

MOSAIC CO

Form 4

December 04, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PROKOPANKO JAMES T**

(Last) (First) (Middle)

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

(Street)

**PLYMOUTH, MN 55441**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**MOSAIC CO [MOS]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/30/2007**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
**President and CEO**

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/30/2007		M		3,452	A	\$ 0 3,452
						D	

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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 <sup>(3)</sup>	11/30/2007		M	3,452	11/30/2007	<sup>(1)</sup>	Common Stock	3,452
Restricted Stock Units	\$ 0 <sup>(3)</sup>					08/01/2008	<sup>(1)</sup>	Common Stock	3,475
Restricted Stock Units	\$ 0 <sup>(3)</sup>					08/04/2009	<sup>(1)</sup>	Common Stock	67,750
Stock Option (right to buy)	\$ 15.45					08/04/2007 <sup>(2)</sup>	08/04/2016	Common Stock	181,300
Restricted Stock Units	\$ 0 <sup>(3)</sup>					10/06/2009	<sup>(1)</sup>	Common Stock	6,175
Stock Option (Right to Buy)	\$ 20.7					02/01/2008 <sup>(2)</sup>	02/01/2017	Common Stock	53,950
Restricted Stock Units	\$ 0 <sup>(3)</sup>					02/01/2010	<sup>(1)</sup>	Common Stock	21,730
Stock Option (Right to Buy)	\$ 40.03					08/02/2008 <sup>(2)</sup>	08/02/2017	Common Stock	83,430
Restricted Stock Units	\$ 0 <sup>(3)</sup>					08/02/2010	<sup>(1)</sup>	Common Stock	34,975

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

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

X

President and CEO

## Signatures

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

12/04/2007

\_\_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.
- (2) Vests as to annual cumulative installments of 33.33% one year from date of grant, beginning this date.
- (3) one-for-one

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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