MOSAIC CO Form 4 June 02, 2015

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MACK RICHARD L Issuer Symbol MOSAIC CO [MOS] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify X_ Officer (give title C/O THE MOSAIC 06/01/2015 below) COMPANY, 3033 CAMPUS EVP, Chief Financial Officer DRIVE, SUITE E490 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PLYMOUTH, MN 55441

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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. Securit onor Dispos (Instr. 3,	sed of	` ′	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/01/2015		M <u>(1)</u>	9,582	A	\$ 17.29 \$	88,334	D	
Common Stock	06/01/2015		S <u>(1)</u>	9,582	D	45.4431 (2)	78,752	D	

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

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Person

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

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. Transacti Code (Instr. 8)	ansaction of Derivative Expiration ode Securities (Month/Derivative)		6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.29	06/01/2015		M		9,582	(3)	08/01/2015	Common Stock	9,582
Stock Option (Right to Buy)	\$ 15.45						(3)	08/04/2016	Common Stock	47,319
Stock Option (Right to Buy)	\$ 40.03						(3)	08/02/2017	Common Stock	19,368
Stock Option (Right to Buy)	\$ 127.21						(3)	07/31/2018	Common Stock	5,486
Stock Option (Right to Buy)	\$ 52.72						(3)	07/27/2019	Common Stock	10,216
Stock Option (Right to Buy)	\$ 44.93						(3)	07/27/2020	Common Stock	15,194
Stock Option (Right to Buy)	\$ 70.62						(3)	07/21/2021	Common Stock	10,767
Restricted Stock Units	\$ 0 (4)						07/19/2015	<u>(5)</u>	Common Stock	6,942
	\$ 57.62						<u>(6)</u>	07/19/2022		17,483

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Stock Option (Right to Buy)				Common Stock	
Restricted Stock Units	\$ 0 <u>(4)</u>	07/18/2016	(5)	Common Stock	7,403
Stock Option (Right to Buy)	\$ 54.03	<u>(7)</u>	07/18/2023	Common Stock	18,939
Restricted Stock Units	\$ 0 <u>(4)</u>	03/07/2017	(5)	Common Stock	8,043
Stock Option (Right to Buy)	\$ 49.73	<u>(8)</u>	03/07/2024	Common Stock	21,288
Stock Option (Right to Buy)	\$ 50.43	<u>(9)</u>	03/05/2025	Common Stock	24,249
Restricted Stock Units	\$ 0 <u>(4)</u>	(10)	(5)	Common Stock	21,949

Reporting Owners

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	

MACK RICHARD L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

EVP, Chief Financial Officer

Relationshins

Signatures

/s/ Mark J. Isaacson, Attorney-in-Fact for Richard L.
Mack
06/02/2015

**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) The stock option exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 13, 2015, relating to reporting person's stock options that are expiring on August 1, 2015.

Reporting Owners 3

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.16 to \$45.935, inclusive. The reporting person undertakes to provide to The Mosaic Company, any security holder of The Mosaic Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.
- (3) This Stock Option is 100% exercisable.
- (4) One-for-One
- (5) Not Applicable
- (6) 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.
- (7) 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.
- (8) 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.
- (9) Grant Date 03/05/2015; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (10) Grant Date 5/14/2015; restricted stock units vest in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

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.