

MACKAY HAROLD H
 Form 4
 May 02, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
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)
05/01/2007

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/01/2007		M		2,500	A	\$ 14.6563
Common Stock	05/01/2007		M		2,500	A	\$ 10.815
Common Stock	05/01/2007		M		5,000	A	\$ 12.15
Common Stock	05/01/2007		M		2,500	A	\$ 22.6562
Common Stock	05/01/2007		S		12,500	D	\$ 29.1889

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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)

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)	\$ 41.9375					10/22/2004 08/15/2006	Common Stock 2,000
Stock Option (right to buy)	\$ 35.0313					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)	\$ 22.6562	05/01/2007		M	2,500	10/22/2004 04/27/2009	Common Stock 2,500
Stock Option (right to buy)	\$ 14.6563	05/01/2007		M	2,500	10/22/2004 04/25/2010	Common Stock 2,500
Stock Option (right to buy)	\$ 10.815	05/01/2007		M	2,500	10/22/2004 05/11/2011	Common Stock 2,500
Stock Option	\$ 12.15	05/01/2007		M	5,000	10/22/2004 05/10/2012	Common Stock 9,800

(right to buy)					
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
Grant of Restricted Stock Units	\$ 0	11/30/2007	(1)	Common Stock	3,452
Grant of Restricted Stock Units	\$ 0	08/01/2008	(1)	Common Stock	3,470
Grant of Restricted Stock Units	\$ 0	08/04/2009	(1)	Common Stock	4,207

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 05/02/2007

__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.

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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