

Seaton David Thomas
 Form 4
 October 09, 2012

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 *
 Seaton David Thomas

(Last) (First) (Middle)

ATRIA CORPORATE CENTER,
 SUITE E490, 3033 CAMPUS
 DRIVE

(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)
 10/04/2012

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 Ownership (Instr. 4)
Common Stock	10/08/2012		M	(A) or (D) A	1,113 (7) \$ 0 2,122	D	

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

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SEC 1474 (9-02)

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

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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	
				Code	V	(A)	(D)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽¹⁾	10/08/2012		M		<u>(3)</u>	<u>(2)</u>	Common Stock	1,712
Restricted Stock Units	\$ 0 ⁽¹⁾					<u>(4)</u>	<u>(2)</u>	Common Stock	1,381
Restricted Stock Units	\$ 0 ⁽¹⁾					<u>(5)</u>	<u>(2)</u>	Common Stock	2,908
Restricted Stock Units	\$ 0 ⁽¹⁾	10/04/2012		A	2,813	<u>(6)</u>	<u>(2)</u>	Common Stock	2,813

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaton David Thomas ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441	X			

Signatures

/s/Richard L. Mack, Attorney-in-Fact for David T. Seaton 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.

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- (5) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (6) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.

The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was made, elected to receive 35% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.

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.