

Davis Gary N.  
Form 3  
June 04, 2010

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Davis Gary N.		(Month/Day/Year)	MOSAIC CO [MOS]	
(Last)	(First)	06/01/2010	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ATRIA CORPORATE			(Check all applicable)	
CENTER, SUITE E490,Â 3033			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CAMPUS DRIVE			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(Street)			(give title below) (specify below)	
			VP - Phosphate Operations	
PLYMOUTH,Â MNÂ 55441			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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	17,084	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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**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)	08/04/2016	Common Stock	12,618	\$ 15.45	D	Â
Stock Option (Right to Buy)	Â (2)	08/02/2017	Common Stock	10,429	\$ 40.03	D	Â
Restricted Stock Units	08/02/2010	Â (3)	Common Stock	2,498	\$ 0 (4)	D	Â
Stock Option (Right to Buy)	Â (5)	07/31/2018	Common Stock	2,195	\$ 127.21	D	Â
Restricted Stock Units	07/31/2011	Â (3)	Common Stock	786	\$ 0 (4)	D	Â
Stock Option (Right to Buy)	Â (6)	07/27/2019	Common Stock	4,507	\$ 52.72	D	Â
Restricted Stock Units	07/27/2012	Â (3)	Common Stock	2,845	\$ 0 (4)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Gary N. ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441	Â	Â	Â VP - Phosphate Operations	Â

## Signatures

/s/Richard L. Mack, Attorney-in-Fact for Gary N. Davis

06/04/2010

\*\*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 08/02/2007; 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 07/31/2008; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(6) Grant Date 07/27/2009; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

^

**Remarks:**

EXHIBIT^ 24:^ ^ Power^ of^ Attorney^ attached

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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