

MOSAIC CO
Form 8-K
February 07, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 1, 2005

THE MOSAIC COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-32327
(Commission File Number)

20-0891589
(IRS Employer

Identification No.)

12800 Whitewater Drive

55343

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Minnetonka, Minnesota
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (952) 984-0316

Not applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On February 1, 2005, Douglas A. Pertz, a director of the registrant, entered into a sales plan (the Plan) intended to comply with the requirements of Rule 10b5-1(c)(1)(i)(B) under the Securities Exchange Act of 1934, as amended. Pursuant to the Plan, Mr. Pertz has instructed Goldman, Sachs & Co., as broker, to sell up to 2,806,945 shares of the registrant's common stock, par value \$0.01 per share, representing approximately 0.74% of the registrant's outstanding common stock, beneficially owned by Mr. Pertz pursuant to limit orders at specified prices through January 31, 2006. Mr. Pertz and Goldman, Sachs & Co. may amend or terminate the Plan, if the registrant does not object to the amendment or termination, at a time when Mr. Pertz is not aware of material nonpublic information concerning the registrant or its securities.

