MOSAIC CO
Form DEF 14A
August 23, 2007
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. __)

Filed by the Registrant x   Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

The Mosaic Company

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

Headquarter Offices:

Atria Corporate Center, Suite E490

3033 Campus Drive

Plymouth, MN 55441

Telephone (763) 577-2700

August 23, 2007

Dear Stockholder:

You are cordially invited to attend The Mosaic Company 2007 Annual Meeting of Stockholders. The meeting will be held at the Radisson Hotel and Conference Center, 3131 Campus Drive, Plymouth, Minnesota 55441 on October 4, 2007, at 10:00 a.m. local time. Directions to the meeting are included at the end of the accompanying Proxy Statement. A Notice of the Annual Meeting, a Proxy Statement covering the formal business of the meeting, our Annual Report for the fiscal year ended May 31, 2007, a proxy card and related information are enclosed. At the meeting we will report on our operations during the fiscal year ended May 31, 2007.

I encourage you to attend the meeting and to vote in favor of the election of directors and the proposal to ratify the appointment of KPMG LLP as our independent registered public accounting firm.

Regardless of whether you expect to attend the meeting, please promptly sign and return the proxy card in the enclosed postage-paid envelope. Even if you execute this proxy, you may revoke it at any time before it is voted. If you attend the meeting and wish to vote in person, you will be able to do so even if you have previously returned your proxy card.

Your cooperation and prompt attention to this matter are appreciated.

Sincerely,

James T. Prokopanko

President and Chief Executive Officer

Table of Contents

Headquarter Offices:

Atria Corporate Center, Suite E490

3033 Campus Drive

Plymouth, MN 55441

Telephone (763) 577-2700

Notice of 2007 Annual Meeting of Stockholders

To Our Stockholders:

The 2007 Annual Meeting of Stockholders of The Mosaic Company, a Delaware corporation, will be held at the Radisson Hotel and Conference Center, 3131 Campus Drive, Plymouth, Minnesota 55441 on October 4, 2007, at 10:00 a.m. local time, to consider and act upon the following matters, each of which is explained more fully in the accompanying Proxy Statement:

1. The election of four directors for terms expiring in 2010, each as recommended by the Board of Directors;

2. The ratification of the appointment of KPMG LLP as our independent registered public accounting firm to audit our financial statements for the year ending May 31, 2008, as recommended by our Audit Committee; and

3. Any other business that may properly come before the 2007 Annual Meeting of Stockholders or any adjournment thereof.

A proxy card for your use in voting on these matters is also enclosed.

In accordance with our bylaws and resolutions of the Board of Directors, only stockholders of record at the close of business on August 8, 2007 are entitled to notice of and to vote at the 2007 Annual Meeting of Stockholders.

By Order of the Board of Directors

Richard L. Mack

Senior Vice President, General Counsel and Corporate Secretary

August 23, 2007

Table of Contents

TABLE OF CONTENTS

	Page
QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING	1
What is the purpose of the meeting?	1
Who is entitled to vote at the meeting?	1
What are my voting rights?	1
How many shares must be present to hold the meeting?	1
How do I vote my shares?	1
What is the difference between a stockholder of record and a street name holder?	2
What does it mean if I receive more than one proxy card?	2
Can I vote my shares in person at the meeting?	2
What vote is required for the election of directors or for a proposal to be approved?	2
How are votes counted?	2
How does the Board recommend that I vote?	3
What if I do not specify how I want my shares voted?	3
Can I change my vote after submitting my proxy?	3
How can I attend the meeting?	3
Who pays for the cost of proxy preparation and solicitation?	3
BENEFICIAL OWNERSHIP OF SECURITIES	3
Ownership of Securities by Directors and Executive Officers	3
Ownership of Securities by Others	5
SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE	5
PROPOSAL NO. 1 ELECTION OF DIRECTORS	5
Nominees for Election as Class III Directors Whose Terms Will Expire in 2010	6
Class I Directors Whose Terms Expire in 2008	7
Class II Directors Whose Terms Expire in 2009	7
CORPORATE GOVERNANCE	8
Board Independence	8
Committees of the Board of Directors	9
Policies Relating to the Board of Directors	12
Code of Business Conduct and Ethics	18
EXECUTIVE AND DIRECTOR COMPENSATION	19
Compensation Discussion and Analysis	19
Compensation Committee Report	34
Executive Compensation Tables	35
Director Compensation	59
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	63
Investor Rights Agreement	63
Registration Rights Agreement	64
Reimbursement of Pre-Combination Incentive Compensation	64
Pension Plans and Other Benefits	65
Special Transactions Committee and Transactions with Cargill	65
Other Agreements	70
COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION	70

Table of Contents

	Page
AUDIT COMMITTEE REPORT AND PAYMENT OF FEES TO INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	71
Report of the Audit Committee	71
Fees Paid to Independent Registered Public Accounting Firm	72
Pre-approval of Independent Registered Public Accounting Firm Services	72
PROPOSAL NO. 2 RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM	73
STOCKHOLDER PROPOSALS AND NOMINATIONS FOR THE 2008 ANNUAL MEETING OF STOCKHOLDERS	73
ANNUAL REPORT TO STOCKHOLDERS AND FORM 10-K	74
OTHER MATTERS	74
DIRECTIONS TO RADISSON HOTEL AND CONFERENCE CENTER	75

Table of Contents

PROXY STATEMENT

2007 ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON OCTOBER 4, 2007

The Board of Directors of The Mosaic Company is soliciting proxies for use at the 2007 Annual Meeting of Stockholders to be held on October 4, 2007, and at any adjournment of the meeting. This proxy statement and the enclosed proxy card are first being mailed or given to stockholders on or about August 23, 2007.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the meeting?

At our Annual Meeting, stockholders will act upon the matters outlined in the Notice of 2007 Annual Meeting of Stockholders. These include the election of directors and ratification of the selection of our independent registered public accounting firm. Also, management will report on our performance during the fiscal year ended May 31, 2007 and respond to questions from stockholders.

Who is entitled to vote at the meeting?

The Board of Directors has set August 8, 2007, as the record date for the Annual Meeting. If you were a stockholder of record at the close of business on August 8, 2007, you are entitled to vote at the meeting.

As of the record date, 441,408,712 shares of our common stock were issued and outstanding and, therefore, eligible to vote at the meeting.

What are my voting rights?

Holders of our common stock are entitled to one vote per share. Therefore, a total of 441,408,712 votes are entitled to be cast at the meeting. There is no cumulative voting.

How many shares must be present to hold the meeting?

In accordance with our bylaws, the holders of a majority of the shares entitled to vote at the meeting must be present at the meeting in order to hold the meeting and conduct business. This is called a quorum. Your shares are counted as present at the meeting if:

- you are present and vote in person at the meeting; or
- you have properly submitted a proxy card by mail.

How do I vote my shares?

If you are a stockholder of record as of the record date, you can give a proxy to be voted at the meeting in any of the following ways:

- over the telephone by calling a toll-free number;
- electronically, using the internet; or

by completing, signing and mailing the enclosed proxy card.

The telephone and internet voting procedures have been set up for your convenience. We encourage you to save corporate expense by submitting your vote by telephone or internet. The procedures have been designed to authenticate your identity, to allow you to give voting instructions, and to confirm that those instructions have been recorded properly. If you are a stockholder of record and you would like to submit your proxy by telephone or internet, please refer to the specific instructions provided on the enclosed proxy card. If you wish to submit your proxy by mail, please return your signed proxy card to us before the annual meeting.

If you hold your shares in street name, you must vote your shares in the manner prescribed by your broker or other nominee. Your broker or other nominee has enclosed or otherwise provided a voting instruction card for you to use in directing the broker or nominee how to vote your shares, and telephone and internet voting is also encouraged for stockholders who hold their shares in street name.

Table of Contents

What is the difference between a stockholder of record and a street name holder?

If your shares are registered directly in your name, you are considered the stockholder of record with respect to those shares. If your shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those shares. However, you still are considered the beneficial owner of those shares, and your shares are said to be held in street name. Street name holders generally cannot vote their shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their shares using the method described above.

What does it mean if I receive more than one proxy card?

If you receive more than one proxy card, it means that you hold shares registered in more than one account. To ensure that all of your shares are voted, sign and return each proxy card.

Can I vote my shares in person at the meeting?

If you are a stockholder of record, you may vote your shares in person at the meeting by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you also submit your proxy as described above so that your vote will be counted if you later decide not to attend the meeting.

If you are a street name holder, you may vote your shares in person at the meeting only if you obtain a signed letter or other proxy from your broker, bank, trust or other nominee giving you the right to vote the shares at the meeting.

What vote is required for the election of directors or for a proposal to be approved?

The affirmative vote of a plurality of the shares of our common stock present in person or by proxy at the Annual Meeting and entitled to vote in the election of directors is required to elect directors. This means that since stockholders will be electing four directors, the four nominees receiving the highest number of votes will be elected.

The affirmative vote of a majority of the shares of our common stock present in person or by proxy and entitled to vote at the Annual Meeting is required for the approval of the other proposal.

How are votes counted?

You may either vote FOR or WITHHOLD authority to vote for each nominee for the Board of Directors. You may vote FOR, AGAINST or ABSTAIN on the other proposal.

If you submit your proxy but abstain from voting or withhold authority to vote on one or more matters, your shares will be counted as present at the meeting for the purpose of determining a quorum. Your shares also will be counted as present at the meeting for the purpose of calculating the vote on the particular matter with respect to which you abstained from voting or withheld authority to vote.

If you withhold authority to vote for one or more of the directors, this has no effect on the election of those directors. If you abstain from voting on a proposal, your abstention has the same effect as a vote against that proposal.

If you hold your shares in street name and do not provide voting instructions to your broker or other nominee, your shares will be considered to be broker non-votes and will not be voted on any proposal on which your broker does not have discretionary authority to vote under the rules of the New York Stock Exchange (the NYSE). Shares that constitute broker non-votes will be counted as present at the meeting for the purpose of determining a quorum but will not be represented at the meeting for purposes of calculating the vote with respect to such matter or matters. This effectively reduces the number of shares needed to approve such matter or matters.

Table of Contents

How does the Board recommend that I vote?

You will vote on the following proposals:

- Election of four directors: F. Guillaume Bastiaens, Raymond F. Bentele, Richard D. Frasch and William R. Graber; and
- Ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending May 31, 2008.

The Board of Directors recommends that you vote FOR each of the nominees to the Board of Directors and FOR the ratification of KPMG LLP as our independent registered public accounting firm for the fiscal year ending May 31, 2008.

What if I do not specify how I want my shares voted?

If you submit a signed proxy card and do not specify how you want to vote your shares, we will vote your shares:

- FOR all of the nominees for director; and
- FOR the ratification of the selection of KPMG LLP as our independent registered public accounting firm for the fiscal year ending May 31, 2008.

Can I change my vote after submitting my proxy?

Yes. You may revoke your proxy and change your vote at any time before your proxy is voted at the Annual Meeting. If you are a stockholder of record, you may revoke your proxy and change your vote by submitting a later-dated proxy by mail or by voting in person at the meeting. To request an additional proxy card, you should contact Carmen Kilde at 1-800-918-8270. If you hold your shares in street name, contact your broker or other nominee regarding how to revoke your proxy and change your vote.

How can I attend the meeting?

You may be asked to present valid picture identification, such as a driver s license or passport, before being admitted to the meeting. If you hold your shares in street name, you also will need proof of ownership to be admitted to the meeting. A recent brokerage statement or letter from your broker or other nominee are examples of proof of ownership.

Please let us know whether you plan to attend the meeting by marking the attendance box on the proxy card.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks or other nominees for forwarding proxy materials to street name holders.

We are soliciting proxies primarily by mail. In addition, our directors, officers and regular employees may solicit proxies by personal interview, telephone or telegrams. These individuals will receive no additional compensation for their services other than their regular salaries.

BENEFICIAL OWNERSHIP OF SECURITIES

Ownership of Securities by Directors and Executive Officers

We have stock ownership guidelines for our directors and our executive officers. Our stock ownership guideline for directors call for ownership of shares in an aggregate amount equal in value to $250,000, to be satisfied prior to the fifth anniversary of the commencement of his or her directorship. For purposes of meeting our stock ownership guidelines, restricted stock units (whether vested or unvested) and shares of our common stock owned by a director are included. Our stock ownership guidelines for executive officers are described under Stock Ownership Guidelines in our Compensation Discussion and Analysis on page 34.

Table of Contents

The following table shows the number of shares of common stock owned beneficially, as of August 8, 2007, by (1) each current director and director nominee, (2) each current executive officer named in the Fiscal 2007 Summary Compensation Table in this proxy statement and (3) all of our current directors and executive officers as a group. The named individual has sole voting and investment power unless otherwise indicated.

Name	Number of Shares of Common Stock Beneficially Owned (1)(2)(3)	Percent of Outstanding Common Stock (4)
F. Guillaume Bastiaens	5,000	*
Raymond F. Bentele	40,318	*
Norman B. Beug	144,210	*
Phyllis E. Cochran	0	*
Fredric W. Corrigan	773,331(5)	*
Richard D. Frasch	0	*
William R. Graber	8,000	*
Robert L. Lumpkins	5,000	*
Richard L. Mack	47,694	*
Harold H. MacKay	31,250	*
David B. Mathis	41,117	*
William T. Monahan	7,000	*
Steven L. Pinney	39,195	*
James T. Prokopanko	60,462	*
Steven M. Seibert	0	*
Lawrence W. Stranghoener	140,173(6)	*
All directors and executive officers as a group (20 persons)	1,138,650	*

* Represents less than 1% of the outstanding shares.

(1) Beneficial ownership of securities is based on information furnished or confirmed by each director or executive officer described above.

(2) Includes the following shares subject to stock options exercisable within 60 days of August 8, 2007: Mr. Bentele, 38,750 shares; Mr. Beug, 132,210 shares; Mr. Corrigan, 651,001 shares; Mr. Mack, 46,694 shares; Mr. MacKay, 26,250 shares; Mr. Mathis, 25,100 shares; Mr. Pinney, 39,195 shares; Mr. Prokopanko, 60,462 shares; Mr. Stranghoener, 115,747 shares; and all directors and executive officers as a group, 1,176,309 shares.

(3) We have included stock options and restricted stock units only if they are exercisable, or vest, within 60 days of August 8, 2007. Restricted stock units that do not vest within that period include 12,753 held by each of Messrs. Bastiaens, Bentele, Graber, MacKay, Mathis, Monahan and Seibert; 5,512 held by Ms. Cochran; 116,418 held by Mr. Corrigan; and 25,506 held by Mr. Lumpkins.

(4) Based on the total number of shares outstanding on August 8, 2007.

(5) Includes 250 shares of common stock held by Mr. Corrigan s wife.

(6) Includes 250 shares of common stock held by Mr. Stranghoener s three children.

4

Table of Contents

Ownership of Securities by Others

We believe that, as of August 8, 2007, based on filings with the Securities and Exchange Commission, or SEC, the following named organizations are the beneficial owners of more than 5% of our outstanding common stock.

Name and Address of Beneficial Owner	Number of Shares of Common Stock Beneficially Owned	Percent of Outstanding Common Stock
Cargill, Incorporated (1) 15615 McGinty Road West Wayzata, Minnesota 55391	285,759,772	64.7%
Cargill Fertilizer, Inc. 15615 McGinty Road West Wayzata, Minnesota 55391	243,972,618	55.3%
GNS I (U.S.) Corp. 15615 McGinty Road West Wayzata, Minnesota 55391	30,155,221	6.8%

(1) Includes 30,155,221 shares of common stock held by GNS I (U.S.) Corp. and 243,972,618 shares of common stock held by Cargill Fertilizer, Inc., both of which are wholly-owned subsidiaries of Cargill, Incorporated. Throughout this proxy statement, we sometimes refer to Cargill, Incorporated individually and/or one or more of its subsidiaries and affiliates (other than us) as Cargill. Our Investor Rights Agreement with Cargill restricts Cargill s ability to acquire or dispose of shares of our stock for specified time periods as described under Certain Relationships and Related Transactions Investor Rights Agreement.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers and persons who own more than 10% of our securities to file initial reports of ownership of those securities on Form 3 and reports of changes in ownership on Form 4 or Form 5 with the SEC. Specific due dates for these reports have been established by the SEC. We are required to disclose in this proxy statement any failure to timely file the required reports by these dates. Based solely on a review of the copies of these reports received by us and written representations from our directors and executive officers, we believe that our directors, executive officers and more than 10% stockholders complied with all Section 16(a) filing requirements for our fiscal year ended May 31, 2007, except that:

- we filed a Form 4 on behalf of F. Guillaume Bastiaens one day late to report a grant of 4,207 restricted stock units due to an EDGAR filing code password change; and

- Cargill filed one late Form 4 to report the automatic conversion of 5,458,955 shares of Class B common stock held by Cargill Fertilizer, Inc. into 35,177,450 shares of common stock on July 1, 2006.

PROPOSAL NO. 1 ELECTION OF DIRECTORS

Our Board of Directors currently consists of eleven members and is divided into three classes. The members of each class are elected to serve a three-year term with the term of office for each class ending in consecutive years.

Four directors currently serve in the class of directors whose terms expire at the Annual Meeting. F. Guillaume Bastiaens, Raymond F. Bentele and William R. Graber, each of whom is currently serving in the class of directors whose terms expire at the Annual Meeting, will stand for re-election at the Annual Meeting for a three-year term expiring in 2010. Fredric W. Corrigan will retire from our Board of Directors at the Annual

Meeting. The Board has nominated Richard D. Frasch for election at the Annual Meeting for a three-year term expiring in 2010 to replace Mr. Corrigan. Mr. Corrigan is serving as a Cargill Director pursuant to our Investor Rights Agreement with Cargill as described under Policies Relating to the Board of Directors Nomination and Selection of Directors. Mr. Frasch was identified as a candidate by Cargill in accordance with our Investor Rights Agreement with Cargill.

