**MOSAIC CO** Form 4 October 09, 2012

#### FORM 4

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

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).

Form 5

obligations

may continue.

See Instruction

(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 LUMPKINS ROBERT L Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title Other (specify C/O THE MOSAIC 06/05/2012 below) COMPANY, 3033 CAMPUS 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

Common

Stock

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 5. Amount of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price By GRAT Common #2 dated 10/04/2012 G 1,286 \$0 1,936 I D Stock September  $1,2009^{(5)}$ Common 10/04/2012 G 1.286 A \$0 1,286 D Stock By GRAT

Person

3,745

I

#3 dated

March 23, 2010

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Common Stock	06/05/2012	G	5,481	D	\$ 0	5,694	I	#4 dated May 12, 2011 (9)
Common Stock	07/11/2012	G	8,648	A	\$0	8,648	I	By GRAT #5 dated June 25, 2012 (10)
Common Stock	10/08/2012	M	2,397 (7)	A	\$0	3,683	D	
Common Stock	10/08/2012	G	3,683	D	\$0	0	D	
Common Stock	10/08/2012	G	3,683	A	\$0	3,683	I	Robert L. Lumpkins Revocable Trust
			01 1 11					

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

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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 on f Derivati Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	ive of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 8 Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (1)	10/08/2012		M	3,423 (7)		(3)	(2)	Common Stock	3,423
Restricted Stock Units	\$ 0 (1)						<u>(4)</u>	(2)	Common Stock	2,763
Restricted Stock Units	\$ 0 (1)						<u>(6)</u>	(2)	Common Stock	4,878

SEC 1474

(9-02)

8. Pr Deri Secu (Inst Restricted

Units

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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



# **Signatures**

/s/Richard L. Mack, Attorney-in-Fact for Robert L. Lumpkins

10/09/2012

\*\*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) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (4) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.
- On October 4, 2012, the reporting person indirectly held 3,222 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #2"). On that date, 1,286 shares were distributed by GRAT #2 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 1,936 shares remained held by GRAT #2.
- (6) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was made, elected to receive 30% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.
- (8) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.
- On June 5, 2012, the reporting person indirectly held 11,175 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #4). On that date, 5,481 of the shares were distributed by GRAT #4 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 5,694 shares remained held by GRAT #4.
- (10) This transaction involved a gift of securities by the reporting person to a grantor retained annuity trust dated June 26, 2012, for the benefit of himself and his daughter ("GRAT #5"). The reporting person's spouse serves as trustee of GRAT #5.

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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