**MOSAIC CO** Form 4 January 27, 2011

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number: Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STRANGHOENER LAWRENCE W			2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490		1PUS	(Month/Day/Year) 01/26/2011	Director 10% OwnerX_ Officer (give title Other (specify below) Chief Financial Officer			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PLYMOUTH, MN 55441			Filed(Month/Day/Year)	Applicable Line) _X_ 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. Transacti Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of	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)
Common Stock					` ´		100	I	By Daughter
Common Stock							100	I	By Daughter
Common Stock							50	I	by Son
Common Stock	01/26/2011		M	40,000	A	\$ 15.04	132,215	D	
Common Stock	01/26/2011		S	40,000	D	\$ 78.9601	92,215	D	

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

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SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Sector Acquire (D)	curities quired (A) Disposed of ) str. 3, 4,	Expiration Date (Month/Day/Y	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A)	) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 15.04	01/26/2011		M		40,000	(3)	10/29/2014	Common Stock	40,000	
Stock Option (right to buy)	\$ 17.29						(3)	08/01/2015	Common Stock	64,935	
Stock Option (right to buy)	\$ 15.45						(3)	08/04/2016	Common Stock	61,120	
Stock Option (right to buy)	\$ 40.03						<u>(3)</u>	08/02/2017	Common Stock	25,328	
Stock Option (Right to Buy)	\$ 127.21						<u>(4)</u>	07/31/2018	Common Stock	7,315	
Restricted Stock Units	\$ 0 (1)						07/31/2011	(2)	Common Stock	3,931	
Stock Option (Right to Buy)	\$ 52.72						<u>(5)</u>	07/27/2019	Common Stock	14,423	

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Restricted Stock Units	\$ 0 <u>(1)</u>	07/27/2012	(2)	Common Stock	13,657
Stock Option (Right to Buy)	\$ 44.93	<u>(6)</u>	07/27/2020	Common Stock	22,285
Restricted Stock Units	\$ 0 <u>(1)</u>	07/27/2013	(2)	Common Stock	12,241

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STRANGHOENER LAWRENCE W C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Chief Financial Officer

01/27/2011

## **Signatures**

s/Richard L. Mack, Attorney-in-Fact for Lawrence W. Stranghoener

\*\*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) One-for-One
- (2) Not Applicable
- (3) This Stock Option is 100% exercisable.
- (4) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

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.

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