

MOSAIC CO
Form 5
July 15, 2011

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)

2. Issuer Name and Ticker or Trading Symbol
MOSAIC CO [MOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2011

PLYMOUTH, MN 55441

(City) (State) (Zip)

4. If Amendment, Date Original Filed (Month/Day/Year)

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 | 10/11/2010 | ^ | G | 1,181 D \$ 0 | 4,333 | I | By GRAT #2 dated September 1, 2009 ⁽⁶⁾ |
| Common Stock | 02/25/2011 | ^ | G | 14,517 D \$ 0 | 0 | I | By GRAT #1 dated February 24, 2009 ⁽⁷⁾ |

| | | | | | | | | | |
|--------------|------------|---|------------------|--------|---|------|--------|---|--|
| Common Stock | 03/27/2011 | Â | G | 1,526 | D | \$ 0 | 5,801 | I | By GRAT #3 dated March 23, 2010 ⁽⁸⁾ |
| Common Stock | 05/17/2011 | Â | G ⁽⁹⁾ | 11,175 | A | \$ 0 | 11,175 | I | By GRAT #4 dated May 12, 2011 |

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

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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 ⁽¹⁾ | Â | Â | Â | Â Â | Â ⁽³⁾ Â ⁽²⁾ | Common Stock | 4,655 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â Â | Â ⁽⁴⁾ Â ⁽²⁾ | Common Stock | 3,423 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â Â | Â ⁽⁵⁾ Â ⁽²⁾ | Common Stock | 2,763 |

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 | Â X | Â | Â | Â |

PLYMOUTH, MN 55441

Signatures

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

07/15/2011

____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) 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.

(6) On October 11, 2010, the reporting person indirectly held 5,514 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #2). On that date, 1,181 of the shares were distributed by GRAT #2 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 4,333 shares remained held by GRAT #2.

(7) On February 25, 2011, the reporting person indirectly held 14,517 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #1"). On that date and upon termination of GRAT #1, 9,297 of the shares were distributed to the reporting person's adult daughter, which distribution was exempt from reporting under rule 16b-5; and 5,220 shares were distributed by GRAT #1 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13.

(8) On March 23, 2010, the reporting person contributed 7,327 shares of MOS common stock to a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #3). On March 27, 2011, 1,526 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 5,801 shares remained held by GRAT #3.

(9) This transaction involved a gift of securities by the reporting to a grantor retained annuity trust dated May 12, 2011, for the benefit of himself and his daughter ("GRAT #4") and was exempt from reporting under Rule 16a-13. The reporting person's spouse serves as trustee of GRAT #4.

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.