

BEUG NORMAN B
Form 4
July 29, 2009

FORM 4

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(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)
07/27/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					39,729	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.0312							<u>(1)</u>	02/22/2010	Common Stock	1,433
Stock Option (Right to Buy)	\$ 15.0312							<u>(1)</u>	02/22/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 13.55							<u>(1)</u>	02/28/2011	Common Stock	2,333
Stock Option (Right to Buy)	\$ 10.71							<u>(1)</u>	11/05/2011	Common Stock	2,918
Stock Option (Right to Buy)	\$ 10.76							<u>(1)</u>	01/02/2013	Common Stock	22,000
Stock Option (Right to Buy)	\$ 10.19							<u>(1)</u>	01/02/2014	Common Stock	40,000
Stock Option (Right to Buy)	\$ 17.29							<u>(1)</u>	08/01/2015	Common Stock	18,553
Restricted Stock Units	\$ 0 <u>(2)</u>							08/04/2009	<u>(3)</u>	Common Stock	14,458
Stock Option (Right to Buy)	\$ 15.45							<u>(4)</u>	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
Stock Option (Right to Buy)	\$ 52.72	07/27/2009	A	7,813	⁽⁷⁾	07/27/2019	Common Stock	7,813
Restricted Stock Units	\$ 0 ⁽²⁾	07/27/2009	A	7,398	07/27/2012	⁽³⁾	Common Stock	7,398

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 07/29/2009

 **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.
- (7) Grant Date 07/27/2009; 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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