

THRASHER LINDA  
Form 4  
January 28, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
THRASHER LINDA

(Last) (First) (Middle)

C/O THE MOSAIC  
COMPANY, 3033 CAMPUS  
DRIVE, SUITE E490

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/27/2011

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)  
Vice Pres - Public Affairs

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/27/2011		M	875	A \$ 15.04	14,603	D
Common Stock	01/27/2011		S	8,419	D \$ 78.47	6,184	D

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

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SEC 1474  
(9-02)

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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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04	01/27/2011		M	875	<u>(3)</u> 10/29/2014	Common Stock	875
Stock Option (right to buy)	\$ 17.29					<u>(3)</u> 08/01/2015	Common Stock	13,915
Stock Option (right to buy)	\$ 15.45					<u>(3)</u> 08/04/2016	Common Stock	15,773
Stock Option (right to buy)	\$ 40.03					<u>(3)</u> 08/02/2017	Common Stock	8,909
Stock Option (Right to Buy)	\$ 127.21					<u>(4)</u> 07/31/2018	Common Stock	1,829
Restricted Stock Units	\$ 0 <u>(1)</u>					07/31/2011 <u>(2)</u>	Common Stock	983
Stock Option (Right to Buy)	\$ 52.72					<u>(5)</u> 07/27/2019	Common Stock	3,606
Restricted Stock Units	\$ 0 <u>(1)</u>					07/27/2012 <u>(2)</u>	Common Stock	3,414
Stock	\$ 44.93					<u>(6)</u> 07/27/2020	Common	6,078

