

Kaplan Mark Eric
Form 3
August 10, 2011

FORM 3

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

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *

Â Kaplan Mark Eric

(Last) (First) (Middle)

ATRIA CORPORATE
CENTER, SUITE E490,Â 3033
CAMPUS DRIVE

(Street)

PLYMOUTH,Â MNÂ 55441

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/01/2011

3. Issuer Name **and** Ticker or Trading Symbol
MOSAIC CO [MOS]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
VP - Public Affairs

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

1,213

D Â

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------------|---------------------|--------------------|--------------|----------------------------------|-----------|--|---|
| Stock Option (Right to Buy) | Â (1) | 07/31/2018 | Common Stock | 1,646 | \$ 127.21 | D | Â |
| Stock Option (Right to Buy) | Â (2) | 07/27/2019 | Common Stock | 3,125 | \$ 52.72 | D | Â |
| Restricted Stock Units | 07/27/2012 | Â (3) | Common Stock | 1,062 | \$ 0 (4) | D | Â |
| Stock Option (Right to Buy) | Â (5) | 07/27/2020 | Common Stock | 3,545 | \$ 44.93 | D | Â |
| Restricted Stock Units | 07/27/2013 | Â (3) | Common Stock | 1,947 | \$ 0 (4) | D | Â |
| Stock Option (Right to Buy) | Â (6) | 07/21/2021 | Common Stock | 3,768 | \$ 70.62 | D | Â |
| Restricted Stock Units | 07/21/2014 | Â (3) | Common Stock | 1,652 | \$ (4) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kaplan Mark Eric ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441 | Â | Â | Â VP - Public Affairs | Â |

Signatures

/s/ Richard L. Mack, Attorney-in-fact for Mark E. Kaplan

08/10/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) This Stock Option is 100% exercisable.

(2) 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.

(3) Not Applicable

(4) One-for-One

(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) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

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

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