

MOSAIC CO
Form 5
July 16, 2007

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
BEUG NORMAN B

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
MOSAIC CO [MOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

BOX 7500

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

REGINA, A9 S0G 0G0

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	12,000	D	Â

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)

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 30.656	Â	Â	Â	Â	Â	10/22/2004	06/18/2008	Common Stock	5,950
Stock Option (Right to Buy)	\$ 22.6562	Â	Â	Â	Â	Â	10/22/2004	04/27/2009	Common Stock	6,200
Stock Option (right to buy)	\$ 15.0312	Â	Â	Â	Â	Â	10/22/2004	02/22/2010	Common Stock	6,800
Stock Option (Right to Buy)	\$ 15.0312	Â	Â	Â	Â	Â	10/22/2004	02/22/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 13.55	Â	Â	Â	Â	Â	10/22/2004	02/28/2011	Common Stock	7,000
Stock Option (Right to Buy)	\$ 10.71	Â	Â	Â	Â	Â	10/22/2004	11/05/2011	Common Stock	8,750
Stock Option (Right to Buy)	\$ 10.76	Â	Â	Â	Â	Â	10/22/2004	01/02/2013	Common Stock	22,000
Stock Option (Right to Buy)	\$ 10.19	Â	Â	Â	Â	Â	10/22/2004	01/02/2014	Common Stock	40,000
	\$ 0 ⁽⁴⁾	Â	Â	Â	Â	Â	10/29/2008	Â ⁽¹⁾		9,974

Restricted Stock Units									Common Stock	
Restricted Stock Units	\$ 0 ⁽⁴⁾	^	^	^	^	^	08/01/2008	^ ⁽¹⁾	Common Stock	9,276
Stock Option (Right to Buy)	\$ 17.29	^	^	^	^	^	08/01/2006 ⁽²⁾	08/01/2015	Common Stock	27,820
Restricted Stock Units	\$ 0 ⁽⁴⁾	^	^	^	^	^	08/04/2009	^ ⁽¹⁾	Common Stock	14,450
Stock Option (Right to Buy)	\$ 15.45	^	^	^	^	^	08/04/2007 ⁽³⁾	08/04/2016	Common Stock	43,370
Restricted Stock Unit	\$ 0 ⁽⁴⁾	^	^	^	^	^	10/06/2009	^ ⁽¹⁾	Common Stock	3,088

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEUG NORMAN B BOX 7500 REGINA, S0G 0G0	^	^	^ Senior Vice President	^

Signatures

s/Richard L. Mack, Attorney in fact for Norman B. Beug 07/16/2007

**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) Not applicable.
- (2) Vests 33.33% on 8/1/2006, 8/1/2007 and 8/1/2008.
- (3) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009.
- (4) one-for-one

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.