#### THRASHER LINDA

Form 4

October 08, 2009

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad THRASHER		orting Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Shoon all application)			
COMPANY,	O THE MOSAIC MPANY, 3033 CAMPUS IVE, SUITE E490		(Month/Day/Year) 10/06/2009	Director 10% Owner Selection Officer (give title Other (specifically) below)  Vice Pres - Public Affairs			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PLYMOUTH, MN 55441			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	quired. Disposed of, or Beneficially Owner			

(City)	(State)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)	• •	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	10/06/2009		M	1,122	A	\$0	12,204	D	
Common Stock	10/06/2009		F <u>(7)</u>	367	D	\$ 47.89	11,837	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

### Edgar Filing: THRASHER LINDA - Form 4

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

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)	Code	Transaction Derivative		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)	\$ 15.04						(3)	10/29/2014	Common Stock	3,462
Stock Option (right to buy)	\$ 17.29						<u>(3)</u>	08/01/2015	Common Stock	13,915
Stock Option (right to buy)	\$ 15.45						(3)	08/04/2016	Common Stock	15,773
Restricted Stock Units	\$ 0 (1)	10/06/2009		M		1,122	10/06/2009	(2)	Common Stock	1,122
Stock Option (right to buy(	\$ 40.03						<u>(4)</u>	08/02/2017	Common Stock	8,909
Restricted Stock Units	\$ 0						08/02/2010	(2)	Common Stock	2,810
Stock Option (Right to Buy)	\$ 127.21						<u>(5)</u>	07/31/2018	Common Stock	1,829
Restricted Stock Units	\$ 0 (1)						07/31/2011	(2)	Common Stock	983
Stock Option (Right to	\$ 52.72						<u>(6)</u>	07/27/2019	Common Stock	3,606

Buy)

Restricted

Stock \$0 (1) Common Stock 3,414

Units

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

THRASHER LINDA C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Vice Pres - Public Affairs

### **Signatures**

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

Thrasher 10/07/2009

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

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.

Reporting Owners 3