

MOSAIC CO
Form 4
October 30, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

