

MOSAIC CO
Form 4
May 20, 2011

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

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

WAYZATA, MN 55391

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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) | (A) or (D) | Amount | Price | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------------|--------|----------------|---|--|--|
| Common Stock | 05/19/2011 | | J ⁽¹⁾ | 30,155,221 | D | 0 | | I ⁽¹⁾ | | By Cargill GNS I, LLC ⁽¹⁾ |
| Common Stock | 05/19/2011 | | J ⁽¹⁾ | 243,972,618 | D | 0 | | I ⁽¹⁾ | | By Cargill CFI, LLC ⁽¹⁾ |
| Common Stock | 05/19/2011 | | J ⁽¹⁾ | 0 ⁽¹⁾ | A ⁽¹⁾ | | ⁽¹⁾ | 285,759,772 ⁽²⁾ | D | |

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 displays a currently valid OMB control number.

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(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. 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Cargill, Inc 15615 MCGINTY ROAD WEST WAYZATA, MN 55391 | | X | | |
| Cargill CFI, LLC 15615 MCGINTY ROAD WEST WAYZATA, MN 55391 | | X | | |
| Cargill GNS I, LLC 15615 MCGINTY ROAD WEST WAYZATA, MN 55391 | | X | | |

Signatures

/s/ Linda L. Cutler 05/20/2011

**Signature of Reporting Person Date

/s/ Linda L. Cutler 05/20/2011

**Signature of Reporting Person Date

05/20/2011

/s/ Linda L.
Cutler

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) Intra-company transfer of shares to Cargill, Incorporated from its wholly owned subsidiaries Cargill GNS I, LLC (formerly known as GNS I (U.S.) Corp.) and Cargill CFI, LLC (formerly known as Cargill Fertilizer, Inc.), effective May 19, 2011.
- (2) Includes 30,155,221 shares previously held indirectly by Cargill GNS I, LLC and 243,972,618 shares previously held indirectly by Cargill CFI, LLC.

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.