

McLellan Richard N  
 Form 4  
 July 31, 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 \*  
 McLellan Richard N

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Sr Vice President-Commercial

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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |   |
| Common Stock                    | 07/27/2012                           |  | M                              | 6,259   | A   | \$ 0   | 17,514                            | D |
| Common Stock                    | 07/27/2012                           |  | F                              | 2,047   | D   | \$ 58.73   | 15,467                            | D |

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

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 (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 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   |                                      |  |                                |   | (1)  | 10/29/2014  | Common Stock | 21,593                     |
| Stock Option (right to Buy)                | \$ 17.29   |                                      |  |                                |   | (1)  | 08/01/2015  | Common Stock | 13,915                     |
| Stock Option (Right to Buy)                | \$ 15.45   |                                      |  |                                |   | (1)  | 08/04/2016  | Common Stock | 16,562                     |
| Stock Option (Right to Buy)                | \$ 40.03   |                                      |  |                                |   | (1)  | 08/02/2017  | Common Stock | 12,574                     |
| Stock Option (Right to Buy)                | \$ 127.21  |                                      |  |                                |   | (1)  | 07/31/2018  | Common Stock | 2,926                      |
| Stock Option (Right to Buy)                | \$ 52.72   |                                      |  |                                |   | (1)  | 07/27/2019  | Common Stock | 6,611                      |
| Restricted Stock Units                     | \$ 0 (2)   | 07/27/2012                           |  | M                              | 6,259   | 07/27/2012   | (3)   | Common Stock | 6,259                      |
| Stock Option (Right to Buy)                | \$ 44.93   |                                      |  |                                |   | (4)  | 07/27/2020  | Common Stock | 10,130                     |
|  | \$ 0 (2)   |                                      |  |                                |   | 07/27/2013   | (3)   |              | 5,564                      |

|                             |          |     |            |              |        |
|-----------------------------|----------|-----|------------|--------------|--------|
| Restricted Stock Units      |          |     |            | Common Stock |        |
| Stock Option (Right to Buy) | \$ 70.62 | (5) | 07/21/2021 | Common Stock | 6,460  |
| Restricted Stock Units      | \$ 0 (2) |     | 07/21/2014 | Common Stock | 2,832  |
| Stock Option (Right to Buy) | \$ 57.62 | (6) | 07/19/2022 | Common Stock | 11,655 |
| Restricted Stock Units      | \$ 0 (2) |     | 07/19/2015 | Common Stock | 4,628  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| McLellan Richard N<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 |               |           | Sr Vice<br>President-Commercial |       |

## Signatures

/s/ Richard L. Mack, Attorney in Fact for Richard N. McLellan

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) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (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.
- (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.

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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