#### PROKOPANKO JAMES T

Form 4

August 02, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* PROKOPANKO JAMES T

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First)

(Middle)

(Zip)

MOSAIC CO [MOS]

(Check all applicable)

C/O THE MOSAIC COMPANY, 3033 CAMPUS

DRIVE, SUITE E490

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

07/31/2011

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

President and CEO

(Street)

(State)

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

PLYMOUTH, MN 55441

		Tuble 1 Tront Bettrutive Becatities required, Bisposed 61, 61 Beneficially 6 whea							y o which
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	ction Date 2A. Deemed 3.  Day/Year) Execution Date, if Transactic Code (Month/Day/Year) (Instr. 8)				` '		Ownership Form: Direct	7. Nature of Indirect Beneficial Ownership
			Code V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	Indirect (I) (Instr. 4)	(Instr. 4)
Common stock	07/31/2011		M	12,578	A	\$ 0	96,573	D	
Common Stock	07/31/2011		F <u>(7)</u>	5,371	D	\$ 70.72	91,202	D	

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

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# $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Secu Acqu or D: (D)	rities nired (A) isposed of r. 3, 4,	Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (right to buy)	\$ 15.45						<u>(4)</u>	08/04/2016	Common Stock	129,38
Stock Option (Right to Buy)	\$ 20.7						<u>(4)</u>	02/01/2017	Common Stock	53,951
Stock Option (Right to Buy)	\$ 40.03						<u>(4)</u>	08/02/2017	Common Stock	83,433
Stock Option (Right to Buy)	\$ 127.21						<u>(4)</u>	07/31/2018	Common Stock	23,409
Resticted Stock Units	\$ 0 (1)	07/31/2011		M		12,578	07/31/2011	<u>(2)</u>	Common Stock	12,578
Stock Option (Right to Buy)	\$ 52.72						(3)	07/27/2019	Common Stock	48,077
Restricted Stock Units	\$ 0 (1)						07/27/2012	<u>(2)</u>	Common Stock	45,524
Stock Option (Right to Buy)	\$ 44.93						<u>(5)</u>	07/27/2020	Common Stock	79,011
Restricted Stock Units	\$ 0 (1)						07/27/2013	(2)	Common Stock	43,401

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Stock Option (Right to Buy)	\$ 70.62	<u>(6)</u>	07/21/2021	Common Stock	47,373
Restricted Stock Units	\$ 0 (1)	07/21/2014	(2)	Common Stock	20,768

Relationships

08/02/2011

### **Reporting Owners**

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	
PROKOPANKO JAMES T					
C/O THE MOSAIC COMPANY	X		President and CEO		
3033 CAMPUS DRIVE, SUITE E490	Λ		Tresident and CEO		

PLYMOUTH, MN 55441 **Signatures** 

s/Richard L. Mack, Attorney-in-Fact for James T. Prokopanko

> Date \*\*Signature of Reporting Person

### **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
- Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and (3) on each anniversary thereafter.
- This Stock Option is 100% exercisable.
- Grant Date 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and (5)on each anniversary thereafter.
- Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and (6)on each anniversary thereafter.
- (7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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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