

MOSAIC CO  
Form 4  
July 23, 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 \*  
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)  
07/19/2012

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)  
EVP & Chief Financial Officer

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				(A)	100	I	By Daughter
Common Stock				(A)	100	I	By Daughter
Common Stock				(A)	50	I	by Son
Common Stock				(D)	94,467	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)

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>(4)</u>	07/27/2019	Common Stock	14,423
Restricted Stock Units	\$ 0 <sup>(1)</sup>						07/27/2012	<u>(2)</u>	Common Stock 13,657
	\$ 44.93					<u>(5)</u>	07/27/2020		22,285

Stock Option (Right to Buy)	Restricted Stock Units	Exercise Price	Grant Date	Expiration Date	Quantity	Relationship	Common Stock	Quantity
	\$ 0 <sup>(1)</sup>		07/27/2013				Common Stock	12,241
	\$ 70.62			<sup>(6)</sup> 07/21/2021			Common Stock	13,997
	\$ 0 <sup>(1)</sup>		07/21/2014				Common Stock	6,136
	\$ 57.62	07/19/2012			A 21,853	<sup>(7)</sup> 07/19/2022	Common Stock	21,853
	\$ 0 <sup>(1)</sup>	07/19/2012			A 8,678	07/19/2015	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  
 07/23/2012  
 \*\*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 07/27/2009; 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 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) 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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