

O'Rourke James Calvin  
 Form 4  
 March 05, 2019

**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 \*  
 O'Rourke James Calvin

(Last) (First) (Middle)

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

(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)  
 03/03/2019

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)  
 President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| Common Stock                    | 03/03/2019                           |  | A <sup>(1)</sup>               |   | 58,864  | A  | \$ 0                              |
| Common Stock                    | 03/03/2019                           |  | F <sup>(2)</sup>               |   | 25,412  | D  | \$ 31                             |
| Common Stock                    |                                      |  |                                |   | 3,000   | I  |                                   |

Reporting Person's Spouse

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 52.72   |                                      |  |                                |   | (3) 07/27/2019   | Common Stock  | 12,019                        |
| Stock Option (Right to Buy)                | \$ 44.93   |                                      |  |                                |   | (3) 07/27/2020   | Common Stock  | 20,259                        |
| Stock Option (Right to Buy)                | \$ 70.62   |                                      |  |                                |   | (3) 07/21/2021   | Common Stock  | 16,150                        |
| Stock Option (Right to Buy)                | \$ 57.62   |                                      |  |                                |   | (3) 07/19/2022   | Common Stock  | 27,681                        |
| Stock Option (Right to Buy)                | \$ 54.03   |                                      |  |                                |   | (3) 07/18/2023   | Common Stock  | 29,987                        |
| Stock Option (Right to Buy)                | \$ 49.73   |                                      |  |                                |   | (3) 03/07/2024   | Common Stock  | 33,706                        |
| Stock Option (Right to Buy)                | \$ 50.43   |                                      |  |                                |   | (3) 03/05/2025   | Common Stock  | 37,306                        |

|                                      |          |     |            |                        |         |
|--------------------------------------|----------|-----|------------|------------------------|---------|
| Stock<br>Option<br>(Right to<br>Buy) | \$ 28.49 | (3) | 03/03/2026 | Common<br>Stock        | 179,211 |
| Stock<br>Option<br>(Right to<br>Buy) | \$ 30.42 | (4) | 03/02/2027 | Common<br>Stock        | 168,180 |
| Restricted<br>Stock<br>Units         | \$ 0 (5) |     | 03/08/2021 | (6)<br>Common<br>Stock | 68,401  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| O'Rourke James Calvin<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 | X             |           | President & CEO |       |

## Signatures

/s/ Mark J. Isaacson, Attorney-in-Fact for James C.  
O'Rourke

03/05/2019

\_\_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) Shares issued to reporting person upon the vesting of a performance unit award granted to reporting person on March 3, 2016. The performance unit award was not a derivative security.
- (2) Shares sold to cover tax liability incurred as a result of most recent vesting of performance units.
- (3) This Stock Option is 100% exercisable.
- (4) Grant Date 03/02/2017; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) One-for-One
- (6) Not Applicable

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.