

MOSAIC CO
Form 4
July 20, 2005

FORM 4

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

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).

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 *
PERTZ DOUGLAS A

(Last) (First) (Middle)

100 SOUTH SAUNDERS ROAD, SUITE 300

(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)
07/18/2005

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)

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/18/2005		M		172,206	A	\$ 10.19
Common Stock	07/18/2005		M		277,200	A	\$ 10.76
Common Stock	07/18/2005		S ⁽¹⁾		172,206	D	\$ 16.5878
Common Stock	07/18/2005		S ⁽¹⁾		277,200	D	\$ 16.75
Common Stock	07/19/2005		M		32,800	A	\$ 10.76

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Common Stock	07/19/2005	M	220,000	A	\$ 12.99	318,762.52	D
Common Stock	07/19/2005	S ⁽¹⁾	32,800	D	\$ 16.75	285,962.52	D
Common Stock	07/19/2005	S ⁽¹⁾	220,000	D	\$ 17	65,962.52	D

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number 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	124,000
Stock	\$ 13.55					10/22/2004	02/28/2011	Common	325,000

Option (right to buy)	Stock Option (right to buy)	Stock Option (right to buy)	Stock Option (right to buy)	Grant of Restricted Stock Units	Stock Option (right to buy)						
	\$ 12.99	07/19/2005	M		220,000	10/22/2004	01/02/2012	Common Stock	440,0		
	\$ 10.76	07/18/2005	M		277,200	10/22/2004	01/02/2013	Common Stock	310,0		
	\$ 10.19	07/18/2005	M		172,206	10/22/2004	01/02/2014	Common Stock	172,2		
	\$ 0					11/30/2007	(2)	Common Stock	3,45		
	\$ 10.76	07/19/2005	M		32,800	10/22/2004	01/02/2013	Common Stock	32,80		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERTZ DOUGLAS A 100 SOUTH SAUNDERS ROAD SUITE 300 LAKE FOREST, IL 60045	X			

Signatures

s/Richard L. Mack Attorney in fact for Douglas A. Pertz
Date: 07/20/2005

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 1, 2005.
- (2) 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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