MOSAIC CO Form 4 October 30, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(City)

(State)

(Zip)

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McLellan Richard N Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O THE MOSAIC 10/29/2008 below) COMPANY, 3033 CAMPUS Sr Vice President-Commercial DRIVE, SUITE E490 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PLYMOUTH, MN 55441

(City)	(State)	Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D)				5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			5)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	10/29/2008		M	8,312	A	\$ 0	9,197	D	
Common Stock	10/29/2008		F	3,550	D	\$ 33.65	5,647	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Secu Acqu (A) (Disp (D)	or osed of r. 3, 4,	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)	\$ 15.04						<u>(1)</u>	10/29/2014	Common Stock	21,593
Restricted Stock Units	\$ 0 (2)	10/29/2008		M		8,312	10/29/2008	(3)	Common Stock	8,312
Stock Option (right to Buy)	\$ 17.29						<u>(1)</u>	08/01/2015	Common Stock	13,915
Stock Option (Right to Buy)	\$ 15.45						<u>(4)</u>	08/04/2016	Common Stock	16,562
Restricted Stock Units	\$ 0 (2)						08/04/2009	(3)	Common Stock	1,840
Restricted Stock Units	\$ 0 (2)						10/06/2009	(3)	Common Stock	393
Stock Option (Right to Buy)	\$ 40.03						<u>(5)</u>	08/02/2017	Common Stock	12,574
Restricted Stock Units	\$ 0 (2)						08/02/2010	(3)	Common Stock	3,747
Stock Option (Right to Buy)	\$ 127.21						<u>(6)</u>	07/31/2018	Common Stock	2,926

Restricted

Stock $\$ 0 \ \underline{^{(2)}}$ Common Stock 2,358

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McLellan Richard N

C/O THE MOSAIC COMPANY

Sr Vice

3033 CAMPUS DRIVE, SUITE E490 President-Commercial

PLYMOUTH, MN 55441

Signatures

/s/ Richard L. Mack, Attorney in Fact for Richard N.
McLellan

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

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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