

MOSAIC CO
Form 4
January 04, 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

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 *
Corrigan Fredric W

(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)
01/01/2007

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 Ownership (Instr. 4)
Common Stock					250	I	By Spouse
Common Stock	01/01/2007		A	179,201	A \$ 0 ⁽⁴⁾	194,201	D
Common Stock	01/01/2007		F	72,121	D \$ 21.36	122,080	D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

SEC 1474 (9-02)

number.

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 Security (Instr. 3 and 4)	Amount of Underlying Security	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security
Restricted Stock Units	\$ 0 ⁽³⁾	01/01/2007		C	86,437 ⁽⁴⁾	<u>(1)</u>	<u>(1)</u>	Common Stock	86,437
Stock Option (Right to Buy)	\$ 15.04					01/01/2007 ⁽⁵⁾	12/31/2009 ⁽⁵⁾	Common Stock	28,000
Restricted Stock Units	\$ 0 ⁽³⁾	01/01/2007		C	92,764 ⁽⁴⁾	<u>(1)</u>	<u>(1)</u>	Common Stock	92,764
Stock Option (Right to Buy)	\$ 17.29					01/01/2007 ⁽⁵⁾	12/31/2009 ⁽⁵⁾	Common Stock	27,000
Restricted Stock Units	\$ 0 ⁽³⁾					08/04/2009	<u>(1)</u>	Common Stock	9,000
Stock Option (Right to Buy)	\$ 15.45					08/04/2007 ⁽²⁾	12/31/2011 ⁽⁶⁾	Common Stock	27,000
Restricted Stock Unit	\$ 0 ⁽³⁾					10/06/2009	<u>(1)</u>	Common Stock	1,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corrigan Fredric W 3033 CAMPUS DRIVE SUITE E490	X			

PLYMOUTH, MN 55441

Signatures

s/Richard L. Mack, Attorney in fact for Fredric W.
Corrigan

01/04/2007

__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.
- (2) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009.
- (3) one-for-one
- (4) Conversion of restricted stock units upon retirement as chief executive officer.
- (5) Acceleration of vesting and expiration in accordance with terms of option agreement.
- (6) Acceleration of expiration in accordance with terms of option agreement.

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.