MOSAIC CO
Form 4
October 07, 2005

FORM 4

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

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
PERTZ DOUGLAS A

(Last) (First) (Middle)

585 BANK LANE, SUITE 200

(Street)

LAKE FOREST, IL 60045

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MOSAIC CO [MOS]

3. Date of Earliest Transaction (Month/Day/Year)
10/05/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/05/2005		M		3,452	A	$ 0	69,414.52	D	
Common Stock	10/05/2005		F		1,121	D	$ 15.085	68,293.52	D	
Common Stock	10/05/2005		M		3,470	A	$ 0	71,763.52	D	
Common Stock	10/05/2005		F		1,127	D	$ 15.085	70,636.52	D	

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

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SEC 1474 (9-02)

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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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	$ 18.1875							10/22/2004	08/28/2008	Common Stock	320,000
Stock Option (right to buy)	$ 18.1875							10/22/2004	08/28/2008	Common Stock	180,000
Stock Option (right to buy)	$ 14.3125							10/22/2004	10/01/2009	Common Stock	275,000
Stock Option (right to buy)	$ 15.0312							10/22/2004	02/22/2010	Common Stock	254,000
Stock Option (right to buy)	$ 15.0625							10/22/2004	03/30/2010	Common Stock	124,040
Stock Option (right to buy)	$ 13.55							10/22/2004	02/28/2011	Common Stock	325,000
Stock Option (right to buy)	$ 10.76							10/22/2004	01/02/2013	Common Stock	32,800
Grant of Restricted	$ 0	10/05/2005		M		3,452		11/30/2007	(1)	Common Stock	3,452

Stock Units									
Grant of Restricted Stock Units	$ 0	10/05/2005		M	3,470	08/01/2008	(1)	Common Stock	3,470

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERTZ DOUGLAS A 585 BANK LANE SUITE 200 LAKE FOREST, IL 60045	X			

Signatures

s/Richard L. Mack Attorney in fact for Douglas A. Pertz	10/07/2005
**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.

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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