**MOSAIC CO** Form 4 December 04, 2007

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* PROKOPANKO JAMES T

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

MOSAIC CO [MOS]

(Check all applicable)

C/O THE MOSAIC COMPANY, 3033 CAMPUS

DRIVE, SUITE E490

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

11/30/2007

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

President and CEO

(Street)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

PLYMOUTH, MN 55441

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) (Instr. 4) Following Reported

6. Ownership 7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or

Transaction(s)

(Instr. 3 and 4) Price Code V Amount (D)

Common Stock

(Instr. 3)

11/30/2007

\$0 M 3,452 Α 3,452 D

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

(Month/Day/Year)

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

## Edgar Filing: MOSAIC CO - Form 4

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. Transacti Code (Instr. 8)	orof D Secu Acq (A) Disp (D)	urities uired or posed of tr. 3, 4,	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	Amoun Number Shares
Restricted Stock Units	\$ 0 (3)	11/30/2007		M		3,452	11/30/2007	<u>(1)</u>	Common Stock	3,45
Restricted Stock Units	\$ 0 (3)						08/01/2008	<u>(1)</u>	Common Stock	3,47
Restricted Stock Units	\$ 0 (3)						08/04/2009	(1)	Common Stock	67,75
Stock Option (right to buy)	\$ 15.45						08/04/2007(2)	08/04/2016	Common Stock	181,3
Restricted Stock Units	\$ 0 (3)						10/06/2009	<u>(1)</u>	Common Stock	6,17
Stock Option (Right to Buy)	\$ 20.7						02/01/2008(2)	02/01/2017	Common Stock	53,95
Restricted Stock Units	\$ 0 (3)						02/01/2010	<u>(1)</u>	Common Stock	21,73
Stock Option (Right to Buy)	\$ 40.03						08/02/2008(2)	08/02/2017	Common Stock	83,43
Restricted Stock Units	\$ 0 (3)						08/02/2010	<u>(1)</u>	Common Stock	34,97

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Reporting Owners 2

### Edgar Filing: MOSAIC CO - Form 4

Director 10% Owner Officer Other

PROKOPANKO JAMES T C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

President and CEO

## **Signatures**

s/Richard L. Mack, Attorney in fact for James T. Prokopanko

12/04/2007

\*\*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 as to annual cumulative installments of 33.33% one year from date of grant, beginning this date.

X

(3) one-for-one

Note: File three copies of this Form, one of which must be manually signed. If space 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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