MOSAIC CO Form 4 July 28, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and A STRANGHO	NCE W Symbol	2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (M		f Earliest Tr	ansaction	`	**	,	
C/O THE M COMPANY DRIVE, SU	07/27/2	Day/Year) 2010		below)	ive title 0th below) ef Financial Office	` 1		
	4. If Am	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
PLYMOUT	Filed(Mo	Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) ((Zip) Tab	le I - Non-D	erivative Securities Ac	equired, Disposed	of, or Beneficia	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities on Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Security	(Month/Day/Year)	Execution Date, if	Transaction	onAcquired	(A) c	r	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D))	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	A 4	or	D:	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			~
Common	1						100	I	By
Stock							100	1	Daughter
C									Ъ
Common	1						100	I	By
Stock							100	•	Daughter
C									
Common	1						50	I	by Son
Stock							50	•	oy bon
C									
Common	1						85,070	D	
Stock							00,070		

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04							<u>(3)</u>	10/29/2014	Common Stock	52,084
Stock Option (right to buy)	\$ 17.29							(3)	08/01/2015	Common Stock	64,935
Stock Option (right to buy)	\$ 15.45							<u>(3)</u>	08/04/2016	Common Stock	61,120
Stock Option (right to buy)	\$ 40.03							<u>(4)</u>	08/02/2017	Common Stock	25,328
Restricted Stock Units	\$ 0 (1)							08/02/2010	(2)	Common Stock	10,617
Stock Option (Right to Buy)	\$ 127.21							<u>(5)</u>	07/31/2018	Common Stock	7,315
Restricted Stock Units	\$ 0 (1)							07/31/2011	(2)	Common Stock	3,931
Stock Option	\$ 52.72							<u>(6)</u>	07/27/2019	Common Stock	14,423

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(Right to Buy)								
Restricted Stock Units	\$ 0 (1)				07/27/2012	(2)	Common Stock	13,657
Stock Option (Right to Buy)	\$ 44.93	07/27/2010	A	22,285	<u>(7)</u>	07/27/2020	Common Stock	22,285
Restricted Stock Units	\$ 0 <u>(1)</u>	07/27/2010	A	12,241	07/27/2013	(2)	Common Stock	12,241

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

07/28/2010

**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 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) 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.

Reporting Owners 3