

MOSAIC CO

Form 4

October 26, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)

10/22/2004

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/22/2004		A		415,304.52	A	11 415,304.52

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

**Persons who respond to the collection of
information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 of Number of Shares
Stock Option (right to buy)	\$ 18.1875	10/22/2004		A		320,000		10/22/2004	08/28/2008	Common Stock	320,000
Stock Option (right to buy)	\$ 18.1875	10/22/2004		A		180,000		10/22/2004	08/28/2008	Common Stock	180,000
Stock Option (right to buy)	\$ 14.3125	10/22/2004		A		275,000		10/22/2004	10/01/2009	Common Stock	275,000
Stock Option (right to buy)	\$ 15.0312	10/22/2004		A		254,000		10/22/2004	02/22/2010	Common Stock	254,000
Stock Option (right to buy)	\$ 15.0625	10/22/2004		A		124,040		10/22/2004	03/30/2010	Common Stock	124,040
Stock Option (right to buy)	\$ 13.55	10/22/2004		A		325,000		10/22/2004	02/28/2011	Common Stock	325,000
Stock Option (right to buy)	\$ 9.65	10/22/2004		A		175,000		10/22/2004	07/10/2011	Common Stock	175,000
Stock Option (right to buy)	\$ 12.99	10/22/2004		A		440,000		10/22/2004	01/02/2012	Common Stock	440,000
Stock Option (right to buy)	\$ 10.76	10/22/2004		A		310,000		10/22/2004	01/02/2013	Common Stock	310,000
	\$ 10.19	10/22/2004		A		445,000		10/22/2004	01/02/2014		445,000

Stock
Option
(right to
buy)

Common
Stock

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

10/26/2004

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) Received in exchange for 502,359.52 shares of IMC Global Inc. common stock with merger of IMC Global (the "Merger"). On the effective date of the Merger, the closing price of IMC Global's common stock was \$15.00 per share.
 - (2) Received in the Merger in exchange for a stock option to acquire the same number of IMC Global common stock at the same price per share.

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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