

MOSAIC CO  
Form 5  
July 06, 2012

# FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
05/31/2012

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
| Common Stock                    | 03/26/2012                           |                                                    | G(6)                           | 2,056 D                                                           | \$ 0 3,745                                                                                 | I                                                        | By GRAT #3 dated March 23, 2010            |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 3,222                                                                                      | I                                                        | By GRAT #2 dated September 1, 2009         |

|              |            |   |                  |       |   |      |        |   |                               |
|--------------|------------|---|------------------|-------|---|------|--------|---|-------------------------------|
| Common Stock | Â          | Â | Â                | Â     | Â | Â    | 11,175 | I | By GRAT #4 dated May 12, 2011 |
| Common Stock | 12/16/2011 | Â | G                | 4,655 | D | \$ 0 | 1,111  | D | Â                             |
| Common Stock | 03/26/2012 | Â | G <sup>(6)</sup> | 2,056 | A | \$ 0 | 3,167  | D | Â                             |

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

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SEC 2270 (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. Pri Deriv Secur (Instr  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable Expiration Date                         | Title                                                         | Amount or Number of Shares |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â <sup>(3)</sup> Â <sup>(2)</sup>                        | Common Stock                                                  | 3,423                      |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â <sup>(4)</sup> Â <sup>(2)</sup>                        | Common Stock                                                  | 2,763                      |
| Restricted Stock Units                     | \$ 0 <sup>(1)</sup>                                    | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â <sup>(5)</sup> Â <sup>(2)</sup>                        | Common Stock                                                  | 4,878                      |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |         |       |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                              | Director      | 10% Owner | Officer | Other |
| LUMPKINS ROBERT L<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490 | Â X           | Â         | Â       | Â     |

PLYMOUTH, MN 55441

## Signatures

s/Richard L. Mack, Attorney-in-Fact for Robert L.  
Lumpkins

07/06/2012

\_\_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 vest on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.
- (5) The restricted stock units vest on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.

- (6) On March 26, 2012, the reporting person indirectly held 5,801 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #3). On that date, 2,056 of the shares were distributed by GRAT #3 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 3,745 shares remained held by GRAT #3.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.