PROKOPANKO JAMES T

Form 4

August 06, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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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 Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PROKOPANKO JAMES T Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10% Owner _X__ Director X_ Officer (give title Other (specify C/O THE MOSAIC 08/04/2009 below) COMPANY, 3033 CAMPUS President and CEO 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) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

		140		ton beneficially extended property of beneficially extended							
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect Beneficial		
(Instr. 3)	(Internal 2 agy 1 car)	any	Code				Beneficially				
		(Month/Day/Year)	(Instr. 8) Code V	Amount	(A) or (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	(D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
Common Stock	08/04/2009		M	67,752	. ,	\$ 0	74,674	D			
Common Stock	08/04/2009		F <u>(7)</u>	27,742	D	\$ 53.68	46,932	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. Transactic Code (Instr. 8)	ansactionDerivative ode Securities		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 Number Shares
Restricted Stock Units	\$ 0 (1)	08/04/2009		M		67,752	08/04/2009	(2)	Common Stock	67,752
Stock Option (right to buy)	\$ 15.45						<u>(8)</u>	08/04/2016	Common Stock	181,38
Restricted Stock Units	\$ 0 (1)						10/06/2009	(2)	Common Stock	6,174
Stock Option (Right to Buy)	\$ 20.7						(3)	02/01/2017	Common Stock	53,957
Restricted Stock Units	\$ 0 (1)						02/01/2010	(2)	Common Stock	21,739
Stock Option (Right to Buy)	\$ 40.03						<u>(4)</u>	08/02/2017	Common Stock	83,433
Restricted Stock Units	\$ 0 (1)						08/02/2010	(2)	Common Stock	34,974
Stock Option (Right to Buy)	\$ 127.21						<u>(5)</u>	07/31/2018	Common Stock	23,409
Resticted Stock Units	\$ 0 (1)						07/31/2011	<u>(2)</u>	Common Stock	12,578
Stock Option	\$ 52.72						<u>(6)</u>	07/27/2019	Common Stock	48,077

(Right to Buy)

Restricted

Stock \$0 (1) Common Stock 45,524

Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PROKOPANKO JAMES T

C/O THE MOSAIC COMPANY
3033 CAMPUS DRIVE, SUITE E490

Relationships

Other

President and CEO

Signatures

PLYMOUTH, MN 55441

s/Richard L. Mack, Attorney-in-Fact for James T.

Prokopanko 08/06/2009

**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) One-for-One
- (2) Not Applicable
- (3) Grant Date 02/01/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (4) 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.
- (5) 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.
- (6) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) Shares sold to cover taxes payable by reporting person as a result of the vesting of 3,470 restricted stock units on August 1, 2008.
- (8) This Stock Option is 100% exercisable.

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.

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