McLellan Richard N Form 4 July 28, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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(b).

(Last)

(City)

Stock

Form 5

(Print or Type Responses)

C/O THE MOSAIC

1. Name and Address of Reporting Person \* McLellan Richard N

2. Issuer Name and Ticker or Trading

Symbol

MOSAIC CO [MOS]

(First) (Middle)

(Month/Day/Year)

3. Date of Earliest Transaction

07/27/2010

Director 10% Owner X\_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

below) Sr Vice President-Commercial

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)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

Issuer

PLYMOUTH, MN 55441

(State)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price Common

7,149 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: McLellan Richard N - Form 4

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. Transactic Code (Instr. 8)	5. Number of stiorDerivative Securities b) 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)	
				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>(4)</u>	08/02/2017	Common Stock	12,574
Restricted Stock Units	\$ 0 (2)						08/02/2010	<u>(3)</u>	Common Stock	3,747
Stock Option (Right to Buy)	\$ 127.21						<u>(5)</u>	07/31/2018	Common Stock	2,926
Restricted Stock Units	\$ 0 (2)						07/31/2011	<u>(3)</u>	Common Stock	2,358
Stock Option (Right to Buy)	\$ 52.72						<u>(6)</u>	07/27/2019	Common Stock	6,611
Restricted Stock Units	\$ 0 (2)						07/27/2012	<u>(3)</u>	Common Stock	6,259
Stock Option	\$ 44.93	07/27/2010		A	10,130		<u>(7)</u>	07/27/2020	Common Stock	10,130

(Right to Buy)

Restricted

Stock \$0 (2) 07/27/2010 A 5,564 07/27/2013 (3) Common Stock 5,564

Units

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McLellan Richard N

C/O THE MOSAIC COMPANY Sr Vice

3033 CAMPUS DRIVE, SUITE E490 President-Commercial

PLYMOUTH, MN 55441

## **Signatures**

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

07/28/2010

\*\*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) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (4) Grant Date 08/02/2007; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) 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.

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.

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