

MOSAIC CO  
Form 4  
December 04, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**PROKOPANKO JAMES T**

(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)  
**11/30/2007**

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)  
**President and CEO**

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		
Common Stock	11/30/2007		M	3,452 A	\$ 0 3,452	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)

**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 Number Shares
Restricted Stock Units	\$ 0 <sup>(3)</sup>	11/30/2007		M	3,452	11/30/2007	<u>(1)</u>	Common Stock	3,452
Restricted Stock Units	\$ 0 <sup>(3)</sup>					08/01/2008	<u>(1)</u>	Common Stock	3,475
Restricted Stock Units	\$ 0 <sup>(3)</sup>					08/04/2009	<u>(1)</u>	Common Stock	67,750
Stock Option (right to buy)	\$ 15.45					08/04/2007 <sup>(2)</sup>	08/04/2016	Common Stock	181,300
Restricted Stock Units	\$ 0 <sup>(3)</sup>					10/06/2009	<u>(1)</u>	Common Stock	6,175
Stock Option (Right to Buy)	\$ 20.7					02/01/2008 <sup>(2)</sup>	02/01/2017	Common Stock	53,950
Restricted Stock Units	\$ 0 <sup>(3)</sup>					02/01/2010	<u>(1)</u>	Common Stock	21,750
Stock Option (Right to Buy)	\$ 40.03					08/02/2008 <sup>(2)</sup>	08/02/2017	Common Stock	83,400
Restricted Stock Units	\$ 0 <sup>(3)</sup>					08/02/2010	<u>(1)</u>	Common Stock	34,975

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director   10% Owner   Officer   Other

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

X

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.
- (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.

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