

MOSAIC CO
Form 4
October 26, 2004

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 *
CARGILL INC

2. Issuer Name and Ticker or Trading Symbol
MOSAIC CO [MOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
15615 MCGINTY ROAD WEST

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2004

____ Director 10% Owner
____ Officer (give title below) ____ Other (specify below)

WAYZATA, MN 55343

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/22/2004		A		10,810,333	A	(1)	10,810,998	D	
Common Stock	10/22/2004		A		29,202,747	A	(1)	29,202,747	I (2)	By GNS I (U.S.) Corp
Common Stock	10/22/2004		A		210,569,242	A	(1)	210,569,242	I (3)	By Cargill Fertilizer, Inc

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 required to respond unless the form

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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 Security (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Convertible Class B	\$ 0	10/22/2004		A		5,458,955		10/22/2004	10/22/2014	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARGILL INC 15615 MCGINTY ROAD WEST WAYZATA, MN 55343		X		
Cargill Fertilizer, Inc. 15615 MCGINTY ROAD WEST WAYZATA, MN 55391		X		
GNS I (US) CORP 15615 MCGINTY ROAD WEST WAYZATA, MN 55391		X		

Signatures

s/Robert L.
Lumpkins

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) Acquired in conjunction with the merger of IMC Global Inc. into the Mosaic Company ("the Merger").
- (2) Held by GNS I (U.S.) Corp. in conjunction with the Merger.
- (3) Held by Cargill Fertilizer, Inc. in conjunction with the Merger.

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.