Following Mr. Bentele s re-election to the Board, which is assured, as described further below, the Board s retirement policy described elsewhere in this proxy statement provides that Mr. Bentele would submit his resignation in the year he attains the age of 72, i.e., in 2008, which would be prior to completion of his three-year term in 2010. Mr. Bentele is serving as an IMC Director pursuant to our Investor Rights Agreement with Cargill. We will fill any vacancy resulting from Mr. Bentele s resignation in accordance with our Certificate of Incorporation, our Bylaws and our Investor Rights Agreement with Cargill.

Bernard M. Michel, whose term of office as one of our directors was scheduled to expire at our annual meeting of stockholders in 2008, resigned effective August 14, 2007 because his service on another board to which he was recently elected would not permit him to continue to adequately fulfill his duties as one of our directors. Mr. Michel was one of our IMC Directors. We will fill this vacancy on our Board in accordance with our Certificate of Incorporation, our Bylaws and our Investor Rights Agreement with Cargill.

It is intended that the shares represented by the proxies named on the enclosed proxy card will be voted, unless authorization to do so is withheld, FOR the election of Messrs. Bastiaens, Bentele, Frasch and Graber to serve until the Annual Meeting of Stockholders in 2010 or until their respective successors have been duly elected and qualified. Directors shall be elected by a plurality of the votes of the shares of common stock present in person or by proxy at the Annual Meeting and entitled to vote in the election. Because Cargill has more than a majority of the votes of the shares of common stock and has, pursuant to our Investor Rights Agreement with Cargill, agreed to vote its shares in accordance with the recommendation by our Board of Directors in favor of Messrs. Bastiaens, Bentele, Frasch and Graber, their election is assured.

If one or more nominees should become unavailable to serve as a director, it is intended that shares represented by the enclosed proxy card will be voted for such substitute nominee or nominees as may be selected by the Board.

The names of the nominees for director and of those directors continuing in office, their ages, their principal occupations during the past five years, certain other directorships held, and their length of service, if any, on the Board are set forth below.

Nominees for Election as Class III Directors Whose Terms Will Expire in 2010

F. Guillaume Bastiaens. Age 64, director since October 2004. Mr. Bastiaens has served as Vice Chairman of Cargill since February 1998. Mr. Bastiaens has been a member of Cargill s Corporate Leadership Team since its inception in 1999 and has served as a director at Cargill since 1995. He joined Cargill in 1967 and has held various leadership positions in Cargill s processing and technology operations in Europe and the United States. Mr. Bastiaens serves as a director of Donaldson Company, Inc.

Raymond F. Bentele. Age 70, director since October 2004. Mr. Bentele is the retired President and Chief Executive Officer of Mallinckrodt Inc., having served in that capacity from 1982 to 1992. Mr. Bentele was Executive Vice President of Mallinckrodt Group Inc. (formerly known as IMCERA Group Inc.) from 1989 until his retirement. He is also a director of the AMCON Distributing Company and Leggett & Platt Inc. and previously served as a director of IMC Global Inc. from 1990 to 1991 and from June 1994 to October 2004.

Richard D. Frasch. Age 52. Mr. Frasch has served as Corporate Vice President of Cargill since July 2004. Mr. Frasch currently serves as a platform leader for Cargill s Ag & Farm Platform and has been a member of Cargill s Corporate Center since August 1999. Since joining Cargill in 1978, Mr. Frasch has held various positions, including president of Cargill Animal Nutrition from 1998 to 2004.

Table of Contents

William R. Graber. Age 64, director since October 2004. Mr. Graber is the retired Senior Vice President and Chief Financial Officer of McKesson Corporation, a healthcare services company. Mr. Graber held this position since joining McKesson in February 2000 through his retirement in May 2004. From 1991 to 1999, Mr. Graber was with Mead Corporation where, prior to becoming Vice President and Chief Financial Officer, he served as Controller and Treasurer. From 1965 to 1991, Mr. Graber held a variety of financial management positions at General Electric Company. Mr. Graber currently serves as a director of Solectron Corporation, Kaiser Permanente and Archimedes, Inc.

The Board of Directors recommends a vote FOR the election of the four nominees listed above.

Class I Directors Whose Terms Expire in 2008

David B. Mathis. Age 69, director since October 2004. Mr. Mathis has served as Chairman of Kemper Insurance Companies since November 2003. He was both Chairman and Chief Executive Officer of Kemper between February 1996 and November 2003. Mr. Mathis has held a variety of management positions at Kemper since joining the firm in 1960. He is currently a director of Thomas Group, Inc., and serves on the board of trustees of Lake Forest College. He previously served as a director of IMC Global Inc. from February 1995 to October 2004.

James T. Prokopanko. Age 54, director since October 2004. Mr. Prokopanko joined us as our Executive Vice President and Chief Operating Officer in July 2006 until being elected President and Chief Executive Officer effective January 1, 2007. Previously, he was a Corporate Vice President of Cargill from 2004 to 2006. He was Cargill s Corporate Vice President with executive responsibility for procurement from 2002 to 2006 and a platform leader of Cargill s Ag Producer Services Platform from 1999 to 2006. After joining Cargill in 1978, he served in a wide range of leadership positions, including being named Vice President of the North American crop inputs business in 1995. During his Cargill career, Mr. Prokopanko was engaged in retail agriculture businesses in Canada, the United States, Brazil, Argentina and the United Kingdom.

Steven M. Seibert. Age 52, director since October 2004. Mr. Seibert has operated The Seibert Law Firm in Tallahassee, Florida since January 2003 and represents private and public sector clients in environmental and land use matters. He is currently serving as the Executive Director of the Century Commission for a Sustainable Florida. Prior to starting a law practice, Mr. Seibert was Secretary of the Florida Department of Community Affairs from 1999 to 2003 and, before that, Mr. Seibert served as an elected County Commissioner representing Pinellas County, Florida from 1992 to 1999.

Class II Directors Whose Terms Expire in 2009

Phyllis E. Cochran. Age 55, director since October 2006. Ms. Cochran has served as the Senior Vice President and General Manager of the Parts Group of International Truck and Engine Corporation, the operating company of Navistar International Corporation, a truck and engine manufacturer, since January 2007. Previously, she served as Vice President and General Manager of the Parts Group of International Truck and Engine Corporation from January 2004 to December 2006. She also serves on Navistar s Executive Council. Ms. Cochran served as the Chief Executive Officer and General Manager of Navistar Financial Corporation, Navistar s captive finance company, from December 2002 to December 2003. Since joining Navistar in 1979, she has held various positions, including Vice President of Operations at Navistar Financial Corporation and other financial management roles.

Robert L. Lumpkins. Age 63, director since January 2004. Mr. Lumpkins retired as Vice Chairman of Cargill in October 2006. Mr. Lumpkins served as Chief Financial Officer of Cargill from 1989 to 2005. Mr. Lumpkins serves as a member of the Board of Directors of Ecolab, Inc. and Black River Asset Management. He also serves on the nonprofit board of Howard University.

Harold H. MacKay. Age 67, director since October 2004. Mr. MacKay has served as Counsel to the law firm MacPherson Leslie & Tyerman LLP (MacPherson) in Regina, Saskatchewan, Canada since 2005. Prior to that, Mr. MacKay was a partner of MacPherson from 1969 to 2004. He served as the Clifford Clark policy advisor to the Department of Finance of Canada from 2002 to 2004 and chaired the Task Force on the Future of

Table of Contents

the Canadian Financial Services Sector in 1997 and 1998. Mr. MacKay is the non-executive Chairman of the Board of Directors of Domtar Corporation and a director of The Toronto-Dominion Bank. He previously served as a director of The Vigoro Corporation from 1994 through its acquisition by IMC Global Inc. in 1996, and served as a director of IMC Global Inc. from 1996 to October 2004. He was made an Officer of the Order of Canada in 2002.

William T. Monahan. Age 60, director since October 2004. Mr. Monahan is the retired Chairman of the Board, President and Chief Executive Officer of Imation Corporation, a position which he held from 1996 until his retirement in 2004. Prior to the formation of Imation, he served as Group Vice President of 3M Company (3M) responsible for its Electro and Communications Group, senior managing director of 3M s Italy business and Vice President of 3M s Data Storage Products Division. Mr. Monahan is currently a director of Hutchinson Technology Inc. and Pentair Inc.

Director Retiring From the Board at the 2007 Annual Meeting

Fredric W. Corrigan. Age 64, director since January 2004. Mr. Corrigan served as our President and Chief Executive Officer from October 2004 until his retirement on January 1, 2007. Mr. Corrigan previously served as Executive Vice President of Cargill and as a member of Cargill s Corporate Leadership Team from 1999 to 2004. Since joining Cargill in 1966, he has held various positions, including Chairman of the Board of Cargill Fertilizer, Inc. from 1994 to 2004. Mr. Corrigan serves as a member of the board of directors and the lead director of Xcel Energy Inc.

CORPORATE GOVERNANCE

Our Board of Directors oversees the management of our business and determines overall corporate policies. The Board s primary responsibilities are directing our fundamental operating, financial and other corporate strategies and evaluating the overall effectiveness of our management. Our Board currently consists of eleven members and is divided into three classes. The members of each class are elected to serve a three-year term with the term of office for each class ending in consecutive years.

Board Independence

Because more than 50% of our voting power is held by Cargill, we have opted to be treated as a controlled company for purposes of the NYSE listing standards. As a result, the NYSE listing standards do not require our Board to be comprised of at least a majority of independent directors, or our Corporate Governance and Nominating Committee or our Compensation Committee to be comprised entirely of independent directors.

The NYSE listing standards do, however, require our Audit Committee to be comprised entirely of independent directors. The NYSE listing standards also require our Board to make a formal determination each year as to which of our directors are independent.

In addition to meeting the minimum standards of independence adopted by the NYSE, no director qualifies as independent under the NYSE listing standards unless our Board affirmatively determines that the director has no material relationship with us.

Our Board has adopted Director Independence Standards setting forth specific criteria by which the independence of our directors will be determined. These criteria include restrictions on the nature and extent of any affiliations directors and their immediate family members may have with us, our independent accountants, or any commercial or non-profit entity with which we have a relationship. A copy of our Director Independence Standards is available on our website at www.mosaicco.com under the Investors Corporate Governance caption.

Table of Contents

Our Board is comprised of a majority of directors who are independent within the meaning of the NYSE listing standards. Our Audit Committee is comprised solely of directors who are independent. The chair and a majority of the members of our Compensation Committee and of our Corporate Governance and Nominating Committee are independent.

Our Board has determined that Raymond F. Bentele, Phyllis E. Cochran, William R. Graber, Harold H. MacKay, David B. Mathis, Bernard M. Michel, William T. Monahan and Steven M. Seibert have no material relationships with us, satisfy all of the categorical standards of independence included in our Director Independence Standards and are independent. In making the independence determinations, our Corporate Governance and Nominating Committee reviewed all of our directors relationships with us based primarily on a review of the responses of the directors to questions regarding employment, business, familial, compensation and other relationships with us and our management. James T. Prokopanko is not independent because he is our current President and Chief Executive Officer. Fredric W. Corrigan, our former President and Chief Executive Officer, is not independent because he has been employed by us within the past three years. Robert L. Lumpkins, our Chairman of the Board, is not independent because he previously served as Vice Chairman and Chief Financial Officer of Cargill. F. Guillaume Bastiaens is not independent because he is a current Vice Chairman of Cargill. Richard D. Frasch, a director nominee listed in this proxy statement, is not independent because he is an executive of Cargill.

Committees of the Board of Directors

The Board has six committees, including the Executive Committee, the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee, the Environmental, Health and Safety Committee and the Special Transactions Committee, each of which plays a significant role in the discharge of the Board s duties and obligations. The membership of each committee is set forth below. All of the members of the Audit Committee and the Special Transactions Committee, as well as the chairs of the Compensation Committee and of the Corporate Governance and Nominating Committee, are independent under NYSE listing standards. Each of the committees routinely meets in private session without the Chief Executive Officer or other members of management in attendance. Each of the six committees operates under a written charter. The charters are available on our website at www.mosaicco.com under the Investors Corporate Governance caption and are available in print free of charge to any stockholder upon written request addressed to our Corporate Secretary at The Mosaic Company, Atria Corporate Center, Suite E490, 3033 Campus Drive, Plymouth, Minnesota 55441.

Executive Committee

Members:	Robert L. Lumpkins, *Chair*	William T. Monahan
	Raymond F. Bentele	James T. Prokopanko
	Harold H. MacKay	

The Executive Committee, which is comprised of our Chairman, our Chief Executive Officer, and the chairs of our Audit, Corporate Governance and Nominating, and Compensation Committees, did not meet during our 2007 fiscal year. The Executive Committee is responsible for acting on matters requiring action between Board meetings when it is unnecessary or impractical to convene the full Board, as determined by the chair of the committee.

Audit Committee

Members:	Raymond F. Bentele, *Chair*	David B. Mathis
	Phyllis E. Cochran	William T. Monahan
	William R. Graber	

The Audit Committee is comprised of five directors. It met nine times during our 2007 fiscal year. The Board of Directors has determined that all of the members of the Audit Committee meet the existing

9

Table of Contents

independence and experience requirements of the NYSE and the SEC. The Board has further determined that William R. Graber is an audit committee financial expert within the meaning of Item 407(d) of Regulation S-K promulgated by the SEC. The responsibilities of the Audit Committee include, among other things:

- the appointment, retention, compensation and oversight of the work of our independent registered public accounting firm;
- reviewing the scope and results of the annual independent audit and quarterly reviews of our financial statements with the independent registered public accounting firm, management and internal auditor;
- reviewing the internal audit plan and audit results;
- reviewing the quality and adequacy of internal control systems with management, the internal auditor and the independent registered public accounting firm; and
- reviewing with the independent registered public accounting firm and management the application and impact of new and proposed accounting rules, regulations, disclosure requirements and reporting practices on our financial statements and reports.

Compensation Committee

Members:	William T. Monahan, *Chair*	David B. Mathis
	F. Guillaume Bastiaens	Steven M. Seibert

Our Compensation Committee is comprised of four directors. Only directors who are not officers or employees of ours serve on our Compensation Committee. Although Mr. Bastiaens, a current member of our Compensation Committee, is not an officer or employee of ours, as discussed above under Director Independence, he is a Vice Chairman of Cargill and is therefore not independent within the meaning of the listing standards of The New York Stock Exchange. All of the other three current members of our Compensation Committee, including its chair, are independent. Our Compensation Committee met eight times during our 2007 fiscal year.

Among other responsibilities of our Compensation Committee are:

- establishing, or recommending to our Board, the amount and nature of compensation paid to our executive officers;
- overseeing the design and administration of our stock option, incentive and other executive benefit plans;
- approving awards under our cash and equity incentive plans to our executive officers;
- reviewing and approving, or recommending to our Board, severance, change in control and other termination arrangements for our executive officers;

considering the competitiveness of our executive compensation and other compensation programs with respect to relevant industries and the business community generally; and

reviewing the succession plan for senior management other than our Chief Executive Officer.

Our Compensation Committee s charter provides that it may delegate its authority to a subcommittee of its members. Our Compensation Committee also may delegate its authority when authorized to do so by one of our compensation plans. Our Omnibus Stock and Incentive Plan expressly permits the Committee to delegate authority as it deems appropriate. As described under Policy on Deductibility of Compensation in our Compensation Discussion and Analysis on page 33, our Compensation Committee has delegated to a subcommittee composed of its independent directors the authority to make decisions which Section 162(m) of the Internal Revenue Code requires to be made by outside directors in order for our annual compensation to certain executive officers in excess of $1 million to be deductible by us for federal income tax purposes as

Table of Contents

performance-based compensation. Our Compensation Committee has also from time to time delegated authority to its Chair to review and approve particular matters, including a final review of long-term incentive awards immediately prior to their date of grant with authority to determine that grants should not be made without further consideration by our Compensation Committee, as discussed under Compensation Components and Process Long-Term Variable Pay in our Compensation Discussion and Analysis. In our 2006 and 2007 fiscal years, our Compensation Committee also delegated to our Chief Executive Officer the authority to grant stock options, restricted stock units or stock appreciation rights under our Omnibus Stock and Incentive Plan. The delegations to our Chief Executive Officer were limited to a maximum of 30,000 shares in fiscal 2005 and 50,000 shares in fiscal 2006, and awards by him were required to be in the same form as other awards approved by our Compensation Committee.

Additional information about our Compensation Committee s responsibilities and its processes and procedures for consideration and determination of executive compensation is included in our Compensation Discussion and Analysis, including under the titles Role of Executive Officers in Compensation Decisions, Independent Compensation Consultant, and Compensation Components and Process.

Corporate Governance and Nominating Committee

Members:	Harold H. MacKay, *Chair*	William R. Graber
	Raymond F. Bentele	Robert L. Lumpkins
	Phyllis E. Cochran	

The Corporate Governance and Nominating Committee, which is comprised of five directors, including four independent directors, met six times during our 2007 fiscal year. As discussed above under Director Independence, Mr. Lumpkins is not independent because he previously served as Vice Chairman and Chief Financial Officer of Cargill.

The responsibilities of the Corporate Governance and Nominating Committee include, among other things:

- recommending to the Board a set of corporate governance principles applicable to us and providing ongoing oversight of governance;
- recommending to the Board nominees for director (subject to the provisions of the Investor Rights Agreement as described below under Nomination and Selection of Directors);
- recommending to the Board all committee assignments (subject to the provisions of the Investor Rights Agreement);
- developing a compensation and benefits program for the Board;
- overseeing the Board and committee annual evaluation process;
- reviewing and approving certain transactions involving related persons; and
- reviewing the succession plan for the Chief Executive Officer.

