

MOSAIC CO

Form 4

March 09, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
03/07/2017

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2017		A ⁽¹⁾		7,748	A	\$ 0
					106,971	D	
Common Stock	03/07/2017		M		12,735	A	\$ 0
					119,706	D	
Common Stock	03/07/2017		F ⁽²⁾		10,611	D	\$ 29.18
					109,095	D	

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
required to respond unless the form**

SEC 1474
(9-02)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 52.72							<u>(3)</u>	07/27/2019	Common Stock	12,019
Stock Option (Right to Buy)	\$ 44.93							<u>(3)</u>	07/27/2020	Common Stock	20,259
Stock Option (Right to Buy)	\$ 70.62							<u>(3)</u>	07/21/2021	Common Stock	16,150
Stock Option (Right to Buy)	\$ 57.62							<u>(3)</u>	07/19/2022	Common Stock	27,681
Stock Option (Right to Buy)	\$ 54.03							<u>(3)</u>	07/18/2023	Common Stock	29,987
Stock Option (Right to Buy)	\$ 49.73							<u>(3)</u>	03/07/2024	Common Stock	33,700
Restricted Stock Units	\$ 0 <u>(4)</u>	03/07/2017		M		12,735		03/07/2017	<u>(5)</u>	Common Stock	12,735
Stock Option (Right to Buy)	\$ 50.43							<u>(6)</u>	03/05/2025	Common Stock	37,300

Restricted Stock Units	\$ 0 ⁽⁴⁾	08/05/2018	⁽⁵⁾	Common Stock	22,432
Stock Option (Right to Buy)	\$ 28.49	⁽⁷⁾	03/03/2026	Common Stock	179,21
Stock Option (Right to Buy)	\$ 30.42	⁽⁸⁾	03/02/2027	Common Stock	168,18

Reporting Owners

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

Signatures

/s/ Mark J. Isaacson, Attorney-in-Fact for James C. O'Rourke 03/07/2017

 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 7, 2014. 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 restricted stock and performance units.
- (3) This Stock Option is 100% exercisable.
- (4) One-for-One
- (5) Not Applicable
- (6) 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.
- (7) Grant Date 03/03/2016; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (8) Grant Date 03/02/2017; option becomes exercisable 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.