

MOSAIC CO
Form 5
July 15, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2015
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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)
05/31/2013

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 | Â | Â | Â | Â | 1,936 | I | By GRAT #2 dated September 1, 2009 |
| Common Stock | 03/26/2013 | Â | G ⁽⁵⁾ | 1,960 D | \$ 0 1,785 | I | By GRAT #3 dated March 23, 2010 |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|------|-------|---|------------------------------------|
| Common Stock | 03/26/2013 | Â | G ⁽⁵⁾ | 1,960 | A | \$ 0 | 5,643 | I | Robert L. Lumpkins Revocable Trust |
| Common Stock | 05/14/2013 | Â | G ⁽⁶⁾ | 4,251 | D | \$ 0 | 1,443 | I | By GRAT #4 dated May 12, 2011 |
| Common Stock | 05/14/2013 | Â | G ⁽⁶⁾ | 4,251 | A | \$ 0 | 9,894 | I | Robert L. Lumpkins Revocable Trust |
| Common Stock | Â | Â | Â | Â | Â | Â | 8,648 | I | By GRAT #5 dated June 25, 2012 |

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. Price or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â | Â ⁽³⁾ Â ⁽²⁾ | Common Stock | 2,763 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â | Â ⁽⁴⁾ Â ⁽²⁾ | Common Stock | 4,878 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â | Â ⁽⁷⁾ Â ⁽²⁾ | Common Stock | 4,719 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUMPKINS ROBERT L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441 | X | ^ | ^ | ^ |

Signatures

s/Richard L. Mack, Attorney-in-Fact for Robert L. Lumpkins 07/15/2013

**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 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.
- (4) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (5) On March 26, 2013, the reporting person indirectly held 3,745 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #3"). On that date, 1,960 of the shares were distributed by GRAT #3 to the Robert L. Lumpkins Revocable Trust in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 1,785 shares remained held by GRAT #3.
- (6) On May 14, 2013, the reporting person indirectly held 5,694 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #4"). On that date, 4,251 of the shares were distributed by GRAT #4 to the Robert L. Lumpkins Revocable Trust in satisfaction of an annuity to the reporting person and was exempt from reporting under Rule 16a-13, following which 1,443 shares remained held by GRAT #4.
- (7) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.

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.