MOSAIC CO Form 4 July 30, 2013

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * | 2. Issuer N |
|---|-------------|
| PROKOPANKO JAMES T | Symbol |
| | MOSAIC |

(Middle)

(Zip)

5. Relationship of Reporting Person(s) to Jame and Ticker or Trading Issuer

MOSAIC CO [MOS]

(Check all applicable)

C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

3. Date of Earliest Transaction (Month/Day/Year) 07/27/2013

_X__ Director 10% Owner X_ Officer (give title Other (specify below) President and CEO

(Street)

(First)

(State)

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

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

PLYMOUTH, MN 55441

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. Securition(A) or Dis (D) (Instr. 3, 4 | sposed | of | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------|---|---|---|--|------------------|-------|--|--|---|
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (213011-1) | (111341 1) |
| Common Stock | 07/27/2013 | | M | 43,401 | A | \$0 | 162,159 | D | |
| Common Stock | 07/27/2013 | | F <u>(7)</u> | 18,579 | D | \$ 0 | 143,580 | D | |

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

| 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. Transactic Code (Instr. 8) | orDeriva Securi Acquir | ties red (A) posed of 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|------------------------------|--------------------------------------|--|--------------------|---|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 15.45 | | | | | | (3) | 08/04/2016 | Common Stock | 129,38 |
| Stock Option (Right to Buy) | \$ 20.7 | | | | | | (3) | 02/01/2017 | Common Stock | 53,951 |
| Stock Option (Right to Buy) | \$ 40.03 | | | | | | <u>(3)</u> | 08/02/2017 | Common Stock | 83,433 |
| Stock Option (Right to Buy) | \$ 127.21 | | | | | | <u>(3)</u> | 07/31/2018 | Common Stock | 23,409 |
| Stock Option (Right to Buy) | \$ 52.72 | | | | | | (3) | 07/27/2019 | Common Stock | 48,077 |
| Stock Option (Right to Buy) | \$ 44.93 | | | | | | <u>(3)</u> | 07/27/2020 | Common Stock | 79,011 |
| Restricted Stock Units | \$ 0 (1) | 07/27/2013 | | M | 4 | 43,401 | 07/27/2013 | <u>(2)</u> | Common Stock | 43,401 |
| Stock Option (Right to Buy) | \$ 70.62 | | | | | | <u>(4)</u> | 07/21/2021 | Common Stock | 47,373 |
| Restricted Stock Units | \$ 0 (1) | | | | | | 07/21/2014 | (2) | Common Stock | 20,768 |

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| Stock Option (Right to Buy) | \$ 57.62 | <u>(5)</u> | 07/19/2022 | Common Stock | 77,214 |
|--------------------------------------|-----------------|------------|------------|-----------------|--------|
| Restricted Stock Units | \$ 0 <u>(1)</u> | 07/19/2015 | (2) | Common Stock | 30,661 |
| Stock Option (Right to Buy) | \$ 54.03 | <u>(6)</u> | 07/18/2023 | Common Stock | 83,649 |
| Restricted Stock Units | \$ 0 <u>(1)</u> | 07/18/2016 | (2) | Common Stock | 32,698 |

Reporting Owners

| Reporting Owner Name / Address | Kelationships | | | | | |
|---|---------------|-----------|---------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| PROKOPANKO JAMES T C/O THE MOSAIC COMPANY | X | | President and CEO | | | |
| 3033 CAMPUS DRIVE, SUITE E490 PLYMOLITH MN 55441 | | | 1100100100 0110 020 | | | |

Signatures

/s/Richard L. Mack, Attorney-in-Fact for James T.
Prokopanko 07/30/2013

**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) This Stock Option is 100% exercisable.
- (4) 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.
- (5) Grant Date 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) Grant Date 07/18/2013; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) Shares withheld to cover tax liability incurred as a result of vesting of Restricted Stock Units.

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.

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