

O'Rourke James Calvin  
Form 4  
July 23, 2012

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
O'Rourke James Calvin

(Last) (First) (Middle)

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

(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  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
EVP & Chief Operating Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | (A)<br>or<br>(D)         | Code V Amount (D) Price                                                    |                                                                                                                    |                                                                      |                                                                   |
| Common<br>Stock                       |                                         |                                                             |                          |                                                                            | 9,219                                                                                                              | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                 |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|-----------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 52.72                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(3)</u>                                                          | 07/27/2019         | Common<br>Stock | 12,019                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>                                                       |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/27/2012                                                          | <u>(2)</u>         | Common<br>Stock | 11,381                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.93                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(4)</u>                                                          | 07/27/2020         | Common<br>Stock | 20,259                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>                                                       |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/27/2013                                                          | <u>(2)</u>         | Common<br>Stock | 11,128                              |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 70.62                                                              |                                         |                                                             |                                         |                                                                                                              |                                                                |     | <u>(5)</u>                                                          | 07/21/2021         | Common<br>Stock | 16,150                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>                                                       |                                         |                                                             |                                         |                                                                                                              |                                                                |     | 07/21/2014                                                          | <u>(2)</u>         | Common<br>Stock | 7,080                               |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 57.62                                                              | 07/19/2012                              |                                                             | A                                       |                                                                                                              | 27,681                                                         |     | <u>(6)</u>                                                          | 07/19/2022         | Common<br>Stock | 27,681                              |
| Restricted<br>Stock<br>Units                        | \$ 0 <u>(1)</u>                                                       | 07/19/2012                              |                                                             | A                                       |                                                                                                              | 10,992                                                         |     | 07/19/2015                                                          | <u>(2)</u>         | Common<br>Stock | 10,992                              |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                                   |
|--------------------------------|-------------------------------------------------|
|                                | Director      10% Owner      Officer      Other |
| O'Rourke James Calvin          | EVP & Chief                                     |

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

Operating  
Officer

## Signatures

/s/ Richard L. Mack, Attorney-in-Fact for James C.  
O'Rourke

07/23/2012

                     \*\*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) 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.
- (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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