

BEUG NORMAN B
Form 4
July 29, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEUG NORMAN B

(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)
07/27/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)
Senior Vice President

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

| 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 | | | Code V | Amount (D) Price | 39,729 | 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
required to respond unless the form
displays a currently valid OMB control
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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 or Number of Shares |
| Stock Option (Right to Buy) | \$ 15.0312 | | | | | (1) 02/22/2010 | Common Stock 1,433 |
| Stock Option (Right to Buy) | \$ 15.0312 | | | | | (1) 02/22/2010 | Common Stock 2,500 |
| Stock Option (Right to Buy) | \$ 13.55 | | | | | (1) 02/28/2011 | Common Stock 2,333 |
| Stock Option (Right to Buy) | \$ 10.71 | | | | | (1) 11/05/2011 | Common Stock 2,918 |
| Stock Option (Right to Buy) | \$ 10.76 | | | | | (1) 01/02/2013 | Common Stock 22,000 |
| Stock Option (Right to Buy) | \$ 10.19 | | | | | (1) 01/02/2014 | Common Stock 40,000 |
| Stock Option (Right to Buy) | \$ 17.29 | | | | | (1) 08/01/2015 | Common Stock 18,553 |
| Restricted Stock Units | \$ 0 (2) | | | | | 08/04/2009 (3) | Common Stock 14,458 |
| Stock Option (Right to Buy) | \$ 15.45 | | | | | (4) 08/04/2016 | Common Stock 43,375 |

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| | | | | | | | | |
|--------------------------------------|---------------------|------------|---|-------|----------------|----------------|-----------------|--------|
| Restricted Stock Units | \$ 0 ⁽²⁾ | | | | 10/06/2009 | ⁽³⁾ | Common Stock | 3,088 |
| Stock Option (Right to Buy) | \$ 40.03 | | | | ⁽⁵⁾ | 08/02/2017 | Common Stock | 19,368 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | | | | 08/02/2010 | ⁽³⁾ | Common Stock | 8,119 |
| Stock Option (Right to Buy) | \$ 127.21 | | | | ⁽⁶⁾ | 07/31/2018 | Common Stock | 4,755 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | | | | 07/31/2011 | ⁽³⁾ | Common Stock | 2,555 |
| Stock Option (Right to Buy) | \$ 52.72 | 07/27/2009 | A | 7,813 | ⁽⁷⁾ | 07/27/2019 | Common Stock | 7,813 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 07/27/2009 | A | 7,398 | 07/27/2012 | ⁽³⁾ | Common Stock | 7,398 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEUG NORMAN B C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441 | | | Senior Vice President | |

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Norman B. Beug 07/29/2009

^{__}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) This Stock Option is 100% exercisable.

(2) One-for-One

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- (3) Not Applicable
- (4) Grant Date 08/04/2006; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) 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.
- (6) 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.
- (7) 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.

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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