Environmental, Health and Safety Committee

Members:	F. Guillaume Bastiaens, *Chair*	Steven M. Seibert
	Fredric W. Corrigan	

The Environmental, Health and Safety Committee, which is comprised of three directors, including two independent directors, met seven times during our 2007 fiscal year.

The responsibilities of the Environmental, Health and Safety Committee include, among other things:

- reviewing policies relating to EHS matters and our objectives and plans for implementing EHS policies, procedures and practices;

Table of Contents

- overseeing our monitoring and enforcement of EHS policies and related procedures and practices;
- reviewing with management the scope and plans for conducting audits of our EHS performance and the results of the audits;
- reviewing our compliance with applicable laws, regulations and our EHS policies;
- reviewing with management significant public policy, legislative, regulatory, political and social issues and trends that may impact us;
- reviewing and monitoring environmental risks; and
- reviewing environmental and safety incidents.

Special Transactions Committee

Members:	Harold H. MacKay, *Chair*	David B. Mathis
	Raymond F. Bentele	

The Special Transactions Committee, which is comprised entirely of independent directors designated by the IMC Directors (as defined under Nomination and Selection of Directors) as required by the Investor Rights Agreement, met seven times during our 2007 fiscal year. The responsibilities of the Special Transactions Committee include providing oversight to the review and approval of commercial or other transactions between Cargill and/or its affiliates (other than Mosaic and its subsidiaries), on the one hand, and Mosaic and/or its subsidiaries, on the other hand, with the objective that such transactions will be fair and reasonable to Mosaic, with arm s length terms and conditions.

Policies Relating to the Board of Directors

Nomination and Selection of Directors

The Corporate Governance and Nominating Committee identifies and evaluates potential director candidates in a variety of ways. Periodically the Corporate Governance and Nominating Committee solicits input on potential director candidates from committee and Board members. From time to time the Corporate Governance and Nominating Committee may also identify candidates from other sources, including through consultations with senior management and through the assistance of director search firms. Prior to each annual meeting of stockholders, the Corporate Governance and Nominating Committee will also evaluate director candidates recommended by stockholders who have complied with the advance notice procedures set forth in our Bylaws.

Our Bylaws provide that a stockholder entitled to vote at an annual meeting who wishes to nominate a candidate for election to the Board is required to give written notice to our Corporate Secretary of his or her intention to make such a nomination. In accordance with the advance notice procedures in our Bylaws, a notice of nomination is required to be received within the prescribed time and must contain certain information about both the nominee and the stockholder making the nomination. The Corporate Governance and Nominating Committee may require that the proposed nominee furnish other information to determine that person s eligibility to serve as a director. The remainder of the requirements of the advance notice procedures with which a notice of nomination must comply are described in this proxy statement under the caption Stockholder Proposals and Nominations for the 2008 Annual Meeting of Stockholders. A nomination that does not comply with the advance notice procedures may be disregarded. Nominations are subject to the provisions of the Investor Rights Agreement discussed below.

All director nominees should possess, in the judgment of the Corporate Governance and Nominating Committee, the director qualifications set forth in our Corporate Governance Guidelines, including:

Personal characteristics

highest personal and professional ethics, integrity and values

12

Table of Contents

- an inquisitive and objective perspective
- practical wisdom and mature judgment

- Broad experience at the policy-making level in business, agriculture, government, academia or technology
- Expertise that is useful to us and complementary to the background and experience of other Board members, so that an appropriate balance of skills and experience of the membership of the Board can be achieved and maintained
- Willingness to represent the best interests of all stockholders and objectively appraise management performance
- Involvement only in activities or interests that do not create a material conflict with the director s responsibilities to us and our stockholders
- Commitment in advance of necessary time for Board and committee meetings
- Diversity, in its broadest sense, reflecting, but not limited to, geography, gender and ethnicity
- A personality reasonably compatible with the existing Board members

The full text of our Corporate Governance Guidelines is available on our website at www.mosaicco.com under the Investors Corporate Governance caption and is available in print free of charge to any stockholder upon written request addressed to our Corporate Secretary at The Mosaic Company, Atria Corporate Center, Suite E490, 3033 Campus Drive, Plymouth, Minnesota 55441.

In connection with the combination of IMC Global Inc. and the fertilizer businesses of Cargill on October 22, 2004, in which we were formed, we entered into the Investor Rights Agreement with Cargill. Under the Investor Rights Agreement, through October 22, 2008, Cargill has agreed to take (including causing its representatives or designees on our Board of Directors to take) commercially reasonable actions to cause any slate of nominees recommended by our Board of Directors to our stockholders to include appropriate individuals to ensure that the resulting Board of Directors will consist of:

- seven directors designated by Cargill, or the Cargill Directors;
- four directors designated by IMC Global Inc. (or any replacement director nominees designated by such IMC directors or their duly elected replacements), or the IMC Directors;
- a twelfth director, who is neither a Cargill Director nor an IMC Director, approved by the Corporate Governance and Nominating Committee and a majority of the IMC Directors; and
- such additional directors, if any, as appointed or nominated by the Board in accordance with our bylaws and the Investor Rights Agreement.

The Cargill Directors are F. Guillaume Bastiaens, Fredric W. Corrigan, William R. Graber, Robert L. Lumpkins, William T. Monahan, James T. Prokopanko and Steven M. Seibert. The IMC Directors are Raymond F. Bentele, Harold H. MacKay and David B. Mathis. Phyllis E. Cochran is neither a Cargill Director nor an IMC Director. Upon his election to replace Mr. Corrigan, Richard D. Frasch will be a Cargill Director. Upon the election of a replacement for Mr. Michel as a director, the replacement will be an IMC Director.

Cargill has also agreed to vote, through October 22, 2008, the voting securities of Mosaic held by it for the slate of director nominees recommended by our Board of Directors, and against any alternative slate of director nominees.

Also through October 22, 2008, Mosaic and Cargill have agreed to take commercially reasonable actions to cause our Board of Directors to be classified into three classes, with the Cargill Directors and IMC Directors allocated as follows: (1) Class I shall include two Cargill Directors and two IMC Directors; (2) Class II shall include two Cargill Directors and one IMC Director; and (3) Class III shall include three Cargill Directors and one IMC Director. Additional directors will be apportioned among the classes to maintain the number of directors in each class as even as possible. The Investor Rights Agreement also provides for the following relating to the composition of our Board of Directors and the committees thereof through October 22, 2008:

- We have agreed to take commercially reasonable actions to ensure that at least three of the seven Cargill Directors are nonassociated directors (as defined below) and that at least three of the four IMC Directors are nonassociated directors; and

- We have agreed to take commercially reasonable actions to cause our Corporate Governance and Nominating Committee to be comprised of three Cargill Directors (if reasonably practicable to do so, but in any event no less than two Cargill Directors) and two IMC Directors, except as otherwise necessary to comply with applicable requirements of law and stock exchange listing requirements. The Corporate Governance and Nominating Committee recommends the composition of the other committees, with the objective of including no less than two IMC Directors on each committee unless the IMC Directors otherwise agree.

Nonassociated director, as used in the Investor Rights Agreement, means a member of our Board of Directors who would be considered an independent director of Mosaic under the rules and regulations of the SEC and the NYSE.

Under the provisions of the Investor Rights Agreement, Cargill has the right to designate our Chairman and our Chief Executive Officer and President through October 22, 2008. We have separated the positions of Chairman and Chief Executive Officer so that our Chairman is a nonmanagement director.

Additional provisions of the Investor Rights Agreement are described under Certain Relationships and Related Transactions Investor Rights Agreement. Stockholders who are interested in additional detail may refer to the full text of our Investor Rights Agreement, a copy of which we included as an exhibit to our Annual Report on Form 10-K for the fiscal year ended May 31, 2007. The full text of our Investor Rights Agreement is also available on our website at www.mosaicco.com under the Investors Corporate Governance caption and is available in print free of charge to any stockholder upon written request addressed to our Corporate Secretary at The Mosaic Company, Atria Corporate Center, Suite E490, 3033 Campus Drive, Plymouth, Minnesota 55441.

Private Sessions of Nonmanagement Directors

The nonmanagement directors meet in private session at each regular Board meeting without the Chief Executive Officer or other members of management in attendance. Our Chairman of the Board, Robert L. Lumpkins, presides at these sessions.

Compensation of Directors

Nonemployee Directors. The Corporate Governance and Nominating Committee reviews our director compensation program on an annual basis to ensure that it is competitive with market practices. Although matters of director compensation ultimately are the responsibility of the full Board, the Corporate Governance and Nominating Committee evaluates director compensation levels, makes recommendations regarding the structure of director compensation, and develops a director pay philosophy that is aligned with the interests of the Company s stockholders. Our Corporate Governance and Nominating Committee routinely seeks information from management on matters for consideration by our Corporate Governance and Nominating Committee. Our Senior Vice President, General Counsel and Corporate Secretary attends meetings of our Corporate Governance and Nominating Committee but is not generally present during executive sessions. In the course of conducting its review of director compensation, the Corporate Governance and Nominating Committee reviews various formal studies regarding director compensation practices at public companies, as well as a variety of other data sources. Based upon its review, the Corporate Governance and Nominating Committee makes recommendations to the full Board regarding director compensation. Neither the Corporate Governance and Nominating Committee nor Mosaic on its behalf has retained a compensation consultant for the purpose of structuring or evaluating director compensation.

Employee Directors. Employee directors (currently Mr. Prokopanko) receive no fees or remuneration for service on the Board or any committee of the Board.

Attendance

Directors are expected to regularly attend Board meetings and meetings of committees on which they serve and to spend the time necessary to properly discharge their responsibilities. In addition to attendance at Board and committee meetings, directors discharge their responsibilities throughout the year by personal meetings and telephone contact with our executive officers and others regarding our business and affairs. Our full Board held five regular and three special meetings during our 2007 fiscal year. Each director was present for at least 84% of the aggregate number of meetings of the Board and committees of the Board of which such director was a member that occurred during our 2007 fiscal year subsequent to the election of such director to the Board.

The directors nominated for election or re-election to the Board at an annual meeting of stockholders are expected to attend that annual meeting. All other directors are encouraged to attend. Last year, all twelve of our directors attended the 2006 Annual Meeting of Stockholders.

Retirement from the Board

The Board has a retirement policy which provides that a nonemployee director will voluntarily retire from the Board by submitting a letter of resignation to the Chairman to be effective not later than the date on which our Annual Meeting of Stockholders is to be held during the calendar year in which the nonemployee director has attained or will attain the age of 72. A director who meets this criteria shall submit his or her letter of resignation without regard to the term for which he or she was previously elected to the Board. In addition, it is the policy of the Board that employee-directors (other than the Chief Executive Officer) resign from the Board upon their retirement from Mosaic. The Board also has a policy that any nonemployee director or the Chief Executive Officer of Mosaic submit his or her resignation if he or she has a material change in employment, is the subject of media attention that reflects unfavorably on his or her continued service on the Board or has an unresolved conflict of interest with Mosaic. The Board shall accept or reject the resignation based on the best interests of Mosaic.

Communications with the Board

The Corporate Governance and Nominating Committee believes that accessibility to the members of the Board is an important element of our corporate governance practices and has adopted a policy regarding communications with the Board. Our Board has ratified this policy. The policy sets forth the methods of communication with the Board as a whole and with individual directors. Pursuant to the policy, our Senior Vice President, General Counsel and Corporate Secretary serves as confidential intermediary between stockholders or other interested parties and the Board.

Stockholders and interested parties are offered several methods for communication with the Board, including via e-mail and through a toll-free telephone number monitored by the office of our Senior Vice President, General Counsel and Corporate Secretary. They may:

- contact our Board via our toll-free telephone number at (800) 461-9330 inside the United States, or call collect to (720) 514-4400 outside the United States;

- send written communication in care of our Senior Vice President, General Counsel and Corporate Secretary at The Mosaic Company, Atria Corporate Center, Suite E490, 3033 Campus Drive, Plymouth, Minnesota 55441;

Table of Contents

- send e-mail messages to our Board, including the presiding director of our nonmanagement directors or the nonmanagement directors as a group, to directors@mosaicco.com; or
- send communications relating to accounting, internal accounting controls or auditing matters by means of e-mail messages to auditchair@mosaicco.com.

Stockholders making such communication are encouraged to state that they are security holders and provide the exact name in which their shares are held and the number of shares held.

It is the responsibility of our Senior Vice President, General Counsel and Corporate Secretary to process in a timely manner each communication from stockholders or other interested parties and to forward such communications:

- for communications addressed to the Board of Directors as a whole, to the Chairman of the Board;
- for communications to the presiding director of the nonmanagement directors private sessions or the nonmanagement directors as a group, to the director designated by the Corporate Governance and Nominating Committee;
- for communications addressed to a committee of the Board, to the chair of such committee;
- for communications addressed to an individual director, to such named director; and
- for communications relating to accounting, internal accounting controls or auditing matters, to the members of the Audit Committee.

Spam such as advertising, solicitations for business, requests for employment or requests for contributions will not be forwarded.

Our Senior Vice President, General Counsel and Corporate Secretary, or a member of his staff under his direction, may handle in his discretion any communication that is described within any of the following categories. In that case, he will provide a copy of the original communication to the Chairman of the Board (or to the chair of the Corporate Governance and Nominating Committee) and advise him of any action taken with respect to the communication:

- routine questions, complaints and comments that management can appropriately address;
- routine invoices, bills, account statements and related communications that management can appropriately address;
- surveys and questionnaires; and
- requests for business contacts or referrals.

Our Senior Vice President, General Counsel and Corporate Secretary, or a member of his staff, will forward any communications not clearly addressed as set forth above to the Chairman of the Board for handling.

Our Senior Vice President, General Counsel and Corporate Secretary, or a member of his staff under his direction, will maintain a summary log of all communications (other than those excluded as described above), and on a periodic basis will provide to the Chairman of the Board (or to the chair of the Corporate Governance and Nominating Committee) a copy of all log entries made (to the extent any communications have been received) since the immediately preceding report was provided to him. Our Senior Vice President, General Counsel and Corporate Secretary will promptly provide to any director, upon his or her request, a copy of any part of, or all, of the log.

Any director receiving such communications may, at his or her discretion, forward copies of any such communications to any other directors, any Board committee, the other nonmanagement directors or the entire Board for information and/or action as deemed appropriate.

Table of Contents

The full text of our policy regarding stockholder communications with the Board of Directors is available on our website at www.mosaicco.com under the Investors Corporate Governance caption.

Policy and Procedures Regarding Transactions with Related Persons

In April 2007, our Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee, adopted a Related-Person Transactions Approval Policy. A copy of the policy is available on our website at http://www.mosaicco.com under the Investors Corporate Governance caption.

This policy delegates to our Corporate Governance and Nominating Committee responsibility for reviewing, approving or ratifying transactions with certain related persons that are required to be disclosed under the rules of the SEC. Under the policy, a related person includes any of the directors or executive officers of the Company, certain stockholders and members of their immediate family.

Separate policies and procedures are applicable to transactions between us and Cargill. These policies and procedures are administered by our Special Transactions Committee. A description of these policies and procedures is described below under Certain Relationships and Related Transactions Special Transactions Committee and Transactions with Cargill.

Our Related-Person Transactions Approval Policy applies to transactions that involve a related person where we are a participant and the amount involved exceeds, or is reasonably expected to exceed, $100,000, or in which the related person otherwise has a direct or indirect material interest, as well as any amendment or modification to an existing related-person transaction.

Related-person transactions under the policy do not include:

- Any transactions between us and Cargill, which are covered under separate policies and procedures referred to above.

- Any transaction that involves compensation to a director (if such arrangement has been approved by our Board) or executive officer (if such arrangement has been approved, or recommended to the Board for approval, by the Compensation Committee of our Board or is otherwise available generally to all salaried employees of the Company) in connection with his or her duties to us, including the reimbursement of business expenses incurred in the ordinary course in accordance with our expense reimbursement policies that are applicable generally to all salaried employees.

- Any transaction where the related person s interest derives solely from the fact that he or she serves as a director or officer of a not-for-profit organization or charity that receives donations from us in accordance with a matching gift program of ours that is available on the same terms to all of our employees.

In determining whether to approve or ratify a related-person transaction, the Corporate Governance and Nominating Committee will consider, among others, the following factors to the extent it deems relevant:

- Whether the terms of the related-person transaction are fair to us and on terms at least as favorable as would apply if the other party was not or did not have an affiliation with a director, executive officer or 5% stockholder of ours.

- Whether there are demonstrable business reasons for us to enter into the related-person transaction.

- Whether the related-person transaction could impair the independence of a director under our Director Independence Standards.

Whether the related-person transaction would present an improper conflict of interest for any of our directors or executive officers, taking into account the size of the transaction, the overall financial position of the director or executive officer, the direct or indirect nature of the interest of the director or executive officer in the transaction, the ongoing nature of any proposed relationship, and any other factors our Corporate Governance and Nominating Committee deems relevant.

Table of Contents

Whether the related-person transaction is permitted under the covenants pursuant to our material debt agreements.

Any member of our Corporate Governance and Nominating Committee who has an interest in the transaction under discussion will abstain from voting on the approval of the related-person transaction, but may, if so requested by the Chair of the Corporate Governance and Nominating Committee, participate in some or all of the Corporate Governance and Nominating Committee s discussions of the related-person transaction. Any related-person transaction that is not approved or ratified, as the case may be, will be voided, terminated or amended, or such other actions will be taken in each case as determined by the Corporate Governance and Nominating Committee so as to avoid or otherwise address any resulting conflict of interest.

