

PROKOPANKO JAMES T  
Form 4  
January 26, 2011

**FORM 4**

**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).

**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**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PROKOPANKO JAMES T**

(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)  
**01/25/2011**

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)  
**President and CEO**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)  | Price   |
| Common<br>stock                       | 01/25/2011                              |   | M                                    |   | 52,000   | A   | \$ 15.45  |
|                                       |   |   |                                      |   |  |   | 135,995   |
| Common<br>stock                       | 01/25/2011                              |   | S                                    |   | 52,000   | D   | \$ 74.6059  |
|                                       |   |   |                                      |   |  |   | 83,995  |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code                                    | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 15.45  | 01/25/2011                              |   | M                                       | 52,000   | <u>(5)</u>   | 08/04/2016         | Common<br>Stock   | 52,000                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 20.7   |   |   |   |  | <u>(5)</u>   | 02/01/2017         | Common<br>Stock   | 53,957                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 40.03  |   |   |   |  | <u>(5)</u>   | 08/02/2017         | Common<br>Stock   | 83,433                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 127.21   |   |   |   |  | <u>(3)</u>   | 07/31/2018         | Common<br>Stock   | 23,409                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>   |   |   |   |  | 07/31/2011   | <u>(2)</u>         | Common<br>Stock   | 12,578                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 52.72  |   |   |   |  | <u>(4)</u>   | 07/27/2019         | Common<br>Stock   | 48,077                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>   |   |   |   |  | 07/27/2012   | <u>(2)</u>         | Common<br>Stock   | 45,524                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.93  |   |   |   |  | <u>(6)</u>   | 07/27/2020         | Common<br>Stock   | 79,011                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>   |   |   |   |  | 07/27/2013   | <u>(2)</u>         | Common<br>Stock   | 43,401                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| PROKOPANKO JAMES T<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 | X             |           | President and CEO |       |

## Signatures

s/Richard L. Mack, Attorney-in-Fact for James T.  
Prokopanko

01/26/2011

\_\_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) 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.
- (4) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) This Stock Option is 100% exercisable.
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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