MOSAIC CO Form 4 October 30, 2008

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Ad PINNEY ST	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner		
C/O THE MO COMPANY, DRIVE, SUI	3033 CAN	MPUS	10/29/2008	_X_ Officer (give title Other (spe below) below) Senior Vice President		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
PLYMOUTH	H, MN 554	41		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Table	e I - Non-D	Perivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	10/29/2008		M	18,285	A	\$ 0	26,187	D	
Common Stock	10/29/2008		F	7,808	D	\$ 33.65	18,379	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	2 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	TransactiorDerivative		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
Restricted Stock Units	\$ 0 (1)	10/29/2008		M			18,285	10/29/2008	(2)	Common Stock	18,285
Stock Option (right to buy)	\$ 15.04							(3)	10/29/2014	Common Stock	51,822
Stock Option (right to buy)	\$ 17.29							(3)	08/01/2015	Common Stock	37,106
Restricted Stock Units	\$ 0 (1)							08/04/2009	(2)	Common Stock	14,458
Stock Option (right to buy)	\$ 15.45							<u>(4)</u>	08/04/2016	Common Stock	43,375
Restricted Stock Units	\$ 0 (1)							10/06/2009	(2)	Common Stock	3,088
Stock Option (Right to Buy)	\$ 40.03							<u>(5)</u>	08/02/2017	Common Stock	19,368
Restricted Stock Units	\$ 0 (1)							08/02/2010	(2)	Common Stock	8,119
Stock Option (Right to Buy)	\$ 127.21							<u>(6)</u>	07/31/2018	Common Stock	4,755
	\$ 0 (1)							07/31/2011	(2)		2,555

Restricted Common Stock Stock Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

PINNEY STEVEN L 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 Steven L.
Pinney
10/30/2008

**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) One-for-One
- (2) Not Applicable
- (3) This Stock Option is 100% exercisable.
- (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.

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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