

MOSAIC CO

Form 4

August 08, 2006

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

OMB APPROVAL

OMB
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
PINNEY STEVEN L

(Last) (First) (Middle)

8813 HIGHWAY 41 SOUTH

(Street)

RIVERVIEW, FL 33569

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

MOSAIC CO [MOS]

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

08/04/2006

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)

Senior Vice President

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	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Grant of Restricted Stock Units	\$ 0						10/29/2008	<u>(1)</u>	Common Stock	18,2	
Stock Option (right to buy)	\$ 15.04						10/29/2007	10/29/2014	Common Stock	51,8	
Restricted Stock Units	\$ 0						08/01/2008	<u>(1)</u>	Common Stock	12,3	
Stock Option (right to buy)	\$ 17.29						08/01/2006 ⁽²⁾	08/01/2015	Common Stock	37,1	
Restricted Stock Units	\$ 0	08/04/2006	A		14,458		08/04/2009	<u>(1)</u>	Common Stock	14,4	
Stock Option (right to buy)	\$ 15.45	08/04/2006	A		43,375		08/04/2007 ⁽³⁾	08/04/2016	Common Stock	43,3	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PINNEY STEVEN L 8813 HIGHWAY 41 SOUTH RIVERVIEW, FL 33569	Senior Vice President

Signatures

s/Richard L. Mack, Attorney in fact for Steven L.
Penney 08/08/2006

 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 33.33% on 8/1/2006, 8/1/2007 and 8/1/2008.

(3) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009.

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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