

MACK RICHARD L  
 Form 4  
 October 10, 2006

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MACK RICHARD L**

(Last) (First) (Middle)  
 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)  
**10/06/2006**

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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	1,000	D	

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

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**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)	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <sup>(4)</sup>					10/29/2008	Common Stock	16,62	
Stock Option (right to buy)	\$ 15.04					10/29/2007	10/29/2014	Common Stock	10,38
Restricted Stock Units	\$ 0 <sup>(4)</sup>					08/01/2008	<sup>(1)</sup>	Common Stock	15,46
Stock Option (right to buy)	\$ 17.29					08/01/2006 <sup>(2)</sup>	08/01/2015	Common Stock	46,38
Restricted Stock Units	\$ 0 <sup>(4)</sup>					08/04/2009	<sup>(1)</sup>	Common Stock	15,77
Stock Option (right to buy)	\$ 15.45					08/04/2007 <sup>(3)</sup>	08/04/2016	Common Stock	47,31
Restricted Stock Units	\$ 0 <sup>(4)</sup>	10/06/2006		A	3,368	10/06/2009	<sup>(1)</sup>	Common Stock	3,368

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MACK RICHARD L 3033 CAMPUS DRIVE SUITE E490 PLYMOUTH, MN 55441			Senior Vice President	

## Signatures

s/ Richard L.  
Mack

10/10/2006

\_\_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.
  - (4) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.