MOSAIC CO Form 4 August 04, 2008

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

0.5

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

EFICIAL OWNERSHIP OF Expires: January 31, 2005

Estimated average burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

1934,

Form 4 or 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).

Common

Stock

08/01/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * BEUG NORMAN B		Symb	suer Name and Ticker or Trading ol SAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer			
(Last) BOX 7500	(First) ((Mon	te of Earliest Transaction th/Day/Year) 1/2008	(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Senior Vice President			
REGINA, A	(Street) A9 S0G 0G0		Amendment, Date Original Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Sable I - Non-Derivative Securities A	equired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, any (Month/Day/Ye.	Code (Instr. 3, 4 and 5)	Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)			
Common Stock	08/01/2008		M 9,276 A \$0	28,671 D			

4,082 D

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

F

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SEC 1474

(9-02)

24,589

D

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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. Transactio Code (Instr. 8)	5. Numb orDerivati Securitic Acquire Dispose (Instr. 3	es d (A) or d of (D)	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Stock Option (Right to Buy)	\$ 15.0312						<u>(1)</u>	02/22/2010	Common Stock	6,80
Stock Option (Right to Buy)	\$ 15.0312						<u>(1)</u>	02/22/2010	Common Stock	2,50
Stock Option (Right to Buy)	\$ 13.55						<u>(1)</u>	02/28/2011	Common Stock	7,00
Stock Option (Right to Buy)	\$ 10.71						<u>(1)</u>	11/05/2011	Common Stock	8,75
Stock Option (Right to Buy)	\$ 10.76						<u>(1)</u>	01/02/2013	Common Stock	22,0
Stock Option (Right to Buy)	\$ 10.19						<u>(1)</u>	01/02/2014	Common Stock	40,00
Restricted Stock Units	\$ 0 (2)						10/29/2008	(3)	Common Stock	9,97
Restricted Stock Units	\$ 0 (2)	08/01/2008		M		9,276	08/01/2008	(3)	Common Stock	9,27
Stock Option (Right to Buy)	\$ 17.29						<u>(1)</u>	08/01/2015	Common Stock	27,81

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Restricted Stock Units	\$ 0 (2)				08/04/2009	(3)	Common Stock	14,4:
Stock Option (Right to Buy)	\$ 15.45				<u>(4)</u>	08/04/2016	Common Stock	43,3
Restricted Stock Units	\$ 0 (2)				10/06/2009	(3)	Common Stock	3,08
Stock Option (Right to Buy)	\$ 40.03				<u>(5)</u>	08/02/2017	Common Stock	19,30
Restricted Stock Units	\$ 0 (2)				08/02/2010	(3)	Common Stock	8,11
Stock Option (Right to Buy)	\$ 127.21	07/31/2008	A	4,755	<u>(6)</u>	07/31/2018	Common Stock	4,75
Restricted Stock Units	\$ 0 (2)	07/31/2008	A	2,555	07/31/2011	(3)	Common Stock	2,55

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
BEUG NORMAN B						

BOX 7500 Senior Vice President

REGINA, A9 S0G 0G0

Signatures

/s/ Richard L. Mack, Attorney in Fact for Norman B.

Beug 08/04/2008

> **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).

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

Reporting Owners 3

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- (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. 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.