Code of Business Conduct and Ethics

Our Board of Directors and management are dedicated to superior corporate governance. Our Code of Business Conduct and Ethics (the Code of Ethics) is a statement of our high standards for ethical and legal compliance, and it governs the manner in which we conduct our business. A copy of our Code of Ethics is available on our website at www.mosaicco.com under the Investors Corporate Governance caption and is available in print free of charge to any stockholder upon written request addressed to our Corporate Secretary at The Mosaic Company, Atria Corporate Center, Suite E490, 3033 Campus Drive, Plymouth, Minnesota 55441.

Table of Contents

EXECUTIVE AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

The following discussion should be read in conjunction with the various tables and accompanying narratives appearing in this proxy statement under Executive Compensation Tables beginning on page 35. Those tables and narratives provide more detailed information regarding the compensation and benefits awarded to, earned by or paid to our Chief Executive Officer and President (CEO) and the other executive officers named in the Fiscal 2007 Summary Compensation Table on page 35 (collectively, the Named Executive Officers), as well as the compensation programs in which the Named Executive Officers are eligible to participate.

The Compensation Committee of our Board is responsible for establishing with our management the compensation philosophy of the Company. It is also responsible for overseeing the administration of our compensation programs for our executive officers, as well as other key employees designated by our Compensation Committee. Among other responsibilities of our Compensation Committee are:

- establishing, or recommending to our Board, the amount and nature of compensation paid to our executive officers;
- overseeing the design and administration of our stock option, incentive and other executive benefit plans;
- approving awards under our cash and equity incentive plans to our executive officers; and
- reviewing and approving, or recommending to our Board, severance, change in control and other termination arrangements for our executive officers.

Our Compensation Committee s decisions are based on its understanding of Mosaic, our long-term strategies and the market for comparable positions, as well as its knowledge of the capabilities and performance of our executives.

Compensation Philosophy and Objectives

Our underlying philosophy in designing compensation policies and programs is to align our strategic interests with our stockholders interests and to optimize our ability to attract, retain and motivate key executives to create stockholder value. Within this overall compensation philosophy, the specific objectives set by our Compensation Committee are:

- Total direct compensation will be established around the median of the competitive market, with the ability to earn more than that for superior performance; and
- Actual compensation will be positioned relative to market, as appropriate, based on Mosaic s performance and the individual s performance.

We believe that directly linking compensation to achievement of the business priorities that our Board has established best serves stockholder interests and creates stockholder value. We believe that this occurs both by motivating our key executives to achieve those business priorities and by attracting and retaining key executives by affording them the opportunity to impact their total compensation. We intend that total compensation to employees, including base salary, annual incentives, long-term incentives and benefits, be consistent with the compensation philosophy adopted by our Compensation Committee described above.

Compensation to our executive officers consists of:

Direct compensation:

- base salary to provide a fixed compensation level competitive in the marketplace;
- annual cash incentives to motivate short-term performance against specified financial targets;
- long-term stock incentives to link management compensation to stockholder returns; and

Table of Contents

Benefit programs designed to attract and retain employees in a competitive marketplace for executive talent:

participation in group life, health and disability insurance programs that are generally available to salaried employees;

retirement programs that are generally available to salaried employees;

deferred compensation programs that are generally available to key employees;

a limited number of perquisites, generally consisting of executive physicals and financial and tax planning; and

severance and change in control agreements.

We discuss the separate components of our compensation to our executive officers in more detail under Compensation Components and Process on page 21 below.

Benchmarking

We benchmark our executive compensation against a comparison group of what we consider to be peer companies, which we refer to as our comparator group. We use information about our comparator group to assess the competitiveness of our executive compensation programs. We also review, from time to time, information that is available publicly and consider other surveys and information made available through our Compensation Committee s independent compensation consultant or others, and consider broader market trends.

Our Compensation Committee has selected the components of our comparator group, with the assistance of our management and our Compensation Committee s independent compensation consultant. The comparator group consists of fertilizer, chemical and general industry corporations that we believe comprise a reasonably representative sample of the companies with which we compete for executive talent. Our Compensation Committee reviews the composition of our comparator group annually. Our current comparator group consists of the following 26 companies:

Agrium Inc.	Ecolab, Inc.	PPG Industries, Inc.
Air Products & Chemicals, Inc.	FMC Corporation	Praxair, Inc.
Avery Dennison Corporation	Hormel Foods Corporation	Rohm and Haas Company
Baker Hughes Incorporated	IPSCO Inc.	The Clorox Company
Brunswick Corporation	Lyondell Chemical Company	The Scotts Miracle-Gro Company
Cameco Corporation	MeadWestvaco Corporation	The Sherwin-Williams Company
CF Industries Holdings, Inc.	Monsanto Company	The Valspar Corporation
Corn Products International, Inc.	NOVA Chemical Company	Vulcan Materials Company
Eastman Chemical Company	Potash Corporation of Saskatchewan Inc.	

In setting executive pay, we target compensation to be competitive with the evolving practices of our comparator group. The pay positioning of individual executive officers varies based on our Compensation Committee s and Board s assessment of such factors as they determine to be relevant. Historically, factors our Compensation Committee and Board commonly considered in particular cases have included the executive officer s competencies, skills, experience, compensation history including the historic practices of our predecessor companies, performance, level of responsibilities compared to comparator group levels, and competitive compensation in the locale in which the executive is employed, as well as our organizational structure and internal pay relationships.

Role of Executive Officers in Compensation Decisions

Our compensation practices are the result of a continuing interaction between our Compensation Committee and management. It is the role of management to operate the business and the role of our Board and Compensation Committee to oversee management s actions. Our CEO and our

Vice President - Human Resources generally attend meetings of our Compensation Committee. They are not generally present during executive sessions. They do not participate in the deliberations regarding their own compensation.

Table of Contents

Our Compensation Committee routinely seeks advice and recommendations from management on matters for consideration by our Compensation Committee. These matters include compensation philosophy and program design, as well as specific recommendations for executive compensation. Management s advice and recommendations are primarily formulated by our human resources department, with the oversight of our CEO, our Vice President - Human Resources and our Senior Vice President, General Counsel and Corporate Secretary. Management s advice and recommendations reflect, among other things, an ongoing dialog among the members of our Compensation Committee, our Board and management and input from the independent compensation consultant retained by our Compensation Committee.

Our CEO, Vice President - Human Resources and independent compensation consultant annually review with the Committee and the Chairman of our Board the compensation of each executive officer (other than our CEO) and present compensation recommendations to our Compensation Committee. Our Compensation Committee reviews these recommendations against our stated compensation philosophy and past performance, and exercises its discretion in adopting or changing its compensation decisions or its recommendations to the full Board for its review, discussion and approval.

Our Compensation Committee annually reviews and approves corporate goals and objectives relevant to the compensation of our CEO, and approves, or recommends to the full Board for approval, the compensation of our CEO based on its evaluation. The Chairman of our Board and the other non-employee directors participate with our Compensation Committee in reviewing the performance of our CEO.

Independent Compensation Consultant

Hay Group, Inc. is our independent compensation consultant. Hewitt Associates LLC served as the independent compensation consultant to both IMC and Cargill prior to the October 2004 business combination between IMC and the fertilizer businesses of Cargill in which we were formed. Following the business combination, Hewitt Associates continued to serve as the independent compensation consultant for our Compensation Committee and the Company. In 2006, our Compensation Committee initiated a search for an independent compensation consultant in order to select the consultant that our Compensation Committee felt best satisfied current needs. After reviewing proposals from and interviewing several prospective consultants, in December 2006, our Compensation Committee retained Hay Group, Inc. to serve as the independent compensation consultant for our Compensation Committee and the Company.

The independent consultant furnishes independent advice to our Compensation Committee, and attends and participates in its meetings as requested by our Compensation Committee. Their advice includes, among other things, recommendations for the design of our executive management compensation, severance and change in control policies based on all relevant factors, compilations of data regarding compensation practices of our comparator group and other companies, information regarding other market practices, current practices and evolving trends in executive compensation, and advice on specific matters under consideration by our Compensation Committee. The independent consultant also furnishes management with advice and information with respect to preparation and validation of materials and recommendations relating to compensation prepared by management for our Compensation Committee or Board.

Compensation Components and Process

The primary elements of our direct compensation programs for executives are: (1) cash compensation and (2) long-term variable pay. In order to attract, retain and motivate employees who add distinctive value to Mosaic, our compensation focus includes both of these elements of total compensation.

We intend our compensation programs to be competitive in the industries and areas in which we compete for talent and to reflect the scope and responsibilities of the executive s role. We design our programs to reward performance, with both the short-term variable component of cash compensation and long-term variable pay directly linked to performance of the individual, the business unit, the overall organization and/or our stockholder

Table of Contents

value. All performance measures are aligned with our business goals. In addition, our Compensation Committee considers the annual reviews of an executive officer s performance in setting or recommending to our Board the direct compensation of the executive officer for each fiscal year.

In addition to direct compensation, we also have agreements with our executive officers that furnish them protection in connection with severance and changes in control. Our executive officers are also entitled to participate in employee benefit plans.

The elements of direct compensation, severance and change in control provisions and employee benefit plans are discussed in more detail in the following paragraphs.

Cash Compensation. Cash compensation consists of base pay and short-term variable pay:

Base Pay. We establish base pay levels for executive officers based on our Compensation Committee s review of performance, market trends and surveys of comparator group compensation levels. Our Compensation Committee also considers other factors as discussed above under Benchmarking. Our Compensation Committee reviews base pay levels annually.

Short-Term Variable Pay. For our fiscal year ended May 31, 2007, or fiscal 2007, short-term variable pay included two components: our Management Incentive Plan and our Synergy Incentive Plan.

Management Incentive Plan. Our key managers, including executive officers, participate in our Management Incentive Plan, established pursuant to our 2004 Omnibus Stock and Incentive Plan, which we refer to as our Omnibus Incentive Plan. These key managers are eligible for annual cash incentive compensation based upon the attainment of pre-established business and/or individual performance goals.

Our Compensation Committee establishes an individual target annual incentive amount for each participant based on the same types of factors as are used for setting base salary. Our Compensation Committee reviews target percentages annually. Target annual incentive awards for the Named Executive Officers for fiscal 2007 were as follows:

Named Executive Officer	Target as a Percent of Base Salary	Target in Dollars
James T. Prokopanko	100%	$ 750,000
Lawrence W. Stranghoener	75%	375,000
Steven L. Pinney	65%	227,500
Richard L. Mack	60%	210,000
Norman B. Beug	65%	210,436
Fredric W. Corrigan	150%	1,050,000
James T. Thompson	75%	375,000
David W. Wessling	55%	165,000

Our Board of Directors, as recommended by our Compensation Committee, pre-establishes performance goals under the program for our executive officers each fiscal year. For fiscal 2007, the performance goals were measured against our attainment of the following performance measures:

- operating earnings plus equity in net earnings of nonconsolidated companies, which we refer to as operating and equity earnings; and
- net cash flow, defined as net cash provided by operations plus proceeds from sales of assets and minus capital expenditures.

Our Board of Directors chose the operating and equity earnings and net cash flow measures because they believed these measures were important measures of, among other things, our ability to generate value for stockholders and reduce our long-term indebtedness, which were important objectives of ours for fiscal 2007.

Table of Contents

For fiscal 2007, for executive officers these performance measures were weighted 50% on the operating and equity earnings of Mosaic and consolidated subsidiaries and 50% on the net cash flow of Mosaic and consolidated subsidiaries. The performance measures for executive officers who are leaders of our business segments were based 60% on consolidated results and 40% on operating and equity earnings and net cash flow of their business segments. An individual s potential payout under the program would equal that individual s target annual incentive amount if we achieved the fiscal 2007 budget established by our Board of Directors for operating and equity earnings and for net cash flow.

We also established a threshold of performance below which no payout would be made and a maximum payout percent. We established the threshold and the maximum for each performance measure based on our Compensation Committee s and Board s judgment about the anticipated range of performance and management s ability to take actions that could affect the degree of performance.

The maximum payout percent for the operating and equity earnings measure was 200% and for the net cash flow measure was 250%. Unless the threshold for payout under the consolidated operating and equity earnings measure was met, no payout would be made under the program.

The following charts show the fiscal 2007 payout percentages based on varying degrees of attainment of the performance measures ($ in millions):

Corporate Performance Measures

Table of Contents

Phosphates Business Unit Performance Measures

Potash Business Unit Performance Measures

Table of Contents

The actual payout to each of our current executive officers for fiscal 2007 was equal to that individual s target annual incentive amount multiplied by (1) the weighting factor for each performance measure for that individual and (2) the percentage of attainment of the applicable performance goal for that measure as shown in the charts above.

Fredric W. Corrigan, our former President and Chief Executive Officer who retired effective January 1, 2007, did not receive any payout under the program for fiscal 2007 because, pursuant to his transition agreement with us relating to his retirement, his payout was based on our performance for the first six months of fiscal 2007 and we did not achieve the threshold for any payout under the consolidated operating and equity earnings measure for that period. James T. Thompson, who retired during fiscal 2007, and David W. Wessling, who resigned during fiscal 2007, did not receive any payout under the program for fiscal 2007 because they were not employees at the end of our fiscal year. We discuss Mr. Corrigan s transition arrangements under CEO Transition on page 31. We discuss Mr. Thompson s and Mr. Wessling s retirement and resignation arrangements in notes (12) and (13), respectively, to the Fiscal 2007 Summary Compensation Table.

For fiscal 2007, payouts under our Management Incentive Plan:

- for executive officers other than leaders of our business segments, were at 130% of target because we achieved 113% of target for the consolidated operating and equity earnings measure and 146% of target for the consolidated net cash flow measure;

- for the head of our Phosphates business segment, was at 148% of target because of the levels of our achievement of the consolidated operating and equity earnings measure and the consolidated net cash flow measure as discussed above and our achievement of 159% of target for the operating and equity earnings measure and 149% of target for the net cash flow measure for our Phosphates business segment; and

- for the head of our Potash business segment, was at 126% of target because of the levels of our achievement of the consolidated operating and equity earnings measure and the consolidated net cash flow measure as discussed above and our achievement of 132% of target for the operating and equity earnings measure and 117% of target for the net cash flow measure for our Potash business segment.

The amount awarded to each Named Executive Officer for fiscal 2007 is included in the Non-Equity Incentive Plan Compensation column in the Fiscal 2007 Summary Compensation Table.

Synergy Incentive Plan. Prior to the business combination between IMC and the fertilizer businesses of Cargill, we established a goal of achieving pre-tax operating synergies from the combination of $145 million on an annual run-rate basis by the end of fiscal 2007. We surpassed that goal by the end of fiscal 2006, and continued to achieve additional benefits from our synergy efforts in fiscal 2007. Synergy benefits include, but are not limited to, benefits from cost reduction and cost avoidance

Table of Contents

initiatives, production volume enhancement efforts, opportunity savings, capital spending avoidance, and other classifications. The majority of these benefits have an impact on operating costs, which assists in offsetting higher operating costs facing us (particularly in our Phosphates business segment). These operating costs include energy and other production input costs, wage and benefit costs, water treatment costs, raw material costs, general inflation and the costs required to achieve the synergy benefits.

In order to motivate key employees, including executive officers, to achieve or exceed the expected levels of synergies, in addition to the Management Incentive Plan, in fiscal 2005 we established a Synergy Incentive Plan. This special plan was effective only for each of our first three fiscal years, and ended May 31, 2007.

Pursuant to the plan, key managers, including executive officers, were eligible for additional annual cash incentive compensation. We established a bonus pool for each fiscal year based upon attainment of levels of annual pre-tax synergies, calculated on an annual run-rate basis, resulting from the combination that our Board, as recommended by our Compensation Committee, pre-established.

For fiscal 2007, we exceeded the maximum amount of pre-tax synergies, $175 million on an annual run-rate basis, on which the bonus pool under the plan for fiscal 2007 was based. Accordingly, we established a bonus pool of $6,992,700 for fiscal 2007. We paid individual bonuses from the pool based upon the assessment, by our Compensation Committee, in the case of executive officers, and by our Senior Leadership Team, in the case of other participants, of business unit and individual contributions towards achieving our synergy goals. The amount awarded to each Named Executive Officer for fiscal 2007 is included in the Non-Equity Incentive Plan Compensation column in the Fiscal 2007 Summary Compensation Table. We did not award any bonus under the Synergy Incentive Plan to Mr. Prokopanko because he first became an employee and one of our executive officers in fiscal 2007. As a result, he had limited opportunity to contribute to our achievement of synergies from the combination.

Long-Term Variable Pay. Long-term incentive awards are made under our Omnibus Incentive Plan in the form of non-qualified stock options to purchase our common stock and restricted stock units providing grants of our common stock. We use an annual grant of stock options and restricted stock unit awards shortly after the beginning of each fiscal year as a significant component of our executive compensation package. We believe these equity-based awards help align the interests of executive officers and other key employees with those of our stockholders by tying significant portions of the participants compensation to the market price of our common stock.

Key terms of our stock options and restricted stock units are that:

- Stock options generally become exercisable in equal annual installments in the first three years following the date of grant, expire ten years after the date of grant, and allow grantees to purchase our common stock at the full market price of our common stock on the day the options were granted. The Omnibus Incentive Plan expressly prohibits the repricing of options or granting options with exercise prices less than the fair market value of our common stock on the date of grant; and

- Restricted stock unit awards provide grants of our common stock that vest after a period of continued employment with us, which is generally three years. Prior to vesting, restricted stock units do not include voting or dividend rights.

During fiscal 2007, we implemented two changes related to grants of options and restricted stock units under the Omnibus Incentive Plan. These changes were:

- At the annual meeting of stockholders on October 4, 2006, the stockholders approved an amendment to the Omnibus Incentive Plan to increase the number of our shares of common stock authorized for issuance under the plan from 10,000,000 shares to 25,000,000 shares; and

Table of Contents

In July 2006, our Compensation Committee amended the forms used for new grants of stock options and restricted stock units to provide that (absent consent by our Compensation Committee):

- stock options and restricted stock units held by employees whose employment terminates due to normal retirement at or after age 60, death or disability would vest in accordance with the normal vesting schedule; and
- following termination of employment due to normal retirement at or after age 60, death or disability, stock options are exercisable for up to the earlier of (i) five years or (ii) the remaining term of the option.

