Davis Gary N. Form 4 August 02, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

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

January 31, Expires: 2005

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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, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Davis Gary N.			2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer			
(Last) (F	irst) ((Middle)	3. Date of Earliest Transaction	(Check all applicable)			
ATRIA CORPOR SUITE E490, 303 DRIVE			(Month/Day/Year) 07/31/2011	Director 10% Owner Selfow Officer (give title Other (specify below) Sr VP - Phosphate Operations			
(St	treet)		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			
PLYMOUTH, MN	N 55441			Form filed by More than One Reporting			

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly 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. Securi on(A) or Di (Instr. 3,	spose	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	07/31/2011		M	786	A	\$ 0	19,707	D	
Common Stock	07/31/2011		F <u>(7)</u>	287	D	\$ 70.72	19,420	D	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Deri Sect Acq (A) Disp of (I	ivative urities uired or posed D) tr. 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)	\$ 15.45						<u>(1)</u>	08/04/2016	Common Stock	4,718
Stock Option (Right to Buy)	\$ 40.03						<u>(1)</u>	08/02/2017	Common Stock	10,429
Stock Option (Right to Buy)	\$ 127.21						<u>(1)</u>	07/31/2018	Common Stock	2,195
Restricted Stock Units	\$ 0 (2)	07/31/2011		M		786	07/31/2011	<u>(3)</u>	Common Stock	786
Stock Option (Right to Buy)	\$ 52.72						<u>(4)</u>	07/27/2019	Common Stock	4,507
Restricted Stock Units	\$ 0 (2)						07/27/2012	<u>(3)</u>	Common Stock	2,845
Stock Option (Right to Buy)	\$ 44.93						<u>(5)</u>	07/27/2020	Common Stock	10,130
Restricted Stock Units	\$ 0 (2)						07/27/2013	(3)	Common Stock	5,564
Stock Option	\$ 70.62						<u>(6)</u>	07/21/2021	Common Stock	6,460

(Right to Buy)

Restricted

Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Davis Gary N.

ATRIA CORPORATE CENTER, SUITE E490
3033 CAMPUS DRIVE
PLYMOUTH, MN 55441

Relationships

Sr VP Phosphate
Operations

Signatures

Richard L. Mack, Attorney-in-Fact for Gary N.

Davis 08/02/2011

**Signature of Reporting Person

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).

Date

- (1) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (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.

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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