McLellan Richard N Form 4 August 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Middle)

(Zip)

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person
McLellan Richard N

(First)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

MOSAIC CO [MOS]

3. Date of Earliest Transaction

(Month/Day/Year) 07/31/2011

Director 10% Owner Other (specify

(Check all applicable)

X_ Officer (give title below) Sr Vice President-Commercial

C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

> (Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X Form filed by One Reporting Person Form filed by More than One Reporting

PLYMOUTH, MN 55441

							,	-,	-,
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Secur		•	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	15)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s)		
			Code V	Amount		Price	(Instr. 3 and 4)		
Common Stock	07/31/2011		M	2,358	A	\$0	12,028	D	
Common Stock	07/31/2011		F <u>(7)</u>	773	D	\$ 70.72	11,255	D	

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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 conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	/e Expiration Da (Month/Day/Y	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>(1)</u>	10/29/2014	Common Stock	21,593	
Stock Option (right to Buy)	\$ 17.29					<u>(1)</u>	08/01/2015	Common Stock	13,915	
Stock Option (Right to Buy)	\$ 15.45					<u>(1)</u>	08/04/2016	Common Stock	16,562	
Stock Option (Right to Buy)	\$ 40.03					<u>(1)</u>	08/02/2017	Common Stock	12,574	
Stock Option (Right to Buy)	\$ 127.21					<u>(1)</u>	07/31/2018	Common Stock	2,926	
Restricted Stock Units	\$ 0 (2)	07/31/2011		M	2,35	8 07/31/2011	(3)	Common Stock	2,358	
Stock Option (Right to Buy)	\$ 52.72					<u>(4)</u>	07/27/2019	Common Stock	6,611	
Restricted Stock Units	\$ 0 (2)					07/27/2012	(3)	Common Stock	6,259	
Stock Option	\$ 44.93					(5)	07/27/2020	Common Stock	10,130	

(Right to Buy)					
Restricted Stock Units	\$ 0 <u>(2)</u>	07/27/2013	(3)	Common Stock	5,564
Stock Option (Right to Buy)	\$ 70.62	<u>(6)</u>	07/21/2021	Common Stock	6,460
Restricted Stock Units	\$ 0 <u>(2)</u>	07/21/2014	(3)	Common Stock	2,832

Reporting Owners

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

Signatures

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

08/02/2011

**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 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/27/2010; 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) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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.

Reporting Owners 3