

Davis Gary N.
Form 4
August 02, 2011

FORM 4

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

OMB APPROVAL

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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 *
Davis Gary N.

(Last) (First) (Middle)

ATRIA CORPORATE CENTER,
SUITE E490, 3033 CAMPUS
DRIVE

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Sr VP - Phosphate Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ 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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	07/31/2011		M	786	A \$ 0	19,707	D
Common Stock	07/31/2011		F ⁽⁷⁾	287	D \$ 70.72	19,420	D

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

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SEC 1474 (9-02)

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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 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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.45					(1) 08/04/2016	Common Stock	4,718
Stock Option (Right to Buy)	\$ 40.03					(1) 08/02/2017	Common Stock	10,429
Stock Option (Right to Buy)	\$ 127.21					(1) 07/31/2018	Common Stock	2,195
Restricted Stock Units	\$ 0 (2)	07/31/2011		M	786	07/31/2011 (3)	Common Stock	786
Stock Option (Right to Buy)	\$ 52.72					(4) 07/27/2019	Common Stock	4,507
Restricted Stock Units	\$ 0 (2)					07/27/2012 (3)	Common Stock	2,845
Stock Option (Right to Buy)	\$ 44.93					(5) 07/27/2020	Common Stock	10,130
Restricted Stock Units	\$ 0 (2)					07/27/2013 (3)	Common Stock	5,564
Stock Option	\$ 70.62					(6) 07/21/2021	Common Stock	6,460

