

Seaton David Thomas
Form 4
October 09, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Seaton David Thomas

(Last) (First) (Middle)

ATRIA CORPORATE CENTER,
SUITE E490, 3033 CAMPUS
DRIVE

(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)

10/04/2012

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. 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)
Common Stock	10/08/2012		M	(A) or (D) A	1,113 (7) \$ 0 2,122	D	

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)

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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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	10/08/2012		M	1,712 ⁽⁷⁾	⁽³⁾ ⁽²⁾	Common Stock	1,712
Restricted Stock Units	\$ 0 ⁽¹⁾					⁽⁴⁾ ⁽²⁾	Common Stock	1,381
Restricted Stock Units	\$ 0 ⁽¹⁾					⁽⁵⁾ ⁽²⁾	Common Stock	2,908
Restricted Stock Units	\$ 0 ⁽¹⁾	10/04/2012		A	2,813	⁽⁶⁾ ⁽²⁾	Common Stock	2,813

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Seaton David Thomas ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441	X

Signatures

/s/Richard L. Mack, Attorney-in-Fact for David T. Seaton 10/09/2012

 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) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (4) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.

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- (5) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (6) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.

The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was

- (7) made, elected to receive 35% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.

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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