MOSAIC CO Form 5 July 16, 2007

OMB APPROVAL FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer **BEUG NORMAN B** Symbol MOSAIC CO [MOS] (Check all applicable) (First) 3. Statement for Issuer's Fiscal Year Ended (Last) (Middle) (Month/Day/Year) Director 10% Owner _ Officer (give title Other (specify X 05/31/2007 below) below) **BOX 7500** Senior Vice President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) REGINA, Â A9Â S0G 0G0 _X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Transaction Securities Form: Direct Indirect Execution Date, if Acquired (A) or Beneficially (Instr. 3) Code Disposed of (D) (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end Indirect (I) Ownership of Issuer's (Instr. 4) (Instr. 4) (A) Fiscal Year or (Instr. 3 and 4) Amount (D) Price Common Â Â Â Â Â Â Â 12,000 D Stock Reminder: Report on a separate line for each class of Persons who respond to the collection of information **SEC 2270** securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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)			Underlying		Securities
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy)	\$ 30.656	Â	Â	Â	Â	Â	10/22/2004	06/18/2008	Common Stock	5,950
Stock Option (Right to Buy)	\$ 22.6562	Â	Â	Â	Â	Â	10/22/2004	04/27/2009	Common Stock	6,200
Stock Option (right to buy)	\$ 15.0312	Â	Â	Â	Â	Â	10/22/2004	02/22/2010	Common Stock	6,800
Stock Option (Right to Buy)	\$ 15.0312	Â	Â	Â	Â	Â	10/22/2004	02/22/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 13.55	Â	Â	Â	Â	Â	10/22/2004	02/28/2011	Common Stock	7,000
Stock Option (Right to Buy)	\$ 10.71	Â	Â	Â	Â	Â	10/22/2004	11/05/2011	Common Stock	8,750
Stock Option (Right to Buy)	\$ 10.76	Â	Â	Â	Â	Â	10/22/2004	01/02/2013	Common Stock	22,000
Stock Option (Right to Buy)	\$ 10.19	Â	Â	Â	Â	Â	10/22/2004	01/02/2014	Common Stock	40,00
	\$ 0 (4)	Â	Â	Â	Â	Â	10/29/2008	(1)		9,974

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Restricted Stock Units									Common Stock	
Restricted Stock Units	\$ 0 (4)	Â	Â	Â	Â	Â	08/01/2008	(1)	Common Stock	9,276
Stock Option (Right to Buy)	\$ 17.29	Â	Â	Â	Â	Â	08/01/2006 <u>(2)</u>	08/01/2015	Common Stock	27,829
Restricted Stock Units	\$ 0 (4)	Â	Â	Â	Â	Â	08/04/2009	(1)	Common Stock	14,45
Stock Option (Right to Buy)	\$ 15.45	Â	Â	Â	Â	Â	08/04/2007(3)	08/04/2016	Common Stock	43,37:
Restricted Stock Unit	\$ 0 (4)	Â	Â	Â	Â	Â	10/06/2009	(1)	Common Stock	3,088

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
BEUG NORMAN B BOX 7500 REGINA. A9 S0G 0G0	Â	Â	Senior Vice President	Â			

Signatures

s/Richard L. Mack, Attorney in fact for Norman B.
Beug
07/16/2007

**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) Not applicable.
- (2) Vests 33.33% on 8/1/2006, 8/1/2007 and 8/1/2008.
- (3) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009.
- (4) one-for-one

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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