

MOSAIC CO
Form 4
July 31, 2012

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 *
STRANGHOENER LAWRENCE W

(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)

07/27/2012

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 _____ Other (specify
below) below)
EVP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock								100	I	By Daughter
Common Stock								100	I	By Daughter
Common Stock								50	I	by Son
Common Stock	07/27/2012		M		13,657	A	\$ 0	108,124	D	
Common Stock	07/27/2012		F ⁽⁷⁾		4,466	D	\$ 58.73	103,658	D	

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04							<u>(3)</u>	10/29/2014	Common Stock	12,084
Stock Option (right to buy)	\$ 17.29							<u>(3)</u>	08/01/2015	Common Stock	64,935
Stock Option (right to buy)	\$ 15.45							<u>(3)</u>	08/04/2016	Common Stock	61,120
Stock Option (right to buy)	\$ 40.03							<u>(3)</u>	08/02/2017	Common Stock	25,328
Stock Option (Right to Buy)	\$ 127.21							<u>(3)</u>	07/31/2018	Common Stock	7,315
Stock Option (Right to Buy)	\$ 52.72							<u>(3)</u>	07/27/2019	Common Stock	14,423
Restricted Stock Units	\$ 0 <u>(1)</u>	07/27/2012		M		13,657		07/27/2012	<u>(2)</u>	Common Stock	13,657

Stock Option (Right to Buy)	\$ 44.93	<u>(4)</u>	07/27/2020	Common Stock	22,285
Restricted Stock Units	\$ 0 <u>(1)</u>		07/27/2013	<u>(2)</u>	Common Stock 12,241
Stock Option (Right to Buy)	\$ 70.62	<u>(5)</u>	07/21/2021	Common Stock	13,997
Restricted Stock Units	\$ 0 <u>(1)</u>		07/21/2014	<u>(2)</u>	Common Stock 6,136
Stock Option (Right to Buy)	\$ 57.62	<u>(6)</u>	07/19/2022	Common Stock	21,853
Restricted Stock Units	\$ 0 <u>(1)</u>		07/19/2015	<u>(2)</u>	Common Stock 8,678

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGHOENER LAWRENCE W C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			EVP & Chief Financial Officer	

Signatures

/s/Richard L. Mack, Attorney-in-Fact for Lawrence W.
Stranghoener

07/31/2012

 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) This Stock Option is 100% exercisable.

(4) 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.

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- (5) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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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