This change was implemented in order to align our program with evolving market trends. Previously granted stock options and restricted stock units were not affected, and continue to provide that (absent consent of our Compensation Committee):

- option installments vested at the time of retirement at or after age 65, death or disability are exercisable for three years; and
- unvested options vest upon termination of employment only if the termination is due to retirement at age 65 or older, death or disability.

We have adopted guidelines for long-term incentive awards. Under these guidelines, the target value and proportion of total compensation represented by awards of stock options and restricted stock units reflect market data for comparable positions at our comparator group companies. In establishing guidelines, we also consider the amounts and value of outstanding awards and the potential dilutive effect on our stockholders.

The proportion of awards represented by restricted stock units generally increases with the level of the participant s responsibility within Mosaic. We generally establish restricted stock unit awards for executive officers to approximate half of the aggregate dollar value of the executive officer s total long-term incentive awards.

Once we have determined the target value of a participant s long-term incentive awards and the proportion to be represented by stock options and restricted stock units, we establish the specific number of shares to be subject to the stock option and restricted stock unit awards as follows:

- *Stock Options.* The number of shares to be subject to stock options is calculated using a Black-Scholes option pricing model that is based upon assumptions derived from historical data regarding market prices and other data over a period of time preceding the date on which the calculation is made.

The Black-Scholes model that we use to determine the number of shares to be subject to stock options uses assumptions that are not identical to those used to determine share-based compensation expense for the stock options in our financial statements under Statement of Financial Accounting Standards No. 123 (revised 2004), Share Based Payments , or FAS 123R. We discuss the assumptions we used in calculating the FAS 123R share-based compensation expense of our stock options in note 22 to our audited financial statements for fiscal 2007. We discuss the differences between the assumptions under FAS 123R and the assumptions we used in determining the number of stock option shares that we granted in fiscal 2007 in note (3) to the Fiscal 2007 Summary Compensation Table.

The option exercise price is set at a price equal to the closing price of our common stock as reported by The New York Stock Exchange on the date of grant of the option.

Under our current guidelines generally applicable to our annual grants of long-term incentive awards, the date of our annual grant is the third trading day after issuance of our press release announcing earnings for our fourth fiscal quarter. The date of grant for other long-term incentive awards is also generally the third business day after issuance of a press release announcing quarterly earnings. We believe that this helps assure that the option exercise price reflects material information regarding Mosaic. In order to address any potential changes in circumstances between the date of action by our

27

Compensation Committee and the date of grant, the Chair of our Compensation Committee also reviews the terms of grants immediately prior to the date of grant and has the authority to determine in his discretion that grants should not be made without further consideration by our Compensation Committee.

Restricted Stock Units. As in the case of stock options, under our current guidelines the date of our annual grant of restricted stock units is the third trading day after issuance of our press release announcing earnings for our fourth fiscal quarter.

The number of shares subject to the initial grant of restricted stock units in fiscal 2007 was established by calculating an amount equal to one-third of the number of option shares that would be granted under the Black-Scholes option pricing model described above in order to achieve the same target value. Because this calculation methodology resulted in grants that were lower than the recipients perception, based on our prior communications to them, that grants would be established by dividing the target value of the grant by the closing price of a share of our common stock on the date of grant, our Compensation Committee authorized a supplemental grant of 65,294 restricted stock units that was made on October 6, 2006 to make up the difference. In December 2006, our Compensation Committee modified the methodology for calculating future grants of restricted stock units to this new methodology.

We have included information regarding restricted stock unit and stock option awards in fiscal 2007 in the Stock Awards and Option Awards columns, respectively, in the Fiscal 2007 Summary Compensation Table and in the Fiscal 2007 Grants of Plan-Based Awards Table on page 44, and information regarding stock options and restricted stock units outstanding at the end of fiscal 2007 in the Fiscal 2007 Outstanding Equity Awards at Fiscal Year-End Table on page 47.

Employee Benefits. As part of a competitive total compensation program, we also offer our executives the ability to participate in customary employee benefit programs. These benefit programs include participation in our retirement and group life, health and disability programs on the same basis as other salaried employees, as well as a deferred compensation program, perquisites and protection in the event of severance or a change in control.

Retirement Benefits. Each of the Named Executive Officers and other salaried employees in the United States are eligible to participate in the Mosaic Investment Plan, a defined contribution plan qualified under Section 401(k) of the Internal Revenue Code. We have similar defined contribution retirement plans that cover our full-time non-union Potash business segment employees in Canada. Norman B. Beug, the leader of our Potash business segment, participates in the Canadian plans. We have included our contributions to the accounts of the Named Executive Officers for fiscal 2007 in the All Other Compensation column in the Fiscal 2007 Summary Compensation Table. We have included a discussion of the methodology for determining our contributions, including a portion of our contribution that is based upon the level of attainment of the net cash flow performance measure under the Management Incentive Program, and of the vesting provisions applicable to our contributions, in note (6)(b) to that table.

In addition, beginning in calendar 2006, we implemented an unfunded non-qualified deferred compensation plan that has restoration provisions under which we credit the accounts of participants in the Mosaic Investment Plan with amounts that would have been contributed under the Mosaic Investment Plan that exceed limitations for tax-qualified plans under the Internal Revenue Code. We have included our contributions to the accounts of the Named Executive Officers for fiscal 2007 under our deferred compensation plan in the All Other Compensation column in the Fiscal 2007 Summary Compensation Table.

We also provide restoration benefits to our full-time non-union Potash business segment employees in Canada through fully-funded contributions to participants accounts in an employee savings plan. Our contributions to the Canadian employee savings plan are taxable compensation to the participants. A third party holds participants account balances under the Canadian employees savings plan.

Table of Contents

Pursuant to a supplemental retirement agreement entered into by IMC and Mr. Beug prior to the business combination between IMC and the fertilizer businesses of Cargill, Mr. Beug is entitled to additional retirement benefits based on his final average salary and years of credited service to us and our predecessor companies. We have set forth the aggregate change for fiscal 2007 in the actuarial present value of Mr. Beug s benefits under the supplemental retirement agreement in the Change in Pension Values and Nonqualified Deferred Compensation Earnings column in the Fiscal 2007 Summary Compensation Table. We have set forth additional information regarding the supplemental retirement agreement, including the actuarial present value of Mr. Beug s accumulated benefit under the agreement, the benefit formula, and the elements of compensation upon which his benefits under the agreement are determined, in the Fiscal 2007 Pension Benefits Table and accompanying narrative and notes on page 49.

Deferred Compensation Plan. In addition to the restoration provisions discussed above under Retirement Benefits, our unfunded non-qualified deferred compensation plan permits the Named Executive Officers and other key employees in the United States who we select to elect to contribute from 5% to 80% of base salary and bonus to the plan. Our directors may contribute up to 100% of directors fees and any other compensation paid in cash. Contributions are made on a tax-deferred basis until distribution of the participant s plan balance. A participant s balance (including balances arising from the restoration provisions described above under Retirement Benefits) accrues gains or losses at rates equal to those on various investments selected by the participant. The investment alternatives are the same as are available for selection by participants as investments under the Mosaic Investment Plan, except that our common stock is excluded.

We do not have a deferred compensation plan for Canadian employees of our Potash business. Full-time non-union Canadian employees of our Potash business may elect to make after-tax contributions of up to 30% of pay to the Canadian employees savings plan discussed in the preceding bullet.

Cargill Pension Plan. In addition, certain of our employees, including several of our Named Executive Officers, who were employees of Cargill before the business combination between IMC and the fertilizer businesses of Cargill, participate in Cargill s salaried employees pension plan. Although no additional years of credited service are accrued under this pension plan after December 31, 2004, additional years of vesting service are credited for the purpose of determining eligibility to retire, and covered compensation for purposes of determining benefits includes compensation paid by us to the executive subsequent to the business combination.

In accordance with the merger and contribution agreement between IMC and Cargill relating to the combination, Cargill incurs the costs associated with pre-combination benefits for certain former employees of Cargill and its subsidiaries under certain pension plans, including Cargill s salaried employees pension plan, and charges them to us. The amount that Cargill may charge to us for pension costs relating to all former Cargill employees may not exceed $2.0 million per year or $19.2 million in the aggregate. As of May 31, 2007, the unused portion of the $19.2 million was $13.2 million. Cargill is solely responsible for payment of the annual pension benefits to the participants under Cargill s salaried employees pension plan.

We have included the change for fiscal 2007 in the actuarial present value of the accumulated benefit under Cargill s salaried employees pension plan for each Named Executive Officer in the Change in Pension Values and Nonqualified Deferred Compensation Earnings column in the Fiscal 2007 Summary Compensation Table. We have included additional information regarding Named Executive Officers benefits under the plan, including the actuarial present value of their accumulated benefits under the plan, the benefit formula, and the elements of compensation upon which benefits under the plan are determined, in the Fiscal 2007 Pension Benefits Table and accompanying narrative and notes.

Group Life, Health and Disability Plans. We have established group life, health and disability plans for salaried employees in the U.S. and Canada. The Named Executive Officers may participate in these plans on the same basis as other salaried employees.

Table of Contents

Perquisites and Other Benefits. We furnish a limited number of perquisites to our Named Executive Officers. During fiscal 2007, we furnished the following perquisites to our Named Executive Officers that meet the threshold for reporting in the All Other Compensation column in the Fiscal 2007 Summary Compensation Table under the rules of the Securities and Exchange Commission:

- We have an executive physical exam program pursuant to which approximately 100 senior leaders, including the Named Executive Officers, are entitled to reimbursement for the costs of physicals every three years (in the case of participants under age 40), every two years (in the case of participants between the ages of 40 and 49) and annually (in the case of executives age 50 and older);
- We have an executive financial planning program pursuant to which our executive officers, our Vice President and Treasurer and our Vice President Tax are eligible for reimbursement of up to $20,000 over a three-year period for the costs of financial and tax planning;
- We have a relocation plan that pays employees for the cost of relocation. In fiscal 2007, we provided relocation benefits under this plan to Steven L. Pinney, the leader of our Phosphates business segment. We relocated his principal office from our Florida operations to our Plymouth, Minnesota headquarters and expanded his responsibilities to include longer-term strategic initiatives, a greater level of participation in our corporate leadership activities and oversight of our Supply Chain function; and
- We paid tuition and travel expenses for Richard L. Mack, our Senior Vice President, General Counsel and Corporate Secretary, to attend graduate courses to obtain a Masters degree in Business Administration at the Kellogg School of Management of Northwestern University.

New Severance and Change in Control Arrangements.

In April 2007, our Board, upon the recommendation of our Compensation Committee, authorized us to enter into new senior management severance and change in control agreements with each of our executive officers as well as certain other officers or executives designated by our Compensation Committee and Board. These offers resulted in new agreements with those executive officers who were not yet parties to our prior senior management severance agreements, and amended and restated existing agreements with each of our other executive officers. These agreements set forth the terms and conditions upon which our executive officers would be entitled to receive certain benefits upon termination of employment:

- by us with cause;
- by us without cause;
- by the executive officer for good reason;
- by the executive officer without good reason; or
- due to the executive officer s death or disability.

These agreements are intended by our Board, as recommended by our Compensation Committee, to:

help us attract and retain executive talent in a competitive marketplace;

enhance the prospects that our executive officers would remain with us and devote their attention to our performance in the event of a potential change in control;

foster their objectivity in considering a change in control proposal;

facilitate their attention to our affairs without the distraction that could arise from the uncertainty inherent in change in control and severance situations; and

protect our confidential information and prevent unfair competition following a separation of an executive officer s employment from us.

Table of Contents

In addition, stock options and restricted stock units under our Omnibus Incentive Plan vest upon a change in control.

The Severance and Change in Control Compensation Table on page 58, together with the accompanying narrative and notes, explains in detail the benefits under these arrangements and the circumstances under which a Named Executive Officer would be entitled to them.

CEO Transition

In July 2006, our Board elected James T. Prokopanko as our Executive Vice President and Chief Operating Officer, effective July 31, 2006. Prior to becoming our Executive Vice President and Chief Operating Officer, Mr. Prokopanko was a Corporate Vice President of Cargill and a director of The Mosaic Company.

Our Board, as recommended by our Compensation Committee, also approved compensation arrangements for Mr. Prokopanko for his service as our Executive Vice President and Chief Operating Officer. These arrangements entitled Mr. Prokopanko to base pay of $525,000 per year, a target bonus under our Management Incentive Plan equal to 80% of his base pay, and long-term incentive awards under our Omnibus Incentive Plan. The long-term incentive awards were in the form of grants of stock options on August 4, 2006 (the date on which we granted awards generally under the Omnibus Incentive Plan in 2006) that we valued for compensation purposes at $550,000, and restricted stock units on that date that we valued for compensation purposes at $550,000.

In addition, in lieu of long-term incentive compensation from Cargill valued by our Board at approximately $1.8 million that Mr. Prokopanko forfeited upon his resignation from Cargill, our Board approved the payment to Mr. Prokopanko of $600,000 on July 31, 2006 and the grant to Mr. Prokopanko of additional stock options on August 4, 2006 that we valued for compensation purposes at $600,000, and restricted stock units on that date that we valued for compensation purposes at $600,000.

The values of the long-term incentive awards granted to Mr. Prokopanko and the value of the additional stock options were based on the same methodologies as we used for the annual long-term incentive awards to other employees. The value of the restricted stock units in lieu of long-term incentive compensation from Cargill was determined by dividing the target value of the grant by the closing price of a share of our common stock on the date of grant.

On October 3, 2006, we announced that, effective January 1, 2007, Mr. Prokopanko would succeed Fredric W. Corrigan as our CEO and President upon Mr. Corrigan s retirement.

In anticipation of this transition, in October 2006 we entered into a transition agreement with Mr. Corrigan that established January 1, 2007 as Mr. Corrigan s retirement date and established the terms upon which he would continue to serve us through and after his retirement, including the services he would provide to us and his compensation for those services. The transition agreement provides that:

- Mr. Corrigan would continue to service as our CEO until January 1, 2007;
- we would continue to pay him base salary at the rate of $700,000 per year through his retirement date;
- we would pay him pro-rated portions of his bonuses under the Management Incentive Plan and the Synergy Incentive Plan based upon results for the first six months of fiscal 2007;
- the vesting of stock options and restricted stock units that we granted to him in 2004 and 2005 would be accelerated as of his retirement date and exercisable during the three-year period following his retirement;
- he would be entitled to participate in the supplemental grant of restricted stock units that was made on October 6, 2006 as described above under Compensation Components and Process Long-Term Variable Pay Restricted Stock Units;

31

we would pay him the remaining portion of the balance available to him under our financial and tax planning program and for earned but unused vacation;

he would be eligible to participate in our other customary employee benefits through his retirement date;

he would continue to serve as a director until the 2007 annual meeting of stockholders;

during the transition period between his retirement date and our 2007 annual meeting of stockholders, he would serve as an independent contractor to us in order to assist in the transition of his duties as CEO to Mr. Prokopanko, for which we would pay him consultant fees at the rate of $60,000 per month and (subject to performance of his consulting duties in accordance with the terms of his transition agreement) a bonus of $962,500; and

for his services as a non-employee director between his retirement date until the 2007 annual meeting of stockholders, we would pay him the standard compensation for non-employee directors, consisting of:

a cash retainer of $75,000; and

an award of restricted stock units having a value for compensation purposes on the date of grant of $65,000.

The transition agreement also included Mr. Corrigan s agreement not to:

disclose our confidential information; and

for a period of 12 months following termination of employment:

solicit our customers, dealers, employees and suppliers, or interfere with our business relationships; or

compete with us.

In addition, we required Mr. Corrigan to sign a release of all claims against us as a condition to receipt of the items listed above.

Stockholders who are interested in additional detail may refer to the complete text of the transition agreement, a copy of which we included as an exhibit to our Annual Report on Form 10-K for the fiscal year ended May 31, 2007.

In addition, in connection with Mr. Prokopanko s selection as our CEO on January 1, 2007, our Board, upon the recommendation of our Compensation Committee, modified Mr. Prokopanko s compensation to reflect his new role and consistent with our compensation philosophy and practices as discussed above, as follows:

we increased his base annual salary to $750,000;

we increased his target bonus under our Management Incentive Plan for fiscal 2007 to 100% of his base salary;

we agreed to grant him long-term incentives under the Omnibus Incentive Plan valued for compensation purposes at $900,000 on the date of grant, to be comprised of 50% (in value) of stock options and 50% (in value) of restricted stock units, all of which were granted on the third trading day after our second fiscal quarter earnings release. The value of the options was based on a Black-Scholes valuation model using assumptions determined in a manner consistent with the annual grant of options and the value of the restricted stock units was determined by dividing the target value of the grant by the closing price of a share of our common stock on the date of grant; and

we guaranteed him a minimum six-month bonus of $250,000 for the first two quarters of fiscal 2007, to be paid during the normal timing for payouts under our Management Incentive Plan in the summer of 2007.

The Fiscal 2007 Summary Compensation Table and other tables under Executive Compensation Tables , together with the accompanying narratives and notes, include additional detail about our compensation to Mr. Prokopanko and Mr. Corrigan for fiscal 2007, including the arrangements described in the preceding paragraphs.

On July 7, 2006, our Board, upon the recommendation of our Compensation Committee, authorized a one-time retention award for Mr. Stranghoener consisting of restricted stock units valued for compensation purposes at $1,000,000. We granted this award to Mr. Stranghoener in recognition of his importance to our past and future efforts to integrate our operations following the combination of IMC and the fertilizer businesses of Cargill. We determined the number of restricted stock units by dividing the target value of the award by the closing price of a share of our common stock on the date of grant, August 4, 2006, vesting 50% on each of the first two anniversaries of the grant date.

