

MOSAIC CO  
Form 4  
October 09, 2012

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LUMPKINS ROBERT L**

(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)  
**06/05/2012**

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. 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	10/04/2012		G	1,286 D \$ 0	1,936	I	By GRAT #2 dated September 1, 2009 <sup>(5)</sup>
Common Stock	10/04/2012		G	1,286 A \$ 0	1,286	D	
Common Stock					3,745	I	By GRAT #3 dated March 23, 2010

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Common Stock	06/05/2012	G	5,481	D	\$ 0	5,694	I	By GRAT #4 dated May 12, 2011 <sup>(9)</sup>
Common Stock	07/11/2012	G	8,648	A	\$ 0	8,648	I	By GRAT #5 dated June 25, 2012 <sup>(10)</sup>
Common Stock	10/08/2012	M	<u>2,397</u> <sup>(7)</sup>	A	\$ 0	3,683	D	
Common Stock	10/08/2012	G	3,683	D	\$ 0	0	D	
Common Stock	10/08/2012	G	3,683	A	\$ 0	3,683	I	Robert L. Lumpkins Revocable Trust

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

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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/08/2012		M	<u>3,423</u> <sup>(7)</sup>	<u>(3)</u>	<u>(2)</u>	Common Stock	3,423
Restricted Stock Units	\$ 0 <sup>(1)</sup>					<u>(4)</u>	<u>(2)</u>	Common Stock	2,763
Restricted Stock Units	\$ 0 <sup>(1)</sup>					<u>(6)</u>	<u>(2)</u>	Common Stock	4,878

Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/04/2012	A	4,719	<u>(8)</u>	<u>(2)</u>	Common Stock	4,719	\$
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUMPKINS ROBERT L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	X			

## Signatures

/s/Richard L. Mack, Attorney-in-Fact for Robert L. Lumpkins 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.
- (5) On October 4, 2012, the reporting person indirectly held 3,222 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #2"). On that date, 1,286 shares were distributed by GRAT #2 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 1,936 shares remained held by GRAT #2.
- (6) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (7) The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was made, elected to receive 30% 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.
- (8) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.
- (9) On June 5, 2012, the reporting person indirectly held 11,175 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #4). On that date, 5,481 of the shares were distributed by GRAT #4 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 5,694 shares remained held by GRAT #4.
- (10) This transaction involved a gift of securities by the reporting person to a grantor retained annuity trust dated June 26, 2012, for the benefit of himself and his daughter ("GRAT #5"). The reporting person's spouse serves as trustee of GRAT #5.

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.