FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVID APPROVAL									
OMB Numb	oer:	3235-0287							
Fetimated a	average hiii	rden							

hours per response:

0.5

	Check this box if no longer subject to
)	Section 16. Form 4 or Form 5
J	obligations may continue. See
	Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle) THE MOSAIC COMPANY					3. Date of Earliest Transaction (Month/Day/Year) 02/23/2011							below)			below)		
3300 CAMPUS DRIVE, SUITE E490				4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street) PLYMO	UTH M	IN	55441								2	X Form filed by One Reporting Person  Form filed by More than One Reporting Person				- 1	
(City)	(S	itate)	(Zip)														
		Ta	ble I - Non-De	rivati	ve Se	ecurities	s Acc	quired, Di	sposed o	of, or Be	neficially	Owned					
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					Year)	2A. Deemed Execution Date, if any (Month/Day/Year		Code (Instr.				Beneficia Owned Fe	s Form ally (D) collowing (I) (II		m: Direct I or Indirect I Instr. 4)	7. Nature of Indirect Beneficial Ownership	
							Code V	Amount	(A) o	Price	Reported Transaction(s) (Instr. 3 and 4)				Instr. 4)		
	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	Date Execu (Month/Day/Year) if any	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 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 Securities Underlying Derivative Security (Instr. 3 and 4)		Derivative Security	9. Number of derivative Securities Beneficially Owned Following Reported Transaction	e S Illy	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	on(a)			
										Common							

## Explanation of Responses:

- 1. 1-for-1
- 2. The stock credits become payable in common stock; (i) in the event of a change of control of the company; or (ii) on the date that the reporting person ceases (other than by reason of death) to be a director ("retirement"), unless the reporting person has elected to receive the common stock represented by the stock credits following retirement.
- 3. Includes 10.849 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Stock and Incentive Plan of 2002 and 56.855 of stock credits acquired pursuant to a dividend reinvestment feature of the Kennametal Inc. Directors Stock Incentive Plan, as amended. The company maintains a separate Dividend Reinvestment Plan available to its sharehlders that satisfies the requirements of Rule 16a-11 of the Securities Exchange Act of 1934, as amended.

By: Kevin G. Nowe For: Lawrence W. Stranghoener

02/25/2011

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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).

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

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 Number.