

MOSAIC CO
Form 4
August 14, 2007

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 *
BENTELE RAYMOND F

(Last) (First) (Middle)
2320 TODFORTH WAY

(Street)

ST. LOUIS, MO 63131

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/10/2007

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/10/2007		M		2,000	A	\$ 35.0313
Common Stock	08/10/2007		M		2,500	A	\$ 34.875
Common Stock	08/10/2007		M		2,500	A	\$ 22.6562
Common Stock	08/10/2007		M		2,500	A	\$ 14.6563
Common Stock	08/10/2007		M		2,500	A	\$ 10.815
Common Stock	08/10/2007		M		9,800	A	\$ 12.15

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Common Stock							
Common Stock	08/10/2007		M	9,150	A	\$ 9.75	32,518 D
Common Stock	08/10/2007		M	7,800	A	\$ 11.59	40,318 D
Common Stock	08/10/2007		S	1,250	D	\$ 39	39,068 D
Common Stock	08/10/2007		S	3,300	D	\$ 39.08	35,768 D
Common Stock	08/10/2007		S	1,300	D	\$ 39.075	34,468 D
Common Stock	08/10/2007		S	28,400	D	\$ 39.07	6,068 D

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

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 35.0313	08/10/2007		M	2,000	10/22/2004	08/21/2007	Common Stock	2,000
Stock Option (right to buy)	\$ 34.875	08/10/2007		M	2,500	10/22/2004	05/12/2008	Common Stock	2,500
Stock Option	\$ 22.6562	08/10/2007		M	2,500	10/22/2004	04/27/2009	Common Stock	2,500

(right to buy)									
Stock Option (right to buy)	\$ 14.6563	08/10/2007	M	2,500	10/22/2004	04/25/2010	Common Stock	2,500	
Stock Option (right to buy)	\$ 10.815	08/10/2007	M	2,500	10/22/2004	05/11/2011	Common Stock	2,500	
Stock Option (right to buy)	\$ 12.15	08/10/2007	M	9,800	10/22/2004	05/10/2012	Common Stock	9,800	
Stock Option (right to buy)	\$ 9.75	08/10/2007	M	9,150	10/22/2004	05/16/2013	Common Stock	9,150	
Stock Option (right to buy)	\$ 11.59	08/10/2007	M	7,800	10/22/2004	05/14/2014	Common Stock	7,800	
Restricted Stock Units	\$ 0 ⁽¹⁾				11/30/2007	<u>(2)</u>	Common Stock	3,452	
Restricted Stock Units	\$ 0 ⁽¹⁾				08/01/2008	<u>(2)</u>	Common Stock	3,470	
Restricted Stock Units	\$ 0 ⁽¹⁾				08/04/2009	<u>(2)</u>	Common Stock	4,207	
Restricted Stock Units	\$ 0 ⁽¹⁾				08/02/2010	<u>(2)</u>	Common Stock	1,624	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTELE RAYMOND F 2320 TODFORTH WAY ST. LOUIS, MO 63131	X			

Signatures

/s/ Philip E. Bauer, Attorney in fact for Raymond F.
Bentele

08/13/2007

__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) One for one

(2) Not applicable

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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