

MOSAIC CO

Form 4

October 26, 2004

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENTELE RAYMOND F

(Last) (First) (Middle)

2320 TODFORTH WAY

(Street)

ST. LOUIS, MO 63131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

MOSAIC CO [MOS]

3. Date of Earliest Transaction
(Month/Day/Year)

10/22/2004

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)

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)
Common Stock	10/22/2004		A	1,568 A	<u>1</u> 1,568	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)		8. D S (I		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 29.75	10/22/2004		A		2,000		10/22/2004	08/17/2005	Common Stock	2,000	\$
Stock Option (right to buy)	\$ 41.9375	10/22/2004		A		2,000		10/22/2004	08/15/2006	Common Stock	2,000	4
Stock Option (right to buy)	\$ 35.0313	10/22/2004		A		2,000		10/22/2004	08/21/2007	Common Stock	2,000	3
Stock Option (right to buy)	\$ 34.875	10/22/2004		A		2,500		10/22/2004	05/12/2008	Common Stock	2,500	\$
Stock Option (right to buy)	\$ 22.6562	10/22/2004		A		2,500		10/22/2004	04/27/2009	Common Stock	2,500	2
Stock Option (right to buy)	\$ 14.6563	10/22/2004		A		2,500		10/22/2004	04/25/2010	Common Stock	2,500	1
Stock Option (right to buy)	\$ 10.815	10/22/2004		A		2,500		10/22/2004	05/11/2011	Common Stock	2,500	\$
Stock Option (right to buy)	\$ 12.15	10/22/2004		A		9,800		10/22/2004	05/10/2012	Common Stock	9,800	\$
Stock Option	\$ 9.75	10/22/2004		A		9,150		10/22/2004	05/16/2013	Common Stock	9,150	\$

(right to
buy)

Stock

Option (right to buy)	\$ 11.59	10/22/2004	A	7,800	10/22/2004	05/14/2014	Common Stock	7,800
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENTELE RAYMOND F 2320 TODFORTH WAY ST. LOUIS, MO 63131	X			

Signatures

s/Richard L.
Mack

10/26/2004

__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) Received in exchange for 1,568 shares of IMC Global Inc. common stock with merger of IMC Global (the "Merger"). On the effective date of the Merger, the closing price of IMC Global's common stock was \$15.00 per share.
- (2) Received in the Merger in exchange for a stock option to acquire the same number of IMC Global common stock at the same price per share.

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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