MOSAIC CO Form 4 August 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

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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 See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Ad STRANGHO	•	orting Person ** WRENCE W	2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer			
(Last) C/O THE MO COMPANY, DRIVE, SUI	3033 CAN	(Middle) MPUS	3. Date of Earliest Transaction (Month/Day/Year) 07/31/2011	(Check all applicable) Director 10% Owner _X_ Officer (give title Other (specibelow) Chief Financial Officer			
PLYMOUTH	(Street)	41	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Secur. on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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				1 21110 41110	(2)	22.00	100	I	By Daughter
Common Stock							100	I	By Daughter
Common Stock							50	I	by Son
Common Stock	07/31/2011		M	3,931	A	\$ 0	96,146	D	
Common Stock	07/31/2011		F <u>(7)</u>	1,679	D	\$ 70.72	94,467	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)

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. Transacti Code (Instr. 8)	Secu Acqu (A) o Dispe	rities ired or osed of 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04						(3)	10/29/2014	Common Stock	12,084
Stock Option (right to buy)	\$ 17.29						<u>(3)</u>	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						(3)	08/02/2017	Common Stock	25,328
Stock Option (Right to Buy)	\$ 127.21						<u>(3)</u>	07/31/2018	Common Stock	7,315
Restricted Stock Units	\$ 0 (1)	07/31/2011		M		3,931	07/31/2011	(2)	Common Stock	3,931
Stock Option (Right to Buy)	\$ 52.72						<u>(4)</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>(5)</u>	07/27/2020	Common Stock	22,285
Restricted Stock Units	\$ 0 <u>(1)</u>	07/27/2013	<u>(2)</u>	Common Stock	12,241
Stock Option (Right to Buy)	\$ 70.62	<u>(6)</u>	07/21/2021	Common Stock	13,997
Restricted Stock Units	\$ 0 <u>(1)</u>	07/21/2014	(2)	Common Stock	6,136

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

Chief Financial Officer

Signatures

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

08/02/2011

**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 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

Reporting Owners 3

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