

GRABER WILLIAM R
Form 4
October 11, 2011

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 *
GRABER WILLIAM R

(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)
10/06/2011

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 10/09/2011 | | M | 1,396 (6) A \$ 0 | 18,949 | D | |

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

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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 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. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 10/09/2011 | | M | 2,327 ⁽⁶⁾ | ⁽³⁾ | ⁽²⁾ | Common Stock | 2,327 \$ |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | ⁽⁴⁾ | ⁽²⁾ | Common Stock | 1,712 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | ⁽⁵⁾ | ⁽²⁾ | Common Stock | 1,381 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 10/06/2011 | | A | 2,908 | ⁽⁷⁾ | ⁽²⁾ | Common Stock | 2,908 \$ |

Reporting Owners

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

Signatures

/s/Richard L. Mack, Attorney-in-Fact for William R. Graber
Date: 10/11/2011

__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 9, 2009. Vested shares will be delivered to the reporting person on October 9, 2011.

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(4) The restricted stock units vested on October 8, 2010. Vested shares will be delivered to the reporting person on October 8, 2012.

(5) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.

The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was

(6) made, elected to receive 40% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.

(7) The restricted stock units vest on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.

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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