

MOSAIC CO  
Form 4  
October 30, 2008

**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 \*  
THRASHER LINDA

(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)  
10/29/2008

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 below) \_\_\_ Other (specify below)  
Vice Pres - Public Relations

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 10/29/2008                           |  | M                              | 6,649   | A \$ 0  | 9,770  | D                                 |
| Common Stock                    | 10/29/2008                           |  | F                              | 2,226   | D \$ 33.65  | 7,544  | 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)

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**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | 10/29/2008                           |  | M                              | 6,649   | 10/29/2008   | <sup>(2)</sup>  | Common Stock | 6,649                      |
| Stock Option (right to buy)                | \$ 15.04   |                                      |  |                                |   | <sup>(3)</sup>   | 10/29/2014  | Common Stock | 3,462                      |
| Stock Option (right to buy)                | \$ 17.29   |                                      |  |                                |   | <sup>(3)</sup>   | 08/01/2015  | Common Stock | 13,915                     |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | 08/04/2009   | <sup>(2)</sup>  | Common Stock | 5,258                      |
| Stock Option (right to buy)                | \$ 15.45   |                                      |  |                                |   | <sup>(4)</sup>   | 08/04/2016  | Common Stock | 15,773                     |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |   | 10/06/2009   | <sup>(2)</sup>  | Common Stock | 1,122                      |
| Stock Option (right to buy)                | \$ 40.03   |                                      |  |                                |   | <sup>(5)</sup>   | 08/02/2017  | Common Stock | 8,909                      |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   | 08/02/2010   | <sup>(2)</sup>  | Common Stock | 2,810                      |
| Stock Option (Right to Buy)                | \$ 127.21  |                                      |  |                                |   | <sup>(6)</sup>   | 07/31/2018  | Common Stock | 1,829                      |

|                              |                     |            |            |                 |     |
|------------------------------|---------------------|------------|------------|-----------------|-----|
| Restricted<br>Stock<br>Units | \$ 0 <sup>(1)</sup> | 07/31/2011 | <u>(2)</u> | Common<br>Stock | 983 |
|------------------------------|---------------------|------------|------------|-----------------|-----|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                    |       |
|---|---------------|-----------|------------------------------------|-------|
|   | Director      | 10% Owner | Officer                            | Other |
| THRASHER LINDA<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 |               |           | Vice Pres -<br>Public<br>Relations |       |

## Signatures

s/Richard L. Mack, Attorney-in-Fact for Linda Thrasher

10/30/2008

\_\_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
- (3) This Stock Option is 100% exercisable.
- (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.

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.