

REDDING CINDY C

Form 5

July 14, 2009

FORM 5**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
may continue.See Instruction
1(b).Form 3 Holdings
Reported

Form 4

Transactions

Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
REDDING CINDY C

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
MOSAIC CO [MOS]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
05/31/20095. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

VP-Human Resources

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PLYMOUTH, MN 55441

(City)

(State)

(Zip)

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â Â Â (A) or (D) Price	1,016.964 (5)	I	By 401(k) Plan

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 2270
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. 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)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 40.03	Â	Â	Â	Â Â Â <u>(1)</u>	08/02/2017	Common Stock 8,194
Restricted Stock Units	\$ 0 <u>(2)</u>	Â	Â	Â	Â Â 08/02/2010 Â <u>(3)</u>		Common Stock 5,933
Stock Option (Right to Buy)	\$ 127.21	Â	Â	Â	Â Â Â <u>(4)</u>	07/31/2018	Common Stock 2,560
Restricted Stock Units	\$ 0	Â	Â	Â	Â Â 07/31/2011 Â <u>(3)</u>		Common Stock 1,376

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
REDDING CINDY C C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	Â Â Â VP-Human Resources Â

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Cindy C.
Redding

07/14/2009

 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).

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- (1) Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (2) One-for-One
- (3) Not Applicable
- (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) Includes 3.785 shares acquire pursuant to a dividend reinvestment feature of the Mosaic Stock Fund, an investment alternative in the 401(k) Plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.