MACK RICHARD L

Form 4

January 28, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(City)

(State)

(Zip)

(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 MACK RICHARD L Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (First) (Last) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O THE MOSAIC 01/27/2011 below) COMPANY, 3033 CAMPUS **Executive Vice President** 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

(City)	(State)	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 3. 4. Sec Execution Date, if Transactior Dis any Code (Instr. (Month/Day/Year) (Instr. 8)			ed of (` ′	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/27/2011		M	10,384	A	\$ 15.04	48,307	D		
Common Stock	01/27/2011		M	10,000	A	\$ 17.29	58,307	D		
Common Stock	01/27/2011		S	20,384	D	\$ 78.645	37,923	D		

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. Transactic Code (Instr. 8)	5. Number of actionDerivative Securities 8) 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04	01/27/2011		M		10,384	<u>(3)</u>	10/29/2014	Common Stock	10,384
Stock Option (right to buy)	\$ 17.29	01/27/2011		M		10,000	(3)	08/01/2015	Common Stock	10,000
Stock Option (right to buy)	\$ 15.45						<u>(3)</u>	08/04/2016	Common Stock	47,319
Stock Option (Right to Buy)	\$ 40.03						(3)	08/02/2017	Common Stock	19,368
Stock Option (Right to Buy)	\$ 127.21						<u>(4)</u>	07/31/2018	Common Stock	5,486
Restricted Stock Units	\$ 0 (1)						07/31/2011	(2)	Common Stock	2,948
Stock Option (Right to Buy)	\$ 52.72						<u>(5)</u>	07/27/2019	Common Stock	10,216
Restricted Stock Units	\$ 0 (1)						07/27/2012	(2)	Common Stock	9,674

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Stock

Option (Right to \$44.93 (6) 07/27/2020 Common Stock 15,194

Buy)

Restricted Stock $\$0^{(1)}$ Common Stock

Units

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

Executive Vice President

8,346

Signatures

s/ Richard L. 01/28/2011 Mack

**Signature of Date
Reporting Person

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) This Stock Option is 100% exercisable.
- (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) 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.
- (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. 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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