

MOSAIC CO
Form 5
July 06, 2012

FORM 5

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).
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

OMB APPROVAL

OMB
Number: 3235-0362
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1. Name and Address of Reporting Person *
LUMPKINS ROBERT L

(Last) (First) (Middle)

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

(Street)

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Reporting

(check applicable line)

PLYMOUTH, MN 55441

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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) | (A) or (D) | Price | 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 | Â | Â | Â | Â | Â | Â | 3,222 | I | By GRAT #2 dated September 1, 2009 |
| Common Stock | 03/26/2012 | Â | G(6) | 2,056 | D | \$ 0 | 3,745 | I | By GRAT #3 dated March 23, 2010 |

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| | | | | | | | | | |
|--------------|------------|---|------------------|-------|---|------|--------|---|-------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 11,175 | I | By GRAT #4 dated May 12, 2011 |
| Common Stock | 12/16/2011 | Â | G | 4,655 | D | \$ 0 | 1,111 | D | Â |
| Common Stock | 03/26/2012 | Â | G ⁽⁶⁾ | 2,056 | A | \$ 0 | 3,167 | 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. Price or Amount of Derivative Security (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â Â | Â ⁽³⁾ Â ⁽²⁾ | Common Stock | 3,423 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â Â | Â ⁽⁴⁾ Â ⁽²⁾ | Common Stock | 2,763 |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | Â | Â | Â | Â Â | Â ⁽⁵⁾ Â ⁽²⁾ | Common Stock | 4,878 |

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 | Â X | Â | Â | Â |

PLYMOUTH, MN 55441

Signatures

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

07/06/2012

____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 vest 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) On March 26, 2012, the reporting person indirectly held 5,801 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #3). On that date, 2,056 of the shares were distributed by GRAT #3 to reporting person in satisfaction of an annuity to reporting person and was exempt from reporting under Rule 16a-13, following which 3,745 shares remained held by GRAT #3.

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.