

BEUG NORMAN B
Form 4
June 12, 2009

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 *
BEUG NORMAN B

(Last) (First) (Middle)

C/O THE MOSAIC
COMPANY, 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)
06/10/2009

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	06/10/2009		M ⁽⁷⁾			4,638	A	\$ 17.29	34,812	D	
Common Stock	06/10/2009		M ⁽⁷⁾			5,367	A	\$ 15.0312	40,179	D	
Common Stock	06/10/2009		M ⁽⁷⁾			2,333	A	\$ 13.55	42,512	D	
Common Stock	06/10/2009		S ⁽⁷⁾			8,615	D	\$ 55.5	33,897	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 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 (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	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.0312	06/10/2009		<u>M</u> ⁽⁷⁾	5,367	<u>(1)</u> 02/22/2010	Common Stock	6,800	
Stock Option (Right to Buy)	\$ 15.0312					<u>(1)</u> 02/22/2010	Common Stock	2,500	
Stock Option (Right to Buy)	\$ 13.55	06/10/2009		<u>M</u> ⁽⁷⁾	2,333	<u>(1)</u> 02/28/2011	Common Stock	7,000	
Stock Option (Right to Buy)	\$ 10.71					<u>(1)</u> 11/05/2011	Common Stock	8,750	
Stock Option (Right to Buy)	\$ 10.76					<u>(1)</u> 01/02/2013	Common Stock	22,000	
Stock Option (Right to Buy)	\$ 10.19					<u>(1)</u> 01/02/2014	Common Stock	40,000	
Stock Option (Right to Buy)	\$ 17.29	06/10/2009		<u>M</u> ⁽⁷⁾	4,368	<u>(1)</u> 08/01/2015	Common Stock	27,829	

Restricted Stock Units	\$ 0 ⁽²⁾	08/04/2009	⁽³⁾	Common Stock	14,458
Stock Option (Right to Buy)	\$ 15.45	⁽⁴⁾	08/04/2016	Common Stock	43,375
Restricted Stock Units	\$ 0 ⁽²⁾	10/06/2009	⁽³⁾	Common Stock	3,088
Stock Option (Right to Buy)	\$ 40.03	⁽⁵⁾	08/02/2017	Common Stock	19,368
Restricted Stock Units	\$ 0 ⁽²⁾	08/02/2010	⁽³⁾	Common Stock	8,119
Stock Option (Right to Buy)	\$ 127.21	⁽⁶⁾	07/31/2018	Common Stock	4,755
Restricted Stock Units	\$ 0 ⁽²⁾	07/31/2011	⁽³⁾	Common Stock	2,555

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEUG NORMAN B C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			Senior Vice President	

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Norman B. Beug 06/12/2009

 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) This Stock Option is 100% exercisable.
- (2) One-for-One

Edgar Filing: BEUG NORMAN B - Form 4

- (3) Not Applicable
- (4) Grant Date 08/04/2006; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) The stock option exercises and sale reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 30, 2009.

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.