BRAUSEN ANTHONY T

Form 4

August 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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may continue.

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 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BRAUSEN ANTHONY T**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

MOSAIC CO [MOS] (Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

08/04/2009

Director 10% Owner Other (specify X_ Officer (give title

(Check all applicable)

Vice President -Finance

C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

PLYMOUTH, MN 55441

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	n Date 2A. Deemed Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	08/04/2009		M	6,572	A	\$ 0	6,572	D	
Common Stock	08/04/2009		F <u>(7)</u>	2,150	D	\$ 53.68	4,422	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Secu Acqu (A) o Disp (D)	orities uired or osed of r. 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	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 16.03						<u>(6)</u>	02/27/2016	Common Stock	15,000
Restricted Stock Units	\$ 0 (1)	08/04/2009		M		6,572	08/04/2009	(2)	Common Stock	6,572
Stock Option (Right to Buy)	\$ 15.45						<u>(6)</u>	08/04/2016	Common Stock	19,716
Restricted Stock Units	\$ 0 (1)						10/06/2009	<u>(2)</u>	Common Stock	1,403
Stock Option (Right to Buy)	\$ 40.03						<u>(3)</u>	08/02/2017	Common Stock	11,323
Restricted Stock Units	\$ 0 (1)						08/02/2010	(2)	Common Stock	2,748
Stock Option (Right to Buy)	\$ 127.21						<u>(4)</u>	07/31/2018	Common Stock	2,195
Restricted Stock Units	\$ 0 (1)						07/31/2011	(2)	Common Stock	1,179
Stock Option (Right to Buy	\$ 52.72						<u>(5)</u>	07/27/2019	Common Stock	5,258

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Restricted

Stock \$0 $\frac{(1)}{2}$ Common Stock 3,319

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Vice President -Finance

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Anthony T.

Brausen 08/06/2009

**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) 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.
- (4) 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.
- (5) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) This Stock Option is 100% exercisable.
- (7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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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