MOSAIC CO Form 4 August 06, 2007

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

2005

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires:

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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 Address of Reporting Person * **BRAUSEN ANTHONY T**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOSAIC CO [MOS]

(Month/Day/Year)

08/02/2007

(First) (Middle) (Last)

(Street)

3. Date of Earliest Transaction

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

3033 CAMPUS DRIVE, SUITE

below) Vice President -Finance

7. Nature of

Ownership

(Instr. 4)

Indirect

(Check all applicable)

E490

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

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

below)

PLYMOUTH, MN 55441

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (T) Following (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securiti Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security	(Month/Day/Y	ear)	(Instr. 8)						
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	\$ 16.03						02/27/2007(1)	02/27/2016	Common Stock	15,0
Restricted Stock Units	\$ 0 (2)						08/04/2009	(3)	Common Stock	6,57
Stock Option (Right to Buy)	\$ 15.45						08/04/2007(4)	08/04/2016	Common Stock	19,7
Restricted Stock Units	\$ 0 (2)						10/06/2009	(3)	Common Stock	1,40
Stock Option (Right to Buy)	\$ 40.03	08/02/2007		A	11,3	23	08/02/2008(4)	08/02/2017	Common Stock	11,3
Restricted Stock Units	\$ 0 (2)	08/02/2007		A	2,74	18	08/02/2010	(3)	Common Stock	2,74

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BRAUSEN ANTHONY T 3033 CAMPUS DRIVE SUITE E490 PLYMOUTH, MN 55441			Vice President -Finance				

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Anthony T.	
Brausen	08/06/2007
**Signature of Reporting Person	Date

Reporting Owners 2

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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) Exercisable as to 4,999 shares on 2/27/2007, 5,000 shares on 2/27/2008 and 5,001 shares exercisable on 2/27/2009.
- (2) one for one
- (3) Not applicable
- (4) Vests as to annual cumulative installments of 33.33% one year from date of grant, beginning this date.

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.