

QUALLS ROBERT M
Form 4
October 26, 2004

FORM 4

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

OMB APPROVAL

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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 *
QUALLS ROBERT M

(Last) (First) (Middle)

12800 WHITEWATER
DRIVE, SUITE 200

(Street)

MINNETONKA, MN 55343

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MOSAIC CO [MOS]

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2004

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)
Vice President and Controller

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | (D) | Price |
| Common Stock | 10/22/2004 | | A | | 20,727 | A | 11 20,727 |
| | | | | | | 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) | \$ 37.6875 | 10/22/2004 | | A | | 2,500 | | 10/22/2004 | 02/01/2007 | Common Stock | 2,500 |
| Stock Option (right to buy) | \$ 37.625 | 10/22/2004 | | A | | 13,100 | | 10/22/2004 | 06/23/2007 | Common Stock | 13,100 |
| Stock Option (right to buy) | \$ 30.656 | 10/22/2004 | | A | | 15,800 | | 10/22/2004 | 06/18/2008 | Common Stock | 15,800 |
| Stock Option (right to buy) | \$ 22.6562 | 10/22/2004 | | A | | 18,300 | | 10/22/2004 | 04/27/2009 | Common Stock | 18,300 |
| Stock Option (right to buy) | \$ 15.0312 | 10/22/2004 | | A | | 35,000 | | 10/22/2004 | 02/22/2010 | Common Stock | 35,000 |
| Stock Option (right to buy) | \$ 15.0625 | 10/22/2004 | | A | | 3,000 | | 10/22/2004 | 03/30/2010 | Common Stock | 3,000 |
| Stock Option (right to buy) | \$ 13.55 | 10/22/2004 | | A | | 40,000 | | 10/22/2004 | 02/28/2011 | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 10.71 | 10/22/2004 | | A | | 40,000 | | 10/22/2004 | 11/05/2011 | Common Stock | 40,000 |
| Stock Option (right to buy) | \$ 10.76 | 10/22/2004 | | A | | 35,000 | | 10/22/2004 | 01/02/2013 | Common Stock | 35,000 |

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| | | | | | | | | |
|-----------------------------|------------|------------|---|--------|------------|------------|--------------|--------|
| Stock Option (right to buy) | \$ 10.19 | 10/22/2004 | A | 35,000 | 10/22/2004 | 01/02/2014 | Common Stock | 35,000 |
| Stock Incentive Units | \$ 25.1667 | 10/22/2004 | A | 1,956 | 10/22/2004 | 02/04/2007 | Common Stock | 1,956 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| QUALLS ROBERT M 12800 WHITEWATER DRIVE SUITE 200 MINNETONKA, MN 55343 | | | Vice President and Controller | |

Signatures

s/Richard L. Mack
10/26/2004

__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) Received in exchange for 25,882 shares of IMC Global Inc. common stock with merger of IMC Global (the "Merger"). On the effective date of the Merger, the closing price of IMC Global's common stock was \$15.00 per share.
- (2) Received in the Merger in exchange for a stock option to acquire the same number of IMC Global common stock at the same price per share.

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.