Retirement Agreement

James T. Thompson, one of our Executive Vice Presidents and a Named Executive Officer, left the Company effective March 31, 2007. Pursuant to the authorization of our Board, upon the recommendation of our Compensation Committee, we entered into a retirement agreement with Mr. Thompson and terminated his prior severance agreement. We have included a summary of the terms of the retirement agreement in note (12) to the Fiscal 2007 Summary Compensation Table.

Resignation Agreement

David W. Wessling, our Vice President Human Resources and a Named Executive Officer, left the Company effective March 14, 2007. Pursuant to the authorization of our Board, upon the recommendation of our Compensation Committee, we entered into a resignation agreement with Mr. Wessling and terminated his prior severance agreement. We have included a summary of the terms of the resignation agreement in note (13) to the Fiscal 2007 Summary Compensation Table.

Policy on Deductibility of Compensation

Section 162(m) of the Internal Revenue Code limits the tax deductibility by a corporation of annual compensation in excess of $1 million paid to the corporation s principal executive officer or any of its three most highly compensated executive officers (other than the principal executive officer or principal financial officer). However, performance-based compensation that has been approved by stockholders is excluded from the $1 million limit if, among other requirements, the compensation is payable only upon attainment of pre-established, objective performance goals and the board committee that establishes such goals consists only of outside directors.

As discussed under Corporate Governance Committees of the Board of Directors Compensation Committee on page 10, three of the members of our Compensation Committee qualify as outside directors and are able to serve as a subcommittee of outside directors for purposes of meeting this aspect of the provisions of Section 162(m). In the discussion above, when we refer to action by our Compensation Committee with respect to matters required to be taken by outside directors under Section 162(m), we mean that the subcommittee has taken the action.

While the tax impact of any compensation arrangement is one factor to be considered, the tax impact is evaluated in light of our overall compensation philosophy. We will consider ways to maximize the deductibility of executive compensation while retaining the discretion we deem necessary to compensate officers in a manner commensurate with performance and the competitive environment for executive talent.

However, from time to time we may award compensation which is not fully deductible if we determine that the award is consistent with our philosophy and is in the best interests of Mosaic and our stockholders.

Our Omnibus Incentive Plan is designed to permit employee stock options and awards under the Management Incentive Plan to meet the performance-based criteria of Section 162(m). Our restricted stock units and the Synergy Incentive Plan do not meet the performance-based criteria of Section 162(m).

Table of Contents

Stock Ownership Guidelines

On February 8, 2007, our Compensation Committee adopted stock ownership guidelines for our executive officers. Executive officers must achieve the following levels of ownership:

- CEO, five times base salary;

- Executive Vice Presidents and Senior Vice Presidents, three times base salary; and

- Other executive officers, one times base salary.

For purposes of the stock ownership guidelines, in addition to shares of our outstanding common stock owned by an executive officer, restricted stock units awarded under our Omnibus Incentive Plan are included in the executive officer s holdings. Shares of common stock and restricted stock units are valued on the date of purchase or grant. Unexercised employee stock options are not included in determining the amount of stock held. Executive officers are required to achieve their respective ownership targets within six years of the time of hire or promotion. Our Compensation Committee will review each participant s compliance or progress towards compliance annually, and may impose conditions, restrictions or limitations on any participant in order to achieve the purposes of the stock ownership guidelines. The Chair of our Compensation Committee and our Human Resources Department may jointly grant exemptions in the event of hardship.

Compensation Committee Report

The Compensation Committee has reviewed and discussed with management the foregoing Compensation Discussion and Analysis. Based on our review and discussion with management, we have recommended to our Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended May 31, 2007.

Respectfully submitted,

William T. Monahan, *Chair*

Guillaume Bastiaens

David B. Mathis

Steven M. Seibert

Table of Contents

Executive Compensation Tables

The following tables and accompanying narratives and notes summarize the total compensation awarded to, earned by or paid to each of our Named Executive Officers for our fiscal year ended May 31, 2007, or fiscal 2007.

Our Board elected James T. Prokopanko as our Executive Vice President and Chief Operating Officer effective July 31, 2006, and elected him to succeed Fredric W. Corrigan as our Chief Executive Officer and President effective January 1, 2007. We have furnished a narrative discussion of the executive compensation arrangements for Mr. Prokopanko and Mr. Corrigan during this transition period under Compensation Discussion and Analysis CEO Transition on page 31. The tables below and accompanying narratives and notes include additional detail about our compensation to Mr. Prokopanko and Mr. Corrigan for fiscal 2007.

In addition, during fiscal 2007, James T. Thompson, a former Executive Vice President, retired, and David W. Wessling, our former Vice President Human Resources, resigned. The agreements we entered into with Mr. Thompson and Mr. Wessling in connection with their respective retirement and resignation are described in notes (12) and (13), respectively, to the Fiscal 2007 Summary Compensation Table below. The tables below and accompanying narratives and notes include additional detail about our compensation to Mr. Thompson and Mr. Wessling and the agreements we entered into with them.

We have included a narrative discussion of our compensation philosophy, processes and components and the bases upon which we make compensation decisions in the Compensation Discussion and Analysis on page 19. The following tables and accompanying narratives and notes provide quantitative data and additional information about the compensation we paid our Named Executive Officers for fiscal 2007 and should be read in conjunction with the Compensation Discussion and Analysis.

Fiscal 2007 Summary Compensation Table

Name and Principal Position	**Year**	**Salary ($) (1)(2)**	**Stock Awards ($) (3)**	**Option Awards ($) (3)**	**Non-Equity Incentive Plan Compensation ($) (2)(4)**	**Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (5)**	**All Other Compensation ($) (6)**	**Total ($)**
James T. Prokopanko Chief Executive Officer and President(7)	2007	532,386	386,612(8)	404,580(9)	975,000		643,409	2,941,987
Lawrence W. Stranghoener Executive Vice President and Chief Financial Officer	2007	468,750	698,086	413,285	767,500		73,361	2,420,982
Steven L. Pinney Senior Vice President - Phosphate Operations	2007	342,083	203,523	303,595	512,130	42,000	90,004	1,493,335
Richard L. Mack	2007	329,167	220,920	240,048	473,000	9,000	110,530	1,382,665

Senior Vice President, General Counsel and Corporate Secretary								
Norman B. Beug(10) Senior Vice President - Potash Operations	2007	309,819	156,755	158,420	482,968	552,364	70,744	1,731,070
Fredric W. Corrigan former Chief Executive Officer and President	2007	410,985	3,516,393(11)	3,699,185	800,000		1,066,426	9,492,989
James T. Thompson(12) former Executive Vice President	2007	406,250	1,635,670	2,291,523			1,664,279	5,997,722
David W. Wessling(13) former Vice President, Human Resources	2007	231,250	553,016	530,861		18,000	816,716	2,149,843

35

Table of Contents

(1) Reflects the dollar amount of base salary paid in fiscal 2007.

(2) Includes any amounts deferred at the officer s election to the officer s account under our qualified and non-qualified defined contribution retirement plans and under our deferred compensation plan. These amounts are shown in the Executive Contributions in Last FY column to the Fiscal 2007 Non-Qualified Deferred Compensation Table on page 53.

(3) Reflects the compensation cost recognized in our financial statements for fiscal 2007 with respect to restricted stock units or stock options, determined in accordance with Statement of Financial Accounting Standard 123R, or FAS 123R, except that in accordance with SEC rules, the amounts shown disregard the estimate of forfeitures related to service-based vesting conditions prescribed by FAS 123R. The assumptions used in the valuation are discussed in note 22 to our audited financial statements for fiscal 2007. The accounting treatment of restricted stock units and stock option awards for Messrs. Corrigan, Thompson and Wessling is substantially different than for the other Named Executive Officers because:

As discussed above under Compensation Components and Process Long-Term Variable Pay in our Compensation Discussion and Analysis on page 26, grants to employees of stock options and restricted stock units beginning in fiscal 2007 provide for continued vesting of the stock options and restricted stock units in the event of retirement after age 60. Mr. Corrigan was over age 60 at the time of his grants in fiscal 2007. As a result, FAS 123R required that we include the entire grant date fair value of Mr. Corrigan s fiscal 2007 grants as a cost for fiscal 2007, rather than allocating the cost over the three-year vesting period for the awards. We have included a further discussion of these grants, including the numbers of shares and the option exercise price, in the Fiscal 2007 Grants of Plan-Based Awards Table and accompanying notes on page 44.

In addition, as part of the transition agreement for Mr. Corrigan that is described under Compensation Discussion and Analysis CEO Transition, and the retirement and resignation agreements for Mr. Thompson and Mr. Wessling that are described in notes (12) and (13), respectively, below, we accelerated the vesting of stock options and restricted stock units for Messrs. Corrigan, Thompson and Wessling. As a result, FAS 123R required that we recalculate the grant date fair value and expense the cost of the remaining grant date fair value of these grants in fiscal 2007 rather than amortizing the cost over the normal three-year vesting period for the awards. We have included a further discussion of these accelerated grants, including the numbers of shares and option exercise prices, in the Fiscal 2007 Grants of Plan-Based Awards and accompanying notes.

Table of Contents

Although the model we use to determine our FAS 123R expense for purposes of our financial statements and the model we use to determine our grants of stock options both use a Black-Scholes methodology, the two models are different in important respects. The model we use to determine our FAS 123R expense is dictated by generally accepted accounting principles while we believe the model we use to determine our grants of stock options is more consistent with the methodology that other companies in the competitive marketplace for executive talent use to make compensation decisions. As a result, our FAS 123R expense is not the same as the target value of our option awards established by our Compensation Committee. The primary differences between the model that we used to determine our FAS 123R expense and the model we used to determine our grants of stock options for fiscal 2007 are as follows:

Input	**FAS 123R Model**	**Compensation Model**	**Effect on Value**
Stock Price Volatility	Expected life of option, including IMC stock price history	Mosaic stock price history (from October 22, 2004 business combination between IMC and Cargill Crop Nutrition)	The FAS 123R assumption includes stock price history from IMC that is more volatile than Mosaic stock price history. This factor increases the FAS 123R valuation compared to the model we use for compensation decisions.
Term of Option	Expected life	Full ten-year term in accordance with the provisions of the option	The longer life assumed for purposes of making compensation decisions increases the value we use to determine compensation compared to the FAS 123R model.

(4) Reflects awards under our Management Incentive Plan and our Synergy Incentive Plan for fiscal 2007.
Our Management Incentive Plan provides for annual cash incentive compensation to key managers, including the Named Executive Officers, based upon the attainment of pre-established business and/or individual performance goals.

Our Synergy Incentive Plan is a bonus plan established for the first three fiscal years following our formation through the business combination of IMC and the fertilizer businesses of Cargill. Pursuant to the plan, we established a bonus pool each year based upon our achievement of synergies from the combination. We determined individual awards based upon our assessment of the contributions of each participant towards achieving those synergies. Fiscal 2007 was the last year for our Synergy Incentive Plan.

Table of Contents

The table below shows the respective amounts awarded under our Management Incentive Plan and Synergy Incentive Plan for fiscal 2007 to each Named Executive Officer:

	Fiscal 2007 Award	
Name	Management Incentive Plan($)	Synergy Incentive Plan($)
James T. Prokopanko	975,000	
Lawrence W. Stranghoener	487,500	280,000
Steven L. Pinney	312,130	200,000
Richard L. Mack	273,000	200,000
Norman B. Beug	282,968	200,000
Fredric W. Corrigan		800,000
James T. Thompson		
David W. Wessling		

We have included additional information about our Management Incentive Plan and our Synergy Incentive Plan, including the performance measures for fiscal 2007 and the levels of performance that were achieved, under Compensation Components and Process Short-Term Variable Pay Management Incentive Plan on page 22 and Compensation Components and Process Short-Term Variable Pay Synergy Incentive Plan on page 25 in our Compensation Discussion and Analysis. Awards under our Management Incentive Plan and Synergy Incentive Plan for fiscal 2007 were paid in August 2007.

(5) Reflects the aggregate increase in the actuarial value of pension benefits for fiscal 2007 under Cargill s salaried employees pension plan for Messrs. Pinney, Mack and Wessling, and under a supplemental retirement agreement with Mr. Beug.

The Cargill plan is a tax-qualified defined benefit pension plan under the provisions of the Internal Revenue Code. Benefits under the plan are generally based on years of service and final average salary prior to termination of employment or retirement. No additional years of credited service are accrued under Cargill s salaried employees pension plan for Messrs. Pinney, Mack or Wessling after December 31, 2004. Accordingly, their total credited years of service primarily reflects their service with Cargill prior to the October 22, 2004 business combination between IMC and the fertilizer businesses of Cargill through December 31, 2004. However, covered compensation for purposes of determining benefits under Cargill s salaried employees pension plan for Messrs. Pinney, Mack and Wessling includes post-combination compensation paid by us. In accordance with the merger and contribution agreement related to the combination, Cargill incurs the costs associated with pre-combination benefits for certain former employees of Cargill under certain pension plans, including Cargill s salaried employees pension plan, and charges them to us. The amount that Cargill may charge to us under these plans for pension costs relating to all former Cargill employees may not exceed $2.0 million per year or $19.2 million in the aggregate. As of May 31, 2007, the unused portion of the $19.2 million was $13.2 million. Cargill is solely responsible for payment of the annual pension benefits to the participants under Cargill s salaried employees pension plan.

Our supplemental retirement agreement with Mr. Beug provides additional annual retirement benefits to him over the retirement benefits that would be payable to him under (a) our retirement plans that are available to salaried Canadian employees generally and (b) a defined benefit pension plan sponsored by another company from which we acquired our Belle Plaine potash mine and in which Mr. Beug participated prior to our acquisition of that mine. Benefits under the supplemental retirement agreement are based on years of service and final average salary prior to termination of employment or retirement.

We have included additional information about these plans, including the plan measurement date, methodology and assumptions used in determining the amounts in this column, in the Fiscal 2007 Pension Benefits Table and accompanying narrative and notes on page 49.

No non-qualified deferred compensation earnings are reflected in this column because our deferred compensation arrangements do not offer above-market earnings.

Table of Contents

(6) The table below shows the components of compensation that are included in this column:

Name	Perquisites ($)(a)	Company Contributions to Defined Contribution Plans($)(b)	Other($)(c)	Total($)
James T. Prokopanko		22,559	620,850	643,409
Lawrence W. Stranghoener		73,361		73,361
Steven L. Pinney	34,851	55,153		90,004
Richard L. Mack	70,423	40,107		110,530
Norman B. Beug		68,968	1,776	70,744
Fredric W. Corrigan		138,924	927,502	1,066,426
James T. Thompson	11,757	72,403	1,580,119	1,664,279
David W. Wessling		31,212	785,504	816,716

(a) Perquisites include:

A one-time payment to Mr. Pinney under our relocation policy equal to one month s base salary, together with reimbursement of travel expenses incurred in his search for a new residence, as a result of our decision to relocate his office from the Florida offices of our Phosphates business segment to our Plymouth, Minnesota headquarters as described in Employee Benefits Perquisites and Other Benefits in our Compensation Discussion and Analysis on page 30;

Our payment of tuition and travel expenses for Mr. Mack to attend graduate courses to obtain a Masters degree in Business Administration; and

Reimbursement to Mr. Thompson under our financial planning and executive physical programs. Our financial planning and executive physical programs are described under Compensation Component and Process Employee Benefits Perquisites and Other Benefits in our Compensation Discussion and Analysis.

The incremental cost to us of perquisites for fiscal 2007 did not exceed $10,000 for any other Named Executive Officer.

(b) Reflects our contributions for Named Executive Officers who are employees in the U.S. to the Mosaic Investment Plan, a defined contribution plan qualified under Section 401(k) of the Internal Revenue Code, and to the accounts of each such officer under deferred compensation arrangements reflecting amounts that would have been credited to their accounts in the plan but for limitations under the Internal Revenue Code, as well as our contributions to the account of Mr. Beug, who is employed by our Canadian Potash business, under our Canadian defined contribution plans.

Mosaic Investment Plan

We contribute the following amounts to the Named Executive Officers accounts in the Mosaic Investment Plan:

We match the first 3% of the participant s contributions and half of the next 3% of the participant s contributions. These contributions vest immediately.

We contribute an amount each year equal to a percentage of the participant s eligible pay, consisting of base pay and bonuses (including those under the Management Incentive Plan and the Synergy Incentive Plan). The percentage of the participant s pay that we contribute increases with the participant s age. For pay up to the social security wage base, the percentage we pay ranges from 3% for participants under age 30 to 9% for participants age 60 and older. For pay in excess of the social security wage base, the percentage we pay is 3%. The social security wage base for calendar 2006 was $220,000 and for calendar 2007 is $225,000. These contributions vest once we have employed the participant for at least three years. Our contributions to Mr. Prokopanko s account are not vested because we have employed him for less than three years. Prior to vesting, Mr. Prokopanko would forfeit these contributions upon a termination of his employment.

Table of Contents

We also make a discretionary non-elective employer contribution. Our Compensation Committee has determined to base the discretionary non-elective employer contribution on our achievement of performance goals under our Management Incentive Plan. For fiscal 2007, we determined the amount of the discretionary non-elective employer contribution based on the net cash flow measure under the plan, as follows:

(dollars in millions)

Net Cash Flow	**$125.0**	**$225.0**	**$325.0**	**$425.0**	**$525.0**
Contribution (Percent of participant s eligible pay)	0%	0.5%	1.0%	1.5%	2.0%

Based on the formula in the table above, for fiscal 2007 we made discretionary non-elective employer contributions to participants accounts of 1.5% of calendar 2006 eligible pay.

