

MOSAIC CO
Form 4
February 02, 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)
01/31/2005

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/31/2005		S	20,000	D \$ 16.12	395,304.52	D
Common Stock	01/31/2005		S	12,500	D \$ 16.25	382,804.52	D
Common Stock	01/31/2005		S	7,500	D \$ 16.23	375,304.52	D
Common Stock	01/31/2005		S	6,000	D \$ 16.21	369,304.52	D
Common Stock	01/31/2005		S	70,537	D \$ 16.5	298,767.52	D

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Common Stock	01/31/2005	S	15,900	D	\$ 16.55	282,867.52	D
Common Stock	01/31/2005	S	8,000	D	\$ 16.52	274,867.52	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)	8. 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
	\$ 13.55					10/22/2004 02/28/2011		325,000

Stock Option (right to buy)				Common Stock	
Stock Option (right to buy)	\$ 9.65	10/22/2004	07/10/2011	Common Stock	175,000
Stock Option (right to buy)	\$ 12.99	10/22/2004	01/02/2012	Common Stock	440,000
Stock Option (right to buy)	\$ 10.76	10/22/2004	01/02/2013	Common Stock	310,000
Stock Option (right to buy)	\$ 10.19	10/22/2004	01/02/2014	Common Stock	445,000
Grant of Restricted Stock Units	\$ 0	11/30/2007	<u>(1)</u>	Common Stock	3,452

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 02/01/2005

**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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