

MOSAIC CO

Form 4

August 16, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MACKAY HAROLD H

(Last) (First) (Middle)

1500 - 1874 SCARTH STREET

(Street)

REGINA, A9 S4P-4EP

(City) (State) (Zip)

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

MOSAIC CO [MOS]

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

08/15/2007

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)

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	08/15/2007		M	V Amount (A) or (D) Price \$ 35.0313	7,000	D	
Common Stock	08/15/2007		S	2,000 D \$ 39.85	5,000	D	

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

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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)	\$ 35.0313	08/15/2007		M	2,000	10/22/2004	08/21/2007	Common Stock	2,000
Stock Option (right to buy)	\$ 34.875					10/22/2004	05/12/2008	Common Stock	2,500
Stock Option (right to buy)	\$ 12.15					10/22/2004	05/10/2012	Common Stock	4,800
Stock Option (right to buy)	\$ 9.75					10/22/2004	05/16/2013	Common Stock	9,150
Stock Option (right to buy)	\$ 11.59					10/22/2004	05/14/2014	Common Stock	7,800
Restricted Stock Units	\$ 0 ⁽¹⁾					11/30/2007	⁽²⁾	Common Stock	3,452
Restricted Stock Units	\$ 0 ⁽¹⁾					08/01/2008	⁽²⁾	Common Stock	3,470
Restricted Stock Units	\$ 0 ⁽¹⁾					08/04/2009	⁽²⁾	Common Stock	4,207
Restricted Stock Units	\$ 0 ⁽¹⁾					08/02/2010	⁽²⁾	Common Stock	1,624

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MACKAY HAROLD H 1500 - 1874 SCARTH STREET REGINA, A9 S4P-4EP	X

Signatures

/s/ Richard L. Mack, Attorney in fact for Harold H. MacKay	08/16/2007
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__Signature of Reporting Person	Date
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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) One for one
- (2) 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.
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