

MOSAIC CO
Form 4
July 23, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Kaplan Mark Eric

(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)
07/21/2014

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)
Senior VP - Public Affairs

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)
				(A) or (D) Price			
Common Stock	07/21/2014		M	1,652 A	\$ 0 4,874	D	
Common Stock	07/21/2014		A	1,066 (7) A	\$ 0 5,940	D	
Common Stock	07/21/2014		F(8)	915 D	\$ 47.23 5,025	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)

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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	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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 127.21					(1)	07/31/2018	Common Stock	1,646
Stock Option (Right to Buy)	\$ 52.72					(1)	07/27/2019	Common Stock	3,125
Stock Option (Right to Buy)	\$ 44.93					(1)	07/27/2020	Common Stock	3,545
Stock Option (Right to Buy)	\$ 70.62					(1)	07/21/2021	Common Stock	3,768
Restricted Stock Units	\$ 0 (2)	07/21/2014		M	1,652	07/21/2014	(3)	Common Stock	1,652
Stock Option (Right to Buy)	\$ 57.62					(4)	07/19/2022	Common Stock	5,099
Restricted Stock Units	\$ 0 (2)					07/19/2015	(3)	Common Stock	2,025
Stock Option (Right to Buy)	\$ 54.03					(5)	07/18/2023	Common Stock	5,524

Buy)					
Restricted Stock Units	\$ 0 ⁽²⁾	07/18/2016	⁽³⁾	Common Stock	2,159
Stock Option (Right to Buy)	\$ 49.73	⁽⁶⁾	03/07/2024	Common Stock	6,209
Restricted Stock Units	\$ 0 ⁽²⁾	03/07/2017	⁽³⁾	Common Stock	2,346

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

Senior VP - Public Affairs

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Mark E.

Kaplan

07/23/2014

⁽³⁾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) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (4) 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.
- (5) 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.
- (6) Grant Date 03/07/2014; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (7) Shares issued to reporting person upon the vesting of a performance unit award granted to reporting person on July 21, 2011. The performance unit award was not a derivative security.
- (8) Shares sold to cover tax liability incurred as a result of most recent vesting of Restricted Stock Units and Performance Units.

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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