BRAUSEN ANTHONY T

Form 4 July 31, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person ** BRAUSEN ANTHONY T			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
		(Middle)	MOSAIC CO [MOS]	(Check	all applicable)		
(Last)	(First)		3. Date of Earliest Transaction	()			
			(Month/Day/Year)	Director	10% Owner		

07/27/2012

Director 10% Owner X_ Officer (give title Other (specify below) Senior VP -Finance

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

(Street)

(State)

(Zin)

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

PLYMOUTH, MN 55441

(City)

(City)	(State) (Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/27/2012		M	3,319	A	\$ 0	9,026	D	
Common Stock	07/27/2012		F(7)	1,086	D	\$ 58.73	7,940	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. Transacti Code (Instr. 8)	5. Numborof Deriv Securities Acquired (A) or Disposed (D) (Instr. 3, and 5)	vative es d d of	6. Date Exerci Expiration Dat (Month/Day/Y	e	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)	\$ 16.03						(3)	02/27/2016	Common Stock	7,800
Stock Option (Right to Buy)	\$ 15.45						<u>(3)</u>	08/04/2016	Common Stock	19,716
Stock Option (Right to Buy)	\$ 40.03						<u>(3)</u>	08/02/2017	Common Stock	11,323
Stock Option (Right to Buy)	\$ 127.21						<u>(3)</u>	07/31/2018	Common Stock	2,195
Stock Option (Right to Buy	\$ 52.72						(3)	07/27/2019	Common Stock	5,258
Restricted Stock Units	\$ 0 (1)	07/27/2012		M	3,	319	07/27/2012	(2)	Common Stock	3,319
Stock Option (Right to Buy)	\$ 44.93						<u>(4)</u>	07/27/2020	Common Stock	5,105
Restricted Stock Units	\$ 0 (1)						07/27/2013	(2)	Common Stock	4,986
Stock Option	\$ 70.62						(5)	07/21/2021	Common Stock	4,307

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(Right to Buy)					
Restricted Stock Units	\$ 0 <u>(1)</u>	07/21/2014	(2)	Common Stock	1,888
Stock Option (Right to Buy)	\$ 57.62	<u>(6)</u>	07/19/2022	Common Stock	7,284
Restricted Stock Units	\$ 0 <u>(1)</u>	07/19/2015	(2)	Common Stock	2,893

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BRAUSEN ANTHONY T C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Senior VP -Finance

Signatures

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

Brausen 07/31/2012

**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) This Stock Option is 100% exercisable.
- (4) 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.
- (5) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and 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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