

MOSAIC CO

Form 4

October 30, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**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

## OMB APPROVAL

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

(Print or Type Responses)

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

(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  
\_X\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
Senior Vice President

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 - 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		9,974	A \$ 0	34,563 D
Common Stock	10/29/2008		F		4,389	D \$ 33.65	30,174 D

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

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

SEC 1474  
(9-02)

Edgar Filing: MOSAIC CO - Form 4

**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
Stock Option (Right to Buy)	\$ 15.0312							<u>(1)</u>	02/22/2010	Common Stock	6,800
Stock Option (Right to Buy)	\$ 15.0312							<u>(1)</u>	02/22/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 13.55							<u>(1)</u>	02/28/2011	Common Stock	7,000
Stock Option (Right to Buy)	\$ 10.71							<u>(1)</u>	11/05/2011	Common Stock	8,750
Stock Option (Right to Buy)	\$ 10.76							<u>(1)</u>	01/02/2013	Common Stock	22,000
Stock Option (Right to Buy)	\$ 10.19							<u>(1)</u>	01/02/2014	Common Stock	40,000
Restricted Stock Units	\$ 0 <u>(2)</u>	10/29/2008		M		9,974		10/29/2008	<u>(3)</u>	Common Stock	9,974
Stock Option (Right to Buy)	\$ 17.29							<u>(1)</u>	08/01/2015	Common Stock	27,829
	\$ 0 <u>(2)</u>							08/04/2009	<u>(3)</u>		14,458

Restricted Stock Units					Common Stock	
Stock Option (Right to Buy)	\$ 15.45	<u>(4)</u>	08/04/2016		Common Stock	43,375
Restricted Stock Units	\$ 0 <u>(2)</u>		10/06/2009	<u>(3)</u>	Common Stock	3,088
Stock Option (Right to Buy)	\$ 40.03	<u>(5)</u>	08/02/2017		Common Stock	19,368
Restricted Stock Units	\$ 0 <u>(2)</u>		08/02/2010	<u>(3)</u>	Common Stock	8,119
Stock Option (Right to Buy)	\$ 127.21	<u>(6)</u>	07/31/2018		Common Stock	4,755
Restricted Stock Units	\$ 0 <u>(2)</u>		07/31/2011	<u>(3)</u>	Common Stock	2,555

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEUG NORMAN B C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			Senior Vice President	

## Signatures

/s/ Richard L. Mack, Attorney in Fact for Norman B.  
Beug

10/30/2008

                     \*\*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) This Stock Option is 100% exercisable.

(2) One-for-One

## Edgar Filing: MOSAIC CO - Form 4

- (3) Not Applicable
- (4) Grant Date 08/04/2006; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) 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.
- (6) 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.

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.