MOSAIC CO
Form 5
July 06, 2012

FORM 5

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

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

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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

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

(Last) (First) (Middle)

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

(Street)

PLYMOUTH,Â MNÂ 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)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 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)
				Amount	(A) or (D)	Price			
Common Stock	11/20/2008	Â	L5	1.3488	A	$ 33.88	1,001.3488	D	Â
Common Stock	02/19/2009	Â	L5	1.0843	A	$ 41.35	1,002.4331	D	Â
Common Stock	05/21/2009	Â	L5	0.9744	A	$ 45.53	1,003.4075	D	Â
Common Stock	08/20/2009	Â	L4	0.796	A	$ 54.39	1,004.2035	D	Â

Common Stock	11/19/2009	Â	L5	0.8883	A	$ 49.49	4,893.0918	D	Â
Common Stock	02/18/2010	Â	L5	0.8041	A	$ 54.01	4,893.8959	D	Â
Common Stock	05/20/2010	Â	L5	1.1005	A	$ 45.74	4,894.9964	D	Â
Common Stock	08/20/2010	Â	L4	0.8932	A	$ 56.43	6,519.8896	D	Â
Common Stock	11/19/2010	Â	L5	0.7343	A	$ 68.69	6,520.6239	D	Â
Common Stock	02/18/2011	Â	L5	0.5887	A	$ 85.75	6,521.2126	D	Â
Common Stock	05/03/2011	Â	L5	0.6937	A	$ 72.81	6,521.9063	D	Â
Common Stock	08/19/2011	Â	L4	0.7665	A	$ 65.95	6,522.6728	D	Â
Common Stock	11/18/2011	Â	L	0.9606	A	$ 52.66	8,850.6334	D	Â
Common Stock	02/17/2012	Â	L	0.9096	A	$ 55.66	8,851.543	D	Â

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

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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 Units	$ 0 (1)	Â	Â	Â	Â	Â	Â (3)	Â (2)	Common Stock	1,712	Â
	$ 0 (1)	Â	Â	Â	Â	Â	Â (4)	Â (2)		1,381	Â

Restricted Stock Units										Common Stock		
Restricted Stock Units	$ 0 (1)	Â	Â	Â	Â	Â	Â (5)	Â (2)		Common Stock	2,908	Â

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,Â MNÂ 55441	Â X	Â	Â	Â

Signatures

Phyllis E. Cochran	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 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.

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