

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

**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 <sup>(3)</sup>	21,844 A	\$ 0 21,844	I	By GRAT #1 dated February 24, 2009
Common Stock	09/28/2009		G <sup>(4)</sup>	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. Derivative Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Restricted Stock Units	\$ 0 <sup>(1)</sup>					08/02/2010	<sup>(2)</sup>	Common Stock	3,248
Restricted Stock Units	\$ 0 <sup>(1)</sup>					<sup>(5)</sup>	<sup>(2)</sup>	Common Stock	4,655
Restricted Stock Units	\$ 0 <sup>(1)</sup>	10/08/2009		A	3,423	<sup>(6)</sup>	<sup>(2)</sup>	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.