

MOSAIC CO
Form 4
October 13, 2009

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 *
LUMPKINS ROBERT L

(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)
08/05/2009

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)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/05/2009 | | G ⁽³⁾ | 21,844 A | \$ 0 21,844 | I | By GRAT #1 dated February 24, 2009 |
| Common Stock | 09/28/2009 | | G ⁽⁴⁾ | 5,514 A | \$ 0 5,514 | I | By GRAT #2 dated September 1, 2009 |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | 08/02/2010 | Common Stock | 3,248 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | ⁽⁵⁾ | Common Stock | 4,655 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 10/08/2009 | | A | 3,423 | ⁽⁶⁾ | Common Stock | 3,423 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| LUMPKINS ROBERT L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441 | | X | | |

Signatures

s/Richard L. Mack, Attorney-in-Fact for Robert L. Lumpkins

10/13/2009

 **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

On February 25, 2009, the reporting person contributed 21,844 shares of common stock of The Mosaic Company to a grantor retained annuity trust dated February 24, 2009, for the benefit of himself and his daughter ("GRAT #1"). At the time of contribution, the reporting person served as trustee of GRAT #1; on August 5, 2009, the reporting person's spouse became the successor trustee of GRAT #1. This transaction involved the gift of securities to the spouse of the reporting person as successor trustee of GRAT #1 on the date of her acceptance as successor trustee.

- (3) This transaction involved a gift of securities by the reporting person to a grantor retained annuity trust dated September 1, 2009, for the benefit of himself and his daughter ("GRAT #2"). The reporting person's spouse serves as trustee of GRAT #2.
- (4) The restricted stock units vested on October 9, 2009. Vested shares will be delivered to the reporting person on October 9, 2011.
- (5) The restricted stock units vest on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.

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.