These contributions vest once we have employed the participant for at least three years. Our contributions to Mr. Prokopanko s account are not vested because we have employed him for less than three years. Prior to vesting, Mr. Prokopanko would forfeit these contributions upon a termination of his employment.

Contributions that we would have made under the Mosaic Investment Plan that exceed limitations for tax-qualified plans under the Internal Revenue Code are contributed to our unfunded non-qualified deferred compensation plan. We have included additional information about our unfunded non-qualified deferred compensation plan under Non-Qualified Deferred Compensation on page 52.

Canadian Plans

We contribute the following amounts to participants accounts in the Canadian defined contribution plans in which Mr. Beug participates:

We match the first 3% of the participant s contributions and half of the next 3% of the participant s contributions. These contributions vest immediately;

We contribute an amount each year equal to a percentage of the participant s covered compensation. For Mr. Beug, covered compensation includes:

base pay;

bonuses (including those under our Management Incentive Plan and the Synergy Incentive Plan); and

unused amounts under our Canadian flex credit plan. We describe the flex credit plan in note (c) below.

The percentage of the participant s pay that we contribute increases with the participant s age. For pay up to the limit established each year under Canadian law, the percentage we pay ranges from 3% for participants under age 30 to 9% for participants age 60 and older. For pay in excess of the limit, the percentage we pay ranges from 4% for participants under age 30 to 10% for participants age 60 and older. These contributions vest once we have employed the participant for at least two years; and

For former employees of the company from which we acquired our Belle Plaine potash mine, including Mr. Beug, we contribute an additional amount equal to a percentage of the participant s covered compensation. For covered compensation up to the year s maximum pensionable earnings established under Canadian law, we contribute 1/2% of covered compensation.

For covered compensation above that limit, we contribute 2% of covered compensation. The year s maximum pensionable earnings for calendar 2006 was $42,100 and for calendar 2007 is $43,700.

We make a discretionary non-elective contribution that is the same as under the Mosaic Investment Plan.

Table of Contents

Taxable compensation to the participant on our contributions up to the limit established each year under Canadian law is deferred, while our contributions that exceed the limit are taxable compensation to the participant. The limit for calendar 2006 was the lesser of $19,000 or 18% of earnings for calendar 2006 and for calendar 2007 is the lesser of $20,000 or 18% of earnings for calendar 2007. We contribute the amounts that are above these limits to the participant s account in our employee savings plan. The Canadian employee savings plan accounts are held by a third party. The participants choose among various investment alternatives that are the same as are available under the Canadian tax- qualified defined contribution plans. Participants may withdraw their account balances at any time. Participants may also contribute up to 30% of pay on an after-tax basis to their employee savings plan accounts. Participants account balances under the Canadian employee savings plan are not obligations of ours.

(c) Reflects the following:

For Mr. Prokopanko:

a payment of $600,000 in connection with our hiring him as Executive Vice President and Chief Operating Officer as part of compensation to him in lieu of long-term incentive compensation from Cargill valued by our Board at approximately $1.8 million. In addition to this $600,000 payment, also in lieu of the long-term incentive compensation from Cargill, we provided Mr. Prokopanko with the compensation described in notes (8) and (9); and

director s fees of $20,850 for his service as a non-employee director prior to July 31, 2007, when he became an executive officer of the Company.

For Mr. Beug, payment to him of unused amounts under our flex credit plan. Under our flex credit plan, salaried employees of our Canadian Potash business are entitled to apply an amount each year equal to $1,108 plus 1.169% of annual salary on a pre-tax basis to the payment of premiums under our group life, health or medical plans or as a contribution to the participant s health spending account. Any unused portion is paid to the participant as taxable compensation.

For Mr. Corrigan:

consulting fees of $300,000, a pro rata portion ($577,500) of the consulting bonus he will receive subject to performance of his consulting duties, and $12,502 for the payout of the remaining portion of the balance available to him under our financial and tax planning program and unused vacation, all pursuant to our transition agreement with him relating to his retirement; and

director s fees of $37,500 for his service as a non-employee director for the period following his retirement as our Chief Executive Officer and President effective January 1, 2007.

Our transition agreement with Mr. Corrigan is described under CEO Transition in our Compensation Discussion and Analysis.

Termination payments of $1,580,119 and $785,504 for Messrs. Thompson and Wessling, respectively. Additional information regarding the nature of their respective termination payments is included in notes (12) and (13) below.

(7)

Mr. Prokopanko was elected as our Executive Vice President and Chief Operating Officer, effective July 31, 2006, and succeeded Mr. Corrigan as Chief Executive Officer and President effective January 1, 2007. We have included a discussion of the compensation arrangements for Mr. Prokopanko and Mr. Corrigan under CEO Transition in our Compensation Discussion and Analysis.

(8) The amounts for Mr. Prokopanko include the FAS 123R expense with respect to restricted stock units that we valued for compensation purposes at $600,000 in connection with our hiring him as Executive Vice President and Chief Operating Officer as part of compensation to him in lieu of long-term incentive compensation from Cargill valued by our Board at approximately $1.8 million. In addition to these

Table of Contents

restricted stock units, also in lieu of the long-term incentive compensation from Cargill, we provided Mr. Prokopanko with the compensation described in notes (6)(c) and (9). The amounts also reflect $39,997 of FAS 123R expense with respect to restricted stock units granted to Mr. Prokopanko for his service as a non-employee director prior to his election as an executive officer.

(9) The amounts for Mr. Prokopanko include stock options that we valued for compensation purposes at $600,000 in connection with our hiring him as Executive Vice President and Chief Operating Officer as part of compensation to him in lieu of long-term incentive compensation from Cargill valued by our Board at approximately $1.8 million. In addition to these stock options, also in lieu of the long-term incentive compensation from Cargill, we provided Mr. Prokopanko with the compensation described in notes (6)(c) and (8).

(10) Mr. Beug is an employee of our Canadian Potash business and his compensation is paid in Canadian dollars. We converted amounts paid to Mr. Beug to U.S. dollars for purposes of this proxy statement at a rate of CAD 1.136687/USD 1.0, the average rate we used to convert the profit and loss statement of our Potash business to U.S. dollars for fiscal 2007, except for payments in the Non-Equity Incentive Compensation column which are shown at the U.S. dollar amounts of his awards under our Management Incentive Plan and Synergy Investment Plan as approved by our Compensation Committee.

(11) The amounts for Mr. Corrigan reflect $7,222 of FAS 123R expense for fiscal 2007 with respect to 3,140 restricted stock units granted to him on February 1, 2007 for his service as a non-employee director after his retirement as an employee on January 1, 2007 as well as the FAS 123R expense for fiscal 2007 of restricted stock units granted to him for service as an employee prior to his retirement.

(12) Mr. Thompson left the Company effective March 31, 2007. Pursuant to the authorization of our Board, upon the recommendation of our Compensation Committee, we entered into a retirement agreement with Mr. Thompson and terminated his prior severance agreement. The retirement agreement provided that, in connection with his departure, Mr. Thompson was entitled to:

- a payment of $875,000;
- a payment of $375,000 in lieu of a bonus under our Management Incentive Plan for fiscal 2007;
- a payment of $281,250 in lieu of a bonus under our Synergy Incentive Plan for fiscal 2007;
- continued health and dental benefits for up to a year;
- compensation for unused vacation;
- the vesting of stock options to purchase 256,485 shares of our common stock at exercise prices ranging from $15.04 per share to $17.29 per share (with the continued right to exercise these options as well as 24,737 vested stock options held by Mr. Thompson at an exercise price of $17.29 per share through March 31, 2008); and
- the receipt of 80,044 shares of the Company s common stock due to the vesting of restricted stock units.

The Retirement Agreement also included Mr. Thompson s agreement not to:

- disclose our confidential information; and
- for a period of 12 months following termination of employment:
  - solicit our customers, dealers, employees and suppliers, or interfere with our business relationships; or

compete with us.

In addition, we required Mr. Thompson to sign a release of all claims against us as a condition to receipt of the items listed above.

Stockholders who are interested in additional detail may refer to the complete text of the retirement agreement, a copy of which we included as an exhibit to our Annual Report on Form 10-K for the fiscal year ended May 31, 2007.

Table of Contents

(13) Mr. Wessling left the Company effective March 14, 2007. Pursuant to the authorization of our Board, upon the recommendation of the Compensation Committee, we entered into a resignation agreement with Mr. Wessling and terminated his prior severance agreement. The resignation agreement provided that, in connection with his departure, Mr. Wessling was entitled to:

- a payment of $465,000;
- a payment of $165,000 in lieu of a bonus under our Management Incentive Plan for fiscal 2007;
- a payment of $123,750 in lieu of a bonus under our Synergy Incentive Plan for fiscal 2007;
- continued health and dental benefits for up to a year;
- compensation for unused vacation;
- the vesting of stock options to purchase 56,283 shares of our common stock at exercise prices ranging from $15.45 per share to $17.29 per share (with the continued right to exercise these options as well as 12,369 vested stock options held by Mr. Wessling at an exercise price of $17.29 per share through March 14, 2008); and
- the receipt of 25,129 shares of our common stock due to the vesting of restricted stock units.

The resignation agreement also included Mr. Wessling s agreement not to:

- disclose our confidential information; and
- for a period of 12 months following termination of employment:
  - solicit our customers, dealers, employees and suppliers, or interfere with our business relationships; or
  - compete with us.

In addition, we required Mr. Wessling to sign a release of all claims against us as a condition to receipt of the items listed above.

Stockholders who are interested in additional detail may refer to the complete text of the resignation agreement, a copy of which we included as an exhibit to our Annual Report on Form 10-K for the fiscal year ended May 31, 2007.

Grants of Plan-Based Awards

The following table and accompanying narrative and notes provide information about our awards under our Management Incentive Plan and Synergy Incentive Plan, as well as our grants of stock options and restricted stock units, to each of our Named Executive Officers for fiscal 2007. In addition, the table includes information about our grants of stock options and restricted stock units in prior years to Messrs. Corrigan, Thompson and Wessling because we incurred expense under FAS 123R with respect to the acceleration of vesting of their stock options and restricted stock units in fiscal 2007, as described in note (3) to the Fiscal 2007 Summary Compensation Table. We did not grant any other award under any equity or non-equity incentive plan in fiscal 2007 that would be paid out in a future fiscal year.

43

Table of Contents

Fiscal 2007 Grants of Plan-Based Awards Table

Name	Grant Date	Compensation Committee Approval Date (1)	Estimated Future Payouts Under Non-Equity Incentive Awards Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards; Number of Shares of Stock or Units (#) (2)	All Other Option Awards; Number of Securities Underlying Options (#) (3)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($) (4)
James T. Prokopanko			0(5)	750,000	1,687,500				
				(6)					
	8/4/06	7/6/06					86,751	15.45	634,150
	8/4/06(7)	7/6/06					94,637	15.45	691,796
	8/4/06	7/6/06				28,917			446,768
	8/4/06(7)	7/6/06				38,835			600,001
	10/6/06(8)	9/30/06				6,174			103,229
	2/1/07	9/30/06					53,957	20.70	526,081
	2/1/07	9/30/06				21,739			449,997
Lawrence W. Stranghoener			0(5)	375,000	1,125,000				
				280,000(6)					
	8/4/06	7/6/06					61,120	15.45	446,787
	8/4/06	7/6/06				20,373			314,763
	8/4/06(9)	7/6/06				64,725			1,000,001
	10/6/06(8)	9/30/06				4,350			72,732
Steven L. Pinney			0(5)	227,500	787,500				
				200,000(6)					
	8/4/06	7/6/06					43,375	15.45	317,071
	8/4/06	7/6/06				14,458			223,376
	10/6/06(8)	9/30/06				3,088			51,631
Richard L. Mack			0(5)	210,000	787,500				
				200,000(6)					
	8/4/06	7/6/06					47,319	15.45	345,902
	8/4/06	7/6/06				15,773			243,693
	10/6/06(8)	9/30/06				3,368			56,313
Norman B. Beug			0(5)	210,436	728,433				
				200,000(6)					
	8/4/06	7/6/06					43,375	15.45	317,071
	8/4/06	7/6/06				14,458			223,376
	10/6/06(8)	9/30/06				3,088			51,631
Fredric W. Corrigan			0(5)	1,050,000	1,575,000				
				800,000(6)					
	8/4/06	7/6/06					276,025	15.45	2,017,743
	8/4/06	7/6/06				92,008			1,421,524
	10/6/06(8)	9/30/6				19,646			328,481
	2/1/07(10)	9/30/06				3,140			64,998
	10/29/04(11)	9/30/06					280,700	15.04	(538,944)
	10/29/04(11)	9/30/06				86,437			(115,634)
	8/1/05(11)	9/30/06					278,293	17.29	(794,063)
	8/1/05(11)	9/30/06				92,764			(135,436)

James T. Thompson			0(5)	375,000	1,125,000				
				(6)					
	8/4/06	7/6/06					70,978	15.45	518,849(12)
	8/4/06	7/6/06				23,659			365,532(12)
	10/6/06(8)	9/30/06				5,052			84,469(12)
	8/4/06	3/5/07					70,978	15.45	198,029(13)
	8/4/06	3/5/07				23,659			217,899(13)
	10/6/06	3/5/07				5,052			40,113(13)
	10/29/04(14)	3/5/07					136,032	15.04	424,420
	10/29/04(14)	3/5/07				26,596			255,854
	8/1/05(14)	3/5/07					74,212	17.29	1, 484
	8/1/05(14)	3/5/07				24,737			182,312
David W. Wessling			0(5)	165,000	675,000				
				(6)					
	8/4/06	7/6/06					31,546	15.45	230,601(15)
	8/4/06	7/6/06				10,515			162,457(15)
	10/6/06(8)	9/30/06				2,245			37,536(15)
	8/4/06	2/15/07					31,546	15.45	76,026(16)
	8/4/06	2/15/07				10,515			92,637(16)
	10/6/06	2/15/07				2,245			16,927(16)
	8/1/05(17)	2/15/07					37,106	17.29	(8,658)
	8/1/05(17)	2/15/07				12,369			86,212

Table of Contents

(1) We describe our practices for granting stock options and restricted stock units to employees, including general terms and the timing of grants and approvals, under Compensation Components and Process Long-Term Variable Pay in our Compensation Discussion and Analysis.
(2) Shows the number of shares subject to restricted stock units granted under our Omnibus Incentive Plan.
(3) Shows the number of shares subject to stock options granted under our Omnibus Incentive Plan.
(4) Reflects the grant date fair value for each Named Executive Officer s grants of restricted stock units or stock options in fiscal 2007, determined in accordance with FAS 123R. A more detailed discussion of our FAS 123R expense, including differences in its application to the grants to Messrs. Corrigan, Thompson and Wessling as compared to other Named Executive Officers, is included in note (3) to the Fiscal 2007 Summary Compensation Table.
(5) Our Management Incentive Plan provides for annual cash incentive compensation to key managers, including the Named Executive Officers, based upon the attainment of pre-established business and/or individual performance goals. This row shows the threshold, target and maximum potential annual awards under the program for fiscal 2007.

We paid the actual awards for fiscal 2007 in August 2007. The amount of the actual award for each Named Executive Officer is included as part of the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table and shown in note (4) to that table.

We have included additional information about our Management Incentive Plan, including the performance measures for fiscal 2007 and the levels of performance that were achieved, under Compensation Components and Process Short-Term Variable Pay Management Incentive Plan in our Compensation Discussion and Analysis.

(6) Our Synergy Incentive Plan provided for annual cash incentive compensation to key managers, including Named Executive Officers, based on their contributions to our achievement of synergies during each of our first three fiscal years after the October 2004 business combination between IMC and the fertilizer businesses of Cargill. The plan ended May 31, 2007. This row shows the actual amount of the award to the Named Executive Officer under our Synergy Incentive Plan for fiscal 2007. We paid the fiscal 2007 awards in August 2007. We did not award any bonus under the Synergy Incentive Plan to Mr. Prokopanko because he first became an employee and one of our executive officers in fiscal 2007. As a result, he had limited opportunity to contribute to our achievement of synergies from the combination. As described in notes (12) and (13) to the Summary Compensation Table, Mr. Thompson and Mr. Wessling, who left us during fiscal 2007, did not receive awards under the Synergy Incentive Plan for fiscal 2007. Instead, their respective retirement and resignation agreements provided that our termination payments to Mr. Thompson and Mr. Wessling would include $281,250 and $123,750, respectively, in lieu of their bonuses under the Synergy Incentive Plan for fiscal 2007.

We designed our Synergy Incentive Plan to serve as an incentive for performance in each of our first three fiscal years following the combination. Each fiscal year, we established a bonus pool under the plan. We established the aggregate size of the bonus pool for each fiscal year based on objective performance measures. We paid individual bonuses from the pool based upon the assessment, by our Compensation Committee, in the case of executive officers, and by our Senior Leadership Team, in the case of other participants, of business unit and individual contributions towards achieving our synergy goals. Accordingly, awards under the plan did not have threshold, target and maximum potential amounts. The amount we show for each Named Executive Officers in the Target column is the actual award for each Named Executive Officer for fiscal 2007. These amounts are included as part of the Non-Equity Incentive Plan Compensation column in the Summary Compensation Table and shown in note (4) to that table.

We have included additional information about our Synergy Incentive Plan, including the performance measures for fiscal 2007 and the levels of performance that were achieved, under Compensation Components and Process Short-Term Variable Pay Synergy Incentive Plan in our Compensation Discussion and Analysis.

(7) This award was made to Mr. Prokopanko in connection with our hiring him, in lieu of long-term incentive compensation from Cargill, as described in notes (8) and (9) to the Fiscal 2007 Summary Compensation Table.

