

Davis Gary N.  
Form 4  
July 23, 2012

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Davis Gary N.

(Last) (First) (Middle)

ATRIA CORPORATE CENTER,  
SUITE E490, 3033 CAMPUS  
DRIVE

(Street)

PLYMOUTH, MN 55441

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/19/2012

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)  
Sr VP - Phosphate Operations

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		
Common Stock					19,420	D	

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.45							<u>(1)</u>	08/04/2016	Common Stock	4,718
Stock Option (Right to Buy)	\$ 40.03							<u>(1)</u>	08/02/2017	Common Stock	10,429
Stock Option (Right to Buy)	\$ 127.21							<u>(1)</u>	07/31/2018	Common Stock	2,195
Stock Option (Right to Buy)	\$ 52.72							<u>(4)</u>	07/27/2019	Common Stock	4,507
Restricted Stock Units	\$ 0 <u>(2)</u>							07/27/2012	<u>(3)</u>	Common Stock	2,845
Stock Option (Right to Buy)	\$ 44.93							<u>(5)</u>	07/27/2020	Common Stock	10,130
Restricted Stock Units	\$ 0 <u>(2)</u>							07/27/2013	<u>(3)</u>	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	<u>(3)</u>	Common Stock	2,832
Stock Option	\$ 57.62	07/19/2012		A		10,198		<u>(7)</u>	07/19/2022	Common Stock	10,198

