

MOSAIC CO
Form 5/A
October 09, 2012

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
COCHRAN PHYLLIS E

(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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
05/31/2012

4. If Amendment, Date Original Filed (Month/Day/Year)
07/06/2012

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 11/20/2008 | ^ | L5 | (A) Amount 2.1008 (6) Price \$ 33.88 | 1,002.1008 | I | By Husband |
| Common Stock | 02/19/2009 | ^ | L5 | (A) Amount 1.2102 (6) Price \$ 41.35 | 1,003.311 | I | By Husband |
| Common Stock | 05/21/2009 | ^ | L5 | (A) Amount 0.902 (6) Price \$ 45.53 | 1,004.213 | I | By Husband |
| Common Stock | 08/20/2009 | ^ | L4 | (A) Amount 0.9149 (6) Price \$ 54.39 | 1,005.1279 | I | By Husband |

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| | | | | | | | | | |
|--------------|------------|---|----|---------------|---|----------|------------|---|------------|
| Common Stock | 11/19/2009 | Â | L5 | 0.9409 (6) | A | \$ 49.49 | 1,006.0688 | I | By Husband |
| Common Stock | 02/18/2010 | Â | L5 | 0.8271 (6) | A | \$ 54.01 | 1,006.8959 | I | By Husband |
| Common Stock | 05/20/2010 | Â | L5 | 1.1005 (6) | A | \$ 45.74 | 1,007.9964 | I | By Husband |
| Common Stock | 08/20/2010 | Â | L4 | 0.8932 (6) | A | \$ 56.43 | 1,008.8896 | I | By Husband |
| Common Stock | 11/19/2010 | Â | L5 | 0.7343 (6) | A | \$ 68.69 | 1,009.6239 | I | By Husband |
| Common Stock | 02/18/2011 | Â | L5 | 0.5887 (6) | A | \$ 85.75 | 1,010.2126 | I | By Husband |
| Common Stock | 05/03/2011 | Â | L5 | 0.6937 (6) | A | \$ 72.81 | 1,010.9063 | I | By Husband |
| Common Stock | 08/19/2011 | Â | L4 | 0.7665 (6) | A | \$ 65.95 | 1,011.6728 | I | By Husband |
| Common Stock | 11/18/2011 | Â | L | 0.9606 (6) | A | \$ 52.66 | 1,012.6334 | I | By Husband |
| Common Stock | 02/17/2012 | Â | L | 0.9096 (6) | A | \$ 55.66 | 1,013.543 | I | By Husband |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,839 | D | Â |

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

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(9-02)

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

| 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) | 8. Pri Deriv Secur (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock | \$ 0 (1) | Â | Â | Â | Â Â | Â (3) Â (2) | Common Stock | 1,712 |

Units

Restricted

| | | | | | | | | | | | | |
|-------|---------------------|---|---|---|---|---|---|------------------|------------------|--------------|-------|---|
| Stock | \$ 0 ⁽¹⁾ | Â | Â | Â | Â | Â | Â | Â ⁽⁴⁾ | Â ⁽²⁾ | Common Stock | 1,381 | Â |
|-------|---------------------|---|---|---|---|---|---|------------------|------------------|--------------|-------|---|

Units

Restricted

| | | | | | | | | | | | | |
|-------|---------------------|---|---|---|---|---|---|------------------|------------------|--------------|-------|---|
| Stock | \$ 0 ⁽¹⁾ | Â | Â | Â | Â | Â | Â | Â ⁽⁵⁾ | Â ⁽²⁾ | Common Stock | 2,908 | Â |
|-------|---------------------|---|---|---|---|---|---|------------------|------------------|--------------|-------|---|

Units

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

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

Â X Â Â Â

Signatures

/s/ Richard L. Mack, Attorney in Fact for Phyllis E.
Cochran

10/09/2012

**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) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.
- (4) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.
- (5) The restricted stock units vest on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (6) These shares were originally reported reported as owned directly by the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.