

REDDING CINDY C  
Form 4  
January 31, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2011  
Estimated average burden hours per response... 0.5

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 \*  
REDDING CINDY C

(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)  
01/28/2011

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)  
VP-Human Resources

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                    |                                      |                                                    |                                |                                                                   | 1,042.2 <sup>(7)</sup>                                                                        | I                                                        | By 401(k) Plan                                        |
| Common Stock                    | 01/28/2011                           |                                                    | M                              | 8,194 A                                                           | \$ 40.03 12,186                                                                               | D                                                        |                                                       |
| Common Stock                    | 01/28/2011                           |                                                    | S                              | 8,194 D                                                           | \$ 79.0549 3,992                                                                              | D                                                        |                                                       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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) | Amount or Number of Shares |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                      | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 40.03                                               | 01/28/2011                           |                                                    | M                              | 8,194                                                                                   | <u>(6)</u>                                               | 08/02/2017                                                    | Common Stock               | 8,194                      |
| Stock Option (Right to Buy)                | \$ 127.21                                              |                                      |                                                    |                                |                                                                                         | <u>(3)</u>                                               | 07/31/2018                                                    | Common Stock               | 2,560                      |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>                                        |                                      |                                                    |                                |                                                                                         | 07/31/2011                                               | <u>(2)</u>                                                    | Common Stock               | 1,376                      |
| Stock Option (Right to Buy)                | \$ 52.72                                               |                                      |                                                    |                                |                                                                                         | <u>(4)</u>                                               | 07/27/2019                                                    | Common Stock               | 5,409                      |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>                                        |                                      |                                                    |                                |                                                                                         | 07/27/2012                                               | <u>(2)</u>                                                    | Common Stock               | 5,121                      |
| Stock Option (Right to Buy)                | \$ 44.93                                               |                                      |                                                    |                                |                                                                                         | <u>(5)</u>                                               | 07/27/2020                                                    | Common Shares              | 8,104                      |
| Restricted Stock Units                     | \$ 0 <u>(1)</u>                                        |                                      |                                                    |                                |                                                                                         | 07/27/2013                                               | <u>(2)</u>                                                    | Common Shares              | 4,451                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

REDDING CINDY C  
C/O THE MOSAIC COMPANY  
3033 CAMPUS DRIVE, SUITE E490  
PLYMOUTH, MN 55441

VP-Human Resources

## Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Cindy C.  
Redding

01/31/2011

\_\_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) Grant Date 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (4) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) This Stock Option is 100% exercisable.
- (7) Includes 0.695 shares acquire pursuant to a dividend reinvestment feature of the Mosaic Stock Fund, an investment alternative in the 401(k) Plan.

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.