**MOSAIC CO** Form 4 August 15, 2006

#### 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 Estimated average

burden hours per response... 0.5

5 D 1 ( 1 CD ( D ( ) ( )

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

obligations

1(b).

Common

Stock

08/11/2006

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

(Print or Type Responses)

1 Name and Address of Departing De

BASTIAENS F GUILLAUME			Symbol			Issuer			
φ	(T)			C CO [M	_	(Check all applicable)			
(Last)	(First) (	(Middle)	3. Date of	Earliest Tr	ansaction				
			(Month/D	ay/Year)		_X_ Director	10%		
12800 WH DRIVE, SU	ITEWATER UITE 200		08/11/20	006		Officer (give below)	title Other below)	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
MINDLETTC	NNIZA NAN 55240	,	Filed(Mon	th/Day/Year	)	Applicable Line) _X_ Form filed by 0 Form filed by N			
MINNEIC	ONKA, MN 55343	5				Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative Securities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	3. Transaction Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	
					(A)	Tr (' ( )			

or

Price

15.33

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.

Transaction(s)

(Instr. 3 and 4)

D

5,000

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code V Amount (D)

5,000

P

#### Edgar Filing: MOSAIC CO - Form 4

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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Dat (Month/Day/Y	piration Date U		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	
Grant of Restricted Stock Units	\$ 0					11/30/2007	<u>(1)</u>	Common Stock	3,452	
Grant of Restricted Stock Units	\$ 0					08/01/2008	<u>(1)</u>	Common Stock	3,470	
Grant of Restricted Stock	\$ 0					08/04/2009	<u>(1)</u>	Common Stock	4,207	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BASTIAENS F GUILLAUME 12800 WHITEWATER DRIVE SUITE 200 MINNETONKA, MN 55343	X				

### **Signatures**

/s/ Richard L. Mack, Attorney-in-Fact 08/15/2006

\*\*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.

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 2