

MOSAIC CO

Form 4

October 12, 2010

**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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2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MACKAY HAROLD H**

(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)  
**10/07/2010**

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                         | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             |                                         | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                                         |                                                                            | 15,753                                                                                                             | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                               | (A)                                                            | (D)                                                                 |                                        |
| Stock<br>Option<br>(right to<br>buy)                | \$ 12.15                                                              |                                         |                                                             |                                         |                                                                                                                 | 10/22/2004                                                     | 05/10/2012                                                          | Common<br>Stock 4,800                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 9.75                                                               |                                         |                                                             |                                         |                                                                                                                 | 10/22/2004                                                     | 05/16/2013                                                          | Common<br>Stock 9,150                  |
| Stock<br>Option<br>(right to<br>buy)                | \$ 11.59                                                              |                                         |                                                             |                                         |                                                                                                                 | 10/22/2004                                                     | 05/14/2014                                                          | Common<br>Stock 7,800                  |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                 | <u>(3)</u>                                                     | <u>(2)</u>                                                          | Common<br>Stock 2,327                  |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>                                                   |                                         |                                                             |                                         |                                                                                                                 | <u>(4)</u>                                                     | <u>(2)</u>                                                          | Common<br>Stock 1,712                  |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>                                                   | 10/07/2010                              |                                                             | A                                       |                                                                                                                 | <u>(5)</u>                                                     | <u>(2)</u>                                                          | Common<br>Stock 1,381                  |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |       |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                  | Director      | 10% Owner | Officer | Other |
| MACKAY HAROLD H<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 | X             |           |         |       |

## Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Harold H.  
MacKay

10/12/2010

\_\_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 9, 2009. Vested shares will be delivered to the reporting person on October 9, 2011.
- (4) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (5) The restricted stock units vest on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.

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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