MACK RICHARD L Form 4

July 31, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

January 31, Expires:

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**OMB APPROVAL** 

3235-0287

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Check this box

obligations may continue. See Instruction

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).

(City)

(State)

(Zin)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MACK RICHARD L Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X\_ Officer (give title C/O THE MOSAIC 07/27/2012 below) COMPANY, 3033 CAMPUS EVP, General Counsel & Sec. DRIVE, SUITE E490 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PLYMOUTH, MN 55441

(City)	(State)	Table	I - Non-D	erivative (	Securi	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or		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)		
			Code V	Amount	(D)	Price	(Instr. 5 und 1)		
Common Stock	07/27/2012		M	9,674	A	\$0	49,286	D	
Common Stock	07/27/2012		F <u>(7)</u>	3,164	D	\$ 58.73	46,122	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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		e Expiration Da (Month/Day/Y	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					<u>(3)</u>	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					(3)	07/31/2018	Common Stock	5,486	
Stock Option (Right to Buy)	\$ 52.72					(3)	07/27/2019	Common Stock	10,216	
Restricted Stock Units	\$ 0 (1)	07/27/2012		M	9,67	4 07/27/2012	(2)	Common Stock	9,674	
Stock Option (Right to Buy)	\$ 44.93					<u>(4)</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					<u>(5)</u>	07/21/2021	Common Stock	10,767	

(Right to Buy)					
Restricted Stock Units	\$ 0 <u>(1)</u>	07/21/2014	(2)	Common Stock	4,720
Stock Option (Right to Buy)	\$ 57.62	<u>(6)</u>	07/19/2022	Common Stock	17,483
Restricted Stock Units	\$ 0 <u>(1)</u>	07/19/2015	(2)	Common Stock	6,942

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MACK RICHARD L			EVP,			
C/O THE MOSAIC COMPANY			General			
3033 CAMPUS DRIVE, SUITE E490			Counsel &			
PLYMOUTH, MN 55441			Sec.			

## **Signatures**

/s/ Richard L.

Mack

\*\*Signature of Reporting Person

O7/31/2012

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 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/19/2012; 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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