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PROKOPAN	NKO JAMES T											
Form 4												
August 06, 2	2009											
FORM	4		GEGUE						OMB AF	PROVAL		
	UNITED		ECURITIES AND EXCHANGE COM Washington, D.C. 20549					OMB Number:	3235-0287			
Check th if no long subject to Section 1 Form 4 o Form 5 obligatio may cont See Instru 1(b).	ger 5 16. 5 5 5 5 5 5 5 5 5 5 5 5 5	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							Expires: January 31 2005 Estimated average burden hours per response 0.5			
(Print or Type I	Responses)											
PROKOPANKO JAMES T Sy			Symbol	2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (N	Middle)	3. Date of	Earliest Tr	ansaction			(Check	(Check an applicable)			
(Mo				10nth/Day/Year) 8/04/2009				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President and CEO				
	(Street) 4. If Ame Filed(Mon				nte Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
PLYMOUT	°H, MN 55441							Form filed by M Person	ore than One Re	porting		
(City)	(State)	(Zip)	Tabl	e I - Non-D	Derivative S	Securi	ities Acq	uired, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed ay/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transactior(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock	08/04/2009			М	67,752	Α	\$0	74,674	D			
Common Stock	08/04/2009			F <u>(7)</u>	27,742	D	\$ 53.68	46,932	D			

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

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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. Transacti Code (Instr. 8)	orDeri Secu Acq or D (D)	urities uired (A) visposed 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	Amount Number Shares
Restricted Stock Units	\$ 0 <u>(1)</u>	08/04/2009		М		67,752	08/04/2009	(2)	Common Stock	67,752
Stock Option (right to buy)	\$ 15.45						(8)	08/04/2016	Common Stock	181,38
Restricted Stock Units	\$ 0 <u>(1)</u>						10/06/2009	(2)	Common Stock	6,174
Stock Option (Right to Buy)	\$ 20.7						<u>(3)</u>	02/01/2017	Common Stock	53,951
Restricted Stock Units	\$ 0 <u>(1)</u>						02/01/2010	(2)	Common Stock	21,739
Stock Option (Right to Buy)	\$ 40.03						<u>(4)</u>	08/02/2017	Common Stock	83,433
Restricted Stock Units	\$ 0 <u>(1)</u>						08/02/2010	(2)	Common Stock	34,974
Stock Option (Right to Buy)	\$ 127.21						<u>(5)</u>	07/31/2018	Common Stock	23,409
Resticted Stock Units	\$ 0 <u>(1)</u>						07/31/2011	(2)	Common Stock	12,578
Stock Option	\$ 52.72						(6)	07/27/2019	Common Stock	48,077

(Right to Buy)						
Restricted Stock Units	\$ 0 <u>(1)</u>		07/27/2012	(2)	Common Stock	45,524

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
PROKOPANKO JAMES T C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	Х		President and CEO			
Signatures						

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

<u>**</u>Signature of Reporting Person

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 02/01/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

08/06/2009

Date

- (4) 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.
- (5) 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.
- (6) 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.
- (7) Shares sold to cover taxes payable by reporting person as a result of the vesting of 3,470 restricted stock units on August 1, 2008.
- (8) This Stock Option is 100% exercisable.

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.