MACK RICHARD L Form 4

July 25, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

obligations

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

may continue. See Instruction

1(b).

(Print or Type Responses)

C/O THE MOSAIC

DRIVE, SUITE E490

1. Name and Address of Reporting Person * MACK RICHARD L

2. Issuer Name and Ticker or Trading

Symbol MOSAIC CO [MOS]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 07/21/2011

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

(Check all applicable)

Executive Vice President

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

Estimated average

burden hours per

(Street) 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

PLYMOUTH, MN 55441

COMPANY, 3033 CAMPUS

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Common Stock

(City)

Code V Amount (D) Price

37,923

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(9-02)

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| 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. Transactic Code (Instr. 8) | ransactionDerivative Code Securities | | 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) | \$ 17.29 | | | | | | (3) | 08/01/2015 | Common Stock | 36,382 |
| Stock Option (right to buy) | \$ 15.45 | | | | | | (3) | 08/04/2016 | Common Stock | 47,319 |
| Stock Option (Right to Buy) | \$ 40.03 | | | | | | (3) | 08/02/2017 | Common Stock | 19,368 |
| Stock Option (Right to Buy) | \$ 127.21 | | | | | | <u>(4)</u> | 07/31/2018 | Common Stock | 5,486 |
| Restricted Stock Units | \$ 0 (1) | | | | | | 07/31/2011 | (2) | Common Stock | 2,948 |
| Stock Option (Right to Buy) | \$ 52.72 | | | | | | <u>(5)</u> | 07/27/2019 | Common Stock | 10,216 |
| Restricted Stock Units | \$ 0 (1) | | | | | | 07/27/2012 | (2) | Common Stock | 9,674 |
| Stock Option (Right to Buy) | \$ 44.93 | | | | | | <u>(6)</u> | 07/27/2020 | Common Stock | 15,194 |
| Restricted Stock Units | \$ 0 (1) | | | | | | 07/27/2013 | (2) | Common Stock | 8,346 |
| Stock Option | \$ 70.62 | 07/21/2011 | | A | 10,767 | | <u>(7)</u> | 07/21/2021 | Common Stock | 10,767 |

(Right to Buy)

Restricted

Stock $\$ 0 \ \underline{^{(1)}}$ 07/21/2011 A 4,720 07/21/2014 $\underline{^{(2)}}$ Common Stock $\$ 0 \ \underline{^{(1)}}$ 07/21/2014

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MACK RICHARD L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Executive Vice President

Signatures

s/ Richard L.

Mack

**Signature of Date

**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).
- (1) One-for-One
- (2) Not Applicable
- (3) This Stock Option is 100% exercisable.
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.

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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