

MOSAIC CO
Form 3
April 27, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>McLellan Richard N</p> <p>(Last) (First) (Middle)</p> <p>3033 CAMPUS DRIVE, SUITE E490</p> <p>(Street)</p> <p>PLYMOUTH, MN 55441</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement (Month/Day/Year)</p> <p>04/19/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MOSAIC CO [MOS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Sr Vice President-Commercial</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	10/29/2007	10/29/2014	Common Stock	21,593	\$ 15.04	D	Â
Restricted Stock Units	10/29/2008	Â (1)	Common Stock	8,312	\$ 0 (2)	D	Â
Stock Option (right to Buy)	08/01/2006(3)	08/01/2015	Common Stock	13,915	\$ 17.29	D	Â
Restricted Stock Units	08/01/2008	Â (1)	Common Stock	1,546	\$ 0 (2)	D	Â
Stock Option (Right to Buy)	08/04/2007(4)	08/04/2016	Common Stock	16,562	\$ 15.45	D	Â
Restricted Stock Units	08/04/2009	Â (1)	Common Stock	1,840	\$ 0 (2)	D	Â
Restricted Stock Units	10/06/2009	Â (1)	Common Stock	393	\$ 0 (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLellan Richard N 3033 CAMPUS DRIVE SUITE E490 PLYMOUTH, MN 55441	Â	Â	Â Sr Vice President-Commercial	Â

Signatures

/s/ Philip E. Bauer, Attorney in Fact for Richard N. McLellan 04/27/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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
- (2) One-for-one
- (3) Vests 33.33% on 8/1/2006, 8/1/2007 and 8/1/2008.
- (4) Vests 33.33% on 8/4/2007, 8/4/2008 and 8/4/2009

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Remarks:

EXHIBIT 24: Power of Attorney attached

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.