

MOSAIC CO

Form 5/A

October 09, 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: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
COCHRAN PHYLLIS E

(Last)

(First)

(Middle)

2. Issuer Name **and** Ticker or Trading
Symbol
MOSAIC CO [MOS]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director☐ 10% Owner☐ Officer (give title
below)☐ Other (specify
below)C/O THE MOSAIC
COMPANY, 3033 CAMPUS
DRIVE, SUITE E490

(Street)

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
05/31/20124. If Amendment, Date Original
Filed(Month/Day/Year)

07/06/2012

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)	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	11/20/2008	Â	L5	Amount 2.1008 (6) (A) or (D) Price \$ 33.88	1,002.1008	I	By Husband
Common Stock	02/19/2009	Â	L5	1.2102 (6) (A) \$ 41.35	1,003.311	I	By Husband
Common Stock	05/21/2009	Â	L5	0.902 (6) (A) \$ 45.53	1,004.213	I	By Husband
Common Stock	08/20/2009	Â	L4	0.9149 (6) (A) \$ 54.39	1,005.1279	I	By Husband

Edgar Filing: MOSAIC CO - Form 5/A

Common Stock	11/19/2009	Â	L5	0.9409 (6)	A	\$ 49.49	1,006.0688	I	By Husband
Common Stock	02/18/2010	Â	L5	0.8271 (6)	A	\$ 54.01	1,006.8959	I	By Husband
Common Stock	05/20/2010	Â	L5	1.1005 (6)	A	\$ 45.74	1,007.9964	I	By Husband
Common Stock	08/20/2010	Â	L4	0.8932 (6)	A	\$ 56.43	1,008.8896	I	By Husband
Common Stock	11/19/2010	Â	L5	0.7343 (6)	A	\$ 68.69	1,009.6239	I	By Husband
Common Stock	02/18/2011	Â	L5	0.5887 (6)	A	\$ 85.75	1,010.2126	I	By Husband
Common Stock	05/03/2011	Â	L5	0.6937 (6)	A	\$ 72.81	1,010.9063	I	By Husband
Common Stock	08/19/2011	Â	L4	0.7665 (6)	A	\$ 65.95	1,011.6728	I	By Husband
Common Stock	11/18/2011	Â	L	0.9606 (6)	A	\$ 52.66	1,012.6334	I	By Husband
Common Stock	02/17/2012	Â	L	0.9096 (6)	A	\$ 55.66	1,013.543	I	By Husband
Common Stock	Â	Â	Â	Â	Â	Â	7,839	D	Â

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 displays a currently valid OMB control number.

SEC 2270
(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	\$ 0 (1)	Â	Â	Â	Â Â	Â (3) Â (2)	Common Stock	1,712

Units

Restricted

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

Restricted

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

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, MN 55441

Â X Â Â Â

Signatures

/s/ Richard L. Mack, Attorney in Fact for Phyllis E.
Cochran

10/09/2012

 **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.

(6) These shares were originally reported reported as owned directly by the reporting person.

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.