

MOSAIC CO
Form 4
October 11, 2011

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
LUMPKINS ROBERT L

(Last) (First) (Middle)

C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

(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)
10/03/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|------------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/03/2011 | | G ⁽⁶⁾ | 1,111 D \$0 | 3,222 | I | By GRAT #2 dated September 1, 2009 |
| Common Stock | | | | | 5,801 | I | By GRAT #3 dated March 23, 2010 |
| Common Stock | | | | | 11,175 | I | By GRAT #4 dated May 12, |

| | | | | | | | |
|--------------|------------|------------------|-------|---|------|-------|---|
| Common Stock | 10/03/2011 | G ⁽⁶⁾ | 1,111 | A | \$ 0 | 1,111 | D |
| Common Stock | 10/09/2011 | M | 4,655 | A | \$ 0 | 5,766 | D |

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

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

SEC 1474
(9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 10/09/2011 | | M | 4,655 | ⁽³⁾ ⁽²⁾ | Common Stock | 4,655 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | ⁽⁴⁾ ⁽²⁾ | Common Stock | 3,423 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | ⁽⁵⁾ ⁽²⁾ | Common Stock | 2,763 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 10/06/2011 | | A | 4,878 | ⁽⁷⁾ ⁽²⁾ | Common Stock | 4,878 |

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 | | | X | |

PLYMOUTH, MN 55441

Signatures

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

10/11/2011

__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 9, 2009. Vested shares will be delivered to the reporting person on October 9, 2011.
- (4) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (5) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.
- (6) On October 3, 2011, the reporting person indirectly held 4,333 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #2"). On that date, 1,111 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 3,222 shares remained held by GRAT #2.
- (7) The restricted stock units vest on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.

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.