

MOSAIC CO
Form 4
July 20, 2016

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 *
MACK RICHARD L

(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)
07/18/2016

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, Chief Financial Officer

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) Code V Amount (D) Price			
Common Stock	07/18/2016		M	7,403 A \$ 0	106,906	D	
Common Stock	07/18/2016		A ⁽¹⁾	3,419 A \$ 0	110,325	D	
Common Stock	07/18/2016		F ⁽²⁾	5,608 D \$ 29.28	104,717	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 40.03					<u>(3)</u>	08/02/2017	Common Stock	19,368
Stock Option (Right to Buy)	\$ 127.21					<u>(3)</u>	07/31/2018	Common Stock	5,486
Stock Option (Right to Buy)	\$ 52.72					<u>(3)</u>	07/27/2019	Common Stock	10,216
Stock Option (Right to Buy)	\$ 44.93					<u>(3)</u>	07/27/2020	Common Stock	15,194
Stock Option (Right to Buy)	\$ 70.62					<u>(3)</u>	07/21/2021	Common Stock	10,767
Stock Option (Right to Buy)	\$ 57.62					<u>(3)</u>	07/19/2022	Common Stock	17,483
Restricted Stock Units	\$ 0 ⁽⁴⁾	07/18/2016		M	7,403	07/18/2016	<u>(5)</u>	Common Stock	7,403
Stock Option (Right to Buy)	\$ 54.03					<u>(6)</u>	07/18/2023	Common Stock	18,939

Buy)					
Restricted Stock Units	\$ 0 ⁽⁴⁾		03/07/2017	⁽⁵⁾	Common Stock 8,043
Stock Option (Right to Buy)	\$ 49.73		⁽⁷⁾	03/07/2024	Common Stock 21,288
Stock Option (Right to Buy)	\$ 50.43		⁽⁸⁾	03/05/2025	Common Stock 24,249
Restricted Stock Units	\$ 0 ⁽⁴⁾		⁽⁹⁾	⁽⁵⁾	Common Stock 14,633
Stock Option (Right to Buy)	\$ 28.49		⁽¹⁰⁾	03/03/2026	Common Stock 51,772

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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	

Signatures

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

07/20/2016

 **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 July 18, 2013. 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 Units and Performance Units.
 - (3) This Stock Option is 100% exercisable.
 - (4) One-for-One
 - (5) Not Applicable
 - (6)

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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.

- (7) 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.
- (8) 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.
- (9) 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.
- (10) 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.

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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