

MOSAIC CO
Form 4
March 11, 2014

FORM 4

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

OMB APPROVAL

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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)
03/07/2014

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)
EVP - Operations & COO

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)
Common Stock				(A) or (D)	23,425	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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 or Number of Shares
Stock Option (Right to Buy)	\$ 52.72							<u>(5)</u>	07/27/2019	Common Stock	12,019
Stock Option (Right to Buy)	\$ 44.93							<u>(5)</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
Restricted Stock Units	\$ 0 <u>(1)</u>							07/21/2014	<u>(2)</u>	Common Stock	7,080
Stock Option (Right to Buy)	\$ 57.62							<u>(4)</u>	07/19/2022	Common Stock	27,681
Restricted Stock Units	\$ 0 <u>(1)</u>							07/19/2015	<u>(2)</u>	Common Stock	10,992
Stock Option (Right to Buy)	\$ 54.03							<u>(6)</u>	07/18/2023	Common Stock	29,987
Restricted Stock Units	\$ 0 <u>(1)</u>							07/18/2016	<u>(2)</u>	Common Stock	11,722
Stock Option (Right to Buy)	\$ 49.73	03/07/2014		A		33,706		<u>(7)</u>	03/07/2024	Common Stock	33,706
Restricted Stock	\$ 0 <u>(1)</u>	03/07/2014		A		12,735		03/07/2017	<u>(2)</u>	Common Stock	12,735

