option (right to buy)	\$ 15.45						(3)	08/04/2016	Common Stock	61,120
Restricted Stock Units	\$ 0 (1)						10/06/2009	<u>(2)</u>	Common Stock	4,350
Stock Option (right to buy)	\$ 40.03						<u>(4)</u>	08/02/2017	Common Stock	25,328
Restricted Stock Units	\$ 0 (1)						08/02/2010	<u>(2)</u>	Common Stock	10,617
Stock Option	\$ 127.21						<u>(5)</u>	07/31/2018	Common Stock	7,315

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(Right to Buy)					
Restricted Stock Units	\$ 0 <u>(1)</u>	07/31/2011	(2)	Common Stock	3,931
Stock Option (Right to Buy)	\$ 52.72	<u>(6)</u>	07/27/2019	Common Stock	14,423
Restricted Stock Units	\$ 0 <u>(1)</u>	07/27/2012	(2)	Common Stock	13,657

Reporting Owners

Reporting Owner Name / Address

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

**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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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