

MOSAIC CO
Form 4
October 30, 2008

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O THE MOSAIC
COMPANY, 3033 CAMPUS
DRIVE, SUITE E490

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	10/29/2008		M	9,974	A	\$ 0	34,563	D
Common Stock	10/29/2008		F	4,389	D	\$ 33.65	30,174	D

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.0312					(1)	02/22/2010	Common Stock	6,800
Stock Option (Right to Buy)	\$ 15.0312					(1)	02/22/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 13.55					(1)	02/28/2011	Common Stock	7,000
Stock Option (Right to Buy)	\$ 10.71					(1)	11/05/2011	Common Stock	8,750
Stock Option (Right to Buy)	\$ 10.76					(1)	01/02/2013	Common Stock	22,000
Stock Option (Right to Buy)	\$ 10.19					(1)	01/02/2014	Common Stock	40,000
Restricted Stock Units	\$ 0 (2)	10/29/2008		M	9,974	10/29/2008	(3)	Common Stock	9,974
Stock Option (Right to Buy)	\$ 17.29					(1)	08/01/2015	Common Stock	27,829
	\$ 0 (2)					08/04/2009	(3)		14,458

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

Reporting Owners

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

Signatures

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

10/30/2008

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Stock Option is 100% exercisable.

(2) One-for-One

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- (3) Not Applicable
- (4) Grant Date 08/04/2006; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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