Table of Contents

(8) These restricted stock units are part of the supplemental grant made on October 6, 2006 to recipients of our August 4, 2006 annual grant of restricted stock units that is described under Compensation Components and Process Long-Term Variable Pay in our Compensation Discussion and Analysis.

(9) These restricted stock units are the one-time retention award to Mr. Stranghoener that is described under CEO Transition in our Compensation Discussion and Analysis.

(10) Reflects a grant to Mr. Corrigan of restricted stock units for his service as a non-employee director beginning January 1, 2007. Our practices for granting restricted stock units to non-employee directors, including general terms and the timing of grants and approvals, are described in note (4) to the Fiscal 2007 Non-Employee Director Compensation Table on page 60.

(11) We granted these stock options and restricted stock units in prior fiscal years. We accelerated their vesting in connection with Mr. Corrigan s retirement, as described under CEO Transition in our Compensation Discussion and Analysis. The date shown in the Compensation Committee Approval Date column is the date the Compensation Committee recommended acceleration of the stock options and restricted stock units. The amounts shown in the Grant Date Fair Value of Stock and Option Awards column represent the incremental change in the grant date fair value under FAS 123R that resulted from the acceleration of vesting. Numbers in parentheses indicate that the grant date fair value determined in accordance with FAS 123R decreased as a result of the acceleration of vesting.

(12) Reflects the grant date fair value on the date of grant, August 4, 2006.

(13 These are the same stock options and restricted stock units to which note (12) relates. The grant date fair value shown in this row reflects the incremental change due to the acceleration of Mr. Thompson s awards in connection with his retirement.

(14) We granted these stock options and restricted stock units in prior fiscal years. We accelerated their vesting in connection with Mr. Thompson s retirement, as described in note (12) to the Fiscal 2007 Summary Compensation Table. The date shown in the Compensation Committee Approval Date column is the date the Compensation Committee approved acceleration of the stock options and restricted stock units. The amounts shown in the Grant Date Fair Value of Stock and Option Awards column represent the incremental change in the grant date fair value under FAS 123R that resulted from the acceleration of vesting.

(15) Reflects the grant date fair value on the date of grant, August 4, 2006.

(16) These are the same stock options and restricted stock units to which note (15) relates. The grant date fair value shown in this row reflects the incremental change due to the acceleration of Mr. Wessling s awards in connection with his resignation.

(17) We granted these stock options and restricted stock units in prior fiscal years. We accelerated their vesting in connection with Mr. Wessling s resignation, as described in note (13) to the Fiscal 2007 Summary Compensation Table. The date shown in the Compensation Committee Approval Date column is the date the Compensation Committee approved acceleration of the stock options and restricted stock units. The amounts shown in the Grant Date Fair Value of Stock and Option Awards column represent the incremental change in the grant date fair value under FAS 123R that resulted from the acceleration of vesting. Numbers in parentheses indicate that the grant date fair value determined in accordance with FAS 123R decreased as a result of the acceleration of vesting.

Table of Contents

Outstanding Equity Awards at Fiscal Year-End

The following table and accompanying narrative and notes summarize the outstanding equity awards held by the Named Executive Officers as of May 31, 2007.

Fiscal 2007 Outstanding Equity Awards at Fiscal Year-End Table

	Option Awards				Stock Awards	
Name	**Number of Securities Underlying Unexercised Options Exercisable (#)**	**Number of Securities Underlying Unexercised Options Unexercisable (#)**	**Option Exercise Price ($) (1)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)**	**Market Value of Shares or Units of Stock That Have Not Vested ($) (2)**
James T. Prokopanko		181,388(3)	15.45	8/4/16	3,452(4)	121,269
		53,957(5)	20.70	2/1/17	3,470(6)	121,901
					67,752(7)	2,380,128
					6,174(8)	216,893
					21,739(9)	763,691
Lawrence W. Stranghoener		61,120(3)	15.45	8/4/16	21,645(6)	760,389
	34,722	17,362(10)	15.04	9/22/14	20,373(7)	715,703
	21,645	43,290(11)	17.29	8/1/15	4,350(8)	152,816
					23,272(13)	817,545
					64,725(14)	2,273,789
Steven L. Pinney		43,375(3)	15.45	8/4/16	12,369(6)	434,523
		51,822(12)	15.04	10/29/14	14,458(7)	507,910
	12,368	24,738(11)	17.29	8/1/15	3,088(8)	108,481
					18,285(13)	642,352
Richard L. Mack		47,319(3)	15.45	8/4/16	15,461(6)	543,145
		10,384(12)	15.04	10/29/14	15,773(7)	554,105
	15,460	30,922(11)	17.29	8/1/15	3,368(8)	118,318
					16,623(13)	583,966
Norman B. Beug	4,300		37.625	6/23/07	9,276(6)	325,866
	5,950		30.656	6/18/08	14,458(7)	507,910
	6,200		22.6562	4/27/09	3,088(8)	108,481
					9,974(13)	350,387
	9,300		15.0312	2/22/10		
	7,000		13.55	2/28/11		
	8,750		10.71	11/5/11		
	22,000		10.76	1/2/13		
	40,000		10.19	1/2/14		
		43,375(3)	15.45	8/4/16		
	9,276	18,553(11)	17.29	8/1/15		
Fredric W. Corrigan	280,700		15.04	1/1/10	92,008(7)	3,232,241
	278,293		17.29	1/1/10	19,646(8)	690,164

		276,025(3)	15.45	1/1/12	3,140(15)	110,308
James T. Thompson	136,032		15.04	3/31/08		
	74,212		17.29	3/31/08		
	70,978		15.45	3/31/08		
David W. Wessling	31,546		15.45	3/14/08		

Table of Contents

(1) The exercise price for all stock options is the fair market value of our common stock on the date of grant, which is equal to the closing price as reflected on The New York Stock Exchange composite tape.
(2) The amounts were calculated by multiplying the closing market price of our common stock on May 31, 2007 of $35.13 per share by the number of unvested shares.
(3) One-third of these options vested on August 4, 2007 and one-third vest on August 4 in each of 2008 and 2009.
(4) These restricted stock units vest on the earlier of (a) November 30, 2007 or (b) subject to the approval of the Board in its sole discretion, Mr. Prokopanko s departure from the Board for reasons other than removal for cause.
(5) These options vest in three equal installments on February 1, 2008, 2009 and 2010.
(6) These restricted stock units vest on August 1, 2008, or, in the case of Mr. Prokopanko, if earlier, subject to the approval of the Board in its sole discretion, Mr. Prokopanko s departure from the Board for reasons other than removal for cause.
(7) These restricted stock units vest on August 4, 2009.
(8) These restricted stock units vest on October 6, 2009.
(9) These restricted stock units vest on February 1, 2010.
(10) These options vest on September 22, 2007.
(11) Half of these options vested on August 1, 2007 and the other half vest on August 1, 2008.
(12) These options vest on October 29, 2007.
(13) These restricted stock units vest on October 29, 2008.
(14) Half of these restricted stock units vested on August 4, 2007 and the other half vest on August 4, 2008.
(15) These restricted stock units vest on February 1, 2010.

Option Exercises and Stock Vested

The following table and accompanying notes set forth information about stock options that the Named Executive Officers exercised during fiscal 2007 and restricted stock units of the Named Executive Officers that vested during fiscal 2007.

Fiscal 2007 Option Exercises and Stock Vested Table

	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
Name	(#)	($) (1)	(#)	($) (2)
James T. Prokopanko				
Lawrence W. Stranghoener				
Steven L. Pinney				
Richard L. Mack				
Norman B. Beug				
Fredric W. Corrigan			179,201	3,827,733
James T. Thompson			80,044	2,133,973
David W. Wessling	37,106	477,343	25,129	677,729

(1) We calculated these amounts by multiplying the number of shares exercised times the difference between (a) the closing price of our common stock on the date of the option exercise as reported on The New York Stock Exchange composite tape and (b) the exercise price of the stock option.
(2) We calculated these amounts by multiplying the number of shares vested times the closing price of our common stock as reported on The New York Stock Exchange composite tape on the vesting date.

Table of Contents

Pension Benefits

Cargill Pension Plan

Messrs. Pinney, Mack and Wessling participate in Cargill s salaried employees pension plan. This plan is a tax-qualified defined benefit pension plan under the provisions of the Internal Revenue Code. Benefits under the plan are generally based on years of service and final average salary prior to termination of employment or retirement. No additional years of credited service are accrued under Cargill s salaried employees pension plan for Messrs. Pinney, Mack or Wessling after December 31, 2004. Accordingly, their total credited years of service primarily reflects their service with Cargill, while their credited years of service for employment at Mosaic includes only the period from the October 22, 2004 business combination between IMC and the fertilizer businesses of Cargill through December 31, 2004. However, additional years of vesting service are credited for the purpose of determining eligibility to retire, and covered compensation for purposes of determining benefits under Cargill s salaried employees pension plan for Messrs. Pinney, Mack and Wessling includes post-combination compensation that we pay them.

In accordance with the merger and contribution agreement related to the combination, Cargill incurs the costs associated with pre-combination benefits for certain former employees of Cargill under certain pension plans, including Cargill s salaried employees pension plan, and charges them to us. The amount that Cargill may charge to us under these plans for pension costs relating to all former Cargill employees may not exceed $2.0 million per year or $19.2 million in the aggregate. As of May 31, 2007, the unused portion of the $19.2 million was $13.2 million.

Cargill is solely responsible for payment of the annual pension benefits to the participants under Cargill s salaried employees pension plan.

Supplemental Retirement Agreement

IMC and Mr. Beug entered into a supplemental retirement agreement prior to the business combination between IMC and the fertilizer businesses of Cargill. This agreement provides additional annual retirement benefits to Mr. Beug over the retirement benefits that would be payable to him under (a) our retirement plans that are available to salaried Canadian employees generally and (b) a defined benefit pension plan sponsored by another company from which we acquired our Belle Plaine potash mine and in which Mr. Beug participated prior to our acquisition of that mine. Benefits under the supplemental retirement agreement are based on years of service and final average salary prior to termination of employment or retirement. In addition, prior to the combination, IMC established a trust to secure the payment of certain retirement obligations, including Mr. Beug s supplemental retirement agreement. The trust agreement requires that we fund 105% of the aggregate actuarially determined liabilities under all of these retirement obligations by means of contributions to the trust and/or by furnishing letters of credit to the trustee. As of the date of this proxy statement, we had furnished the trustee with a letter of credit under our senior secured bank credit facility in the amount of approximately $4.1 million.

The following table and accompanying narrative and notes provide information about the participation of the Named Executive Officers in Cargill s salaried employees pension plan and under Mr. Beug s supplemental retirement agreement.

Fiscal 2007 Pension Benefits Table

Name	Plan Name	Number of years of Credited Service (#)	Present Value of Accumulated Benefit ($) (1)
Steven L. Pinney(2)	Cargill, Incorporated and Associated Companies Salaried Employees Pension Plan	29	576,000
Richard L. Mack(2)	Cargill, Incorporated and Associated Companies Salaried Employees Pension Plan	10	73,000
Norman B. Beug(3)	Supplemental Retirement Agreement	30	1,657,791
David W. Wessling(2)	Cargill, Incorporated and Associated Companies Salaried Employees Pension Plan	21	257,000

49

Table of Contents

(1) These amounts are estimates and do not necessarily reflect the actual amounts that will be paid to the Named Executive Officers, which will only be known when they become eligible for payment.
(2) Annual benefits under Cargill s salaried employees pension plan are equal to the sum of:

Old Formula Benefit. The annual benefit for service through December 31, 1991 indexed for future salary increases. The benefit is:

1.50% of final average annual salary minus 1.25% of annual social security benefits at age 65 determined as of December 31 1991, times

years of service (not to exceed 40), times

an index factor. The index factor is determined by dividing final average salary at termination by final average salary determined at December 31, 1991; plus

New Formula Benefit. For service after December 31, 1991, the benefit is equal to 0.80% of final average salary plus 0.35% of final average salary in excess of Covered Compensation (as defined for social security purposes), all times years of service. Years of service are based on service after December 31, 1991 and are limited to (i) 40 years less service as of December 31, 1991 for the 0.80% component of the benefit, and (ii) 35 years less service as of December 31, 1991 for the 0.35% component of the benefit. For the new formula benefit, service is frozen for Messrs. Pinney, Mack and Wessling as of December 31, 2004 and final average salary and covered compensation are as of the termination date.

Normal retirement benefits are payable at age 65. Messrs. Pinney, Mack or Wessling may retire with unreduced retirement benefits under the plan once they are age 60. Once they are age 55, they may retire early and receive benefits that are reduced based on the percentages specified in the table below for each year that the payments start prior to age 60. Messrs. Pinney, Mack and Wessling are ages 53, 39 and 46, respectively, and had 31, 12 and 23 years of credited vesting service at March 1, 2007.

Years of Credited Vesting Service	Per Year Reduction Percentage
35 or more	3%
30 - 34	4%
25 - 29	5%
20 - 24	6%
15 - 19	7%

If they terminate employment before age 55, they may either receive an unreduced benefit commencing at age 65, or may elect to receive a reduced benefit at an earlier date.

The normal form of payment of the annual benefit is a straight life annuity. Optional benefit forms include actuarial equivalent joint and survivor and 10-year certain and life annuities. The plan does not offer lump sum payments.

The credited years of service for Messrs. Pinney, Mack and Wessling include their service with Cargill. Their benefits under the plan are fully vested.

Compensation Used to Determine Pension Benefits

Eligible compensation consists of base salary. Eligible compensation is limited under the Internal Revenue Code to $220,000 for calendar 2006 and $225,000 for calendar 2007.

Table of Contents

Valuation Assumptions

The amounts listed in the Present Value of Accumulated Benefit column of the Fiscal 2007 Pension Benefits Table and the amounts listed in the Change in Pension Value and Non-Qualified Deferred Compensation Earnings column in the Fiscal 2007 Summary Compensation Table are based on the following assumptions:

- a discount rate of 5.70% and post-retirement mortality using the RP-2000 mortality table with a fixed 5-year projection, combined mortality for active employees and retirees, and no collar adjustments. These are the same assumptions used by Cargill in determining the accumulated benefits under the Cargill salaried employees pension plan that it uses in determining its charges to us for the plan;
- retirement age of 60, which is the earliest age that any Named Executive Officer may retire with unreduced retirement benefits under the plan; and
- expected terminations, disability and pre-retirement mortality: none assumed.

The present values of the accrued benefits were calculated as of March 1, 2007, the date used by Cargill in determining its charges to us for the plan.

(3) The benefits under Mr. Beug s supplemental retirement agreement are determined by the following formula:

- 2% of Mr. Beug s final average salary times his first 25 years of credited service; plus
- 1% of his final average salary times his years of credited service above 25 years, up to a maximum of ten years; minus
- 2% of the benefit payable to him for the first 25 years of credited service under the Canadian government s old-age pension program; minus
- the amount of the annual retirement benefit that he could purchase from the balance of his account under our Canadian tax-qualified defined contribution retirement plans in which he participates; minus
- the amount of the normal benefit payable to him pursuant to a defined benefit pension plan of the company from which IMC acquired our Belle Plaine, Saskatchewan potash mine. Mr. Beug does not accrue additional pension benefits under this plan for his service with us, and we are not responsible for payments to Mr. Beug under this plan.

Mr. Beug s credited years of service under the supplemental retirement agreement include his years of service with the company from which IMC acquired the Belle Plaine mine. Mr. Beug s benefits under the supplemental retirement agreement are fully vested.

The earliest Mr. Beug is entitled to unreduced benefits under the agreement is age 62. Mr. Beug, who is age 55 at the date of this proxy statement, is entitled to elect to receive reduced benefits under the agreement upon retirement at age 55 or older. If Mr. Beug elects to receive benefits before age 62, the amount of his benefits determined in accordance with the first three bullet points in this footnote are reduced by 1/3 of 1% for each month between the date on which his benefits commence and age 62.

The normal form of payment of the annual benefit under the supplemental retirement agreement is equal monthly installments payable for life. If Mr. Beug is married at the time his benefits under the supplemental retirement agreement commence, his monthly retirement benefits are reduced to provide actuarially equivalent reduced monthly payments to him for life and 60% of the reduced monthly payment to his surviving spouse after his death, unless his spouse waives the right to these payments. In the event of Mr. Beug s death prior to retirement, his spouse, beneficiary or estate would be entitled to payment equal to the actuarial equivalent of his vested benefits, either in the form of a lump sum or a lifetime pension.

The amount in the Present Value of Accumulated Benefit column and the amount listed in the Change in Pension Value and Non-Qualified Deferred Compensation Earnings column in the Fiscal 2007 Summary

51

Table of Contents

Compensation Table for Mr. Beug under his supplemental requirement agreement were calculated using the following assumptions:

- a discount rate of 5.00% and post-retirement mortality using the UP94 mortality table projected to 2015 with scale AA;

- a salary scale of 3.5%; and

- retirement at age 62, which is the earliest age that he may retire with unreduced benefits under the agreement.

These are the same assumptions we used for financial reporting purposes in our audited financial statements for fiscal 2007.

The present values of the accrued benefits were calculated as of February 28, 2007, the same measurement date used for our audited financial statements for fiscal 2007 with respect to Mr. Beug s supplemental retirement agreement.

Non-Qualified Deferred Compensation

The table below sets forth the contributions, earnings and distributions for fiscal 2007 and balances at May 31, 2007 for each of the Named Executive Officers under our deferred compensation plan.

The Executive Contributions in Last FY column shows the deferral by each Named Executive Officer of a portion of salary or award under our Management Incentive Plan and/or Synergy Incentive Plan for fiscal 2007 that is reported in the Fiscal 2007 Summary Compensation Table in the Salary or Non-Equity Incentive Plan column.

The Registrant Contributions in Last FY column reflects our contributions under the restoration provisions of our deferred compensation plan. The amount we credit under these restoration provisions is equal to the amount tha