

MOSAIC CO
Form 4
July 23, 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 *
PROKOPANKO JAMES T

(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)
04/10/2014

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)
President and 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 07/21/2014 | | M | | 20,768 A \$ 0 | 20,768 | D |
| Common Stock | 07/21/2014 | | A | | 13,397 (8) A \$ 0 | 34,165 | D |
| Common Stock | 07/21/2014 | | A | | 42,345 (9) A \$ 0 | 76,510 | D |
| Common Stock | 07/21/2014 | | F(10) | | 36,260 D \$ 47.23 | 40,250 | D |
| Common Stock | 07/21/2014 | | G(6) | | 40,250 D \$ 0 | 0 | D |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|------|---------|---|-----------------|
| Common Stock | 07/21/2014 | | G ⁽⁶⁾ | 40,250 | A | \$ 0 | 183,830 | I | Revocable Trust |
|--------------|------------|--|------------------|--------|---|------|---------|---|-----------------|

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

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(9-02)

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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock Option (Right to Buy) | \$ 15.45 | 04/10/2014 | | G ⁽⁶⁾ | | (3) | 08/04/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 15.45 | 04/10/2014 | | G ⁽⁶⁾ | 129,388 | (3) | 08/04/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 20.7 | 04/10/2014 | | G ⁽⁶⁾ | 53,957 | (3) | 02/01/2017 | Common Stock |
| Stock Option (Right to Buy) | \$ 20.7 | 04/10/2014 | | G ⁽⁶⁾ | 53,957 | (3) | 02/01/2017 | Common Stock |
| Stock Option (Right to Buy) | \$ 40.03 | 04/10/2014 | | G ⁽⁶⁾ | 83,433 | (3) | 08/02/2017 | Common Stock |
| Stock Option (Right to Buy) | \$ 40.03 | 04/10/2014 | | G ⁽⁶⁾ | 83,433 | (3) | 08/02/2017 | Common Stock |
| Stock Option (Right to Buy) | \$ 127.21 | 04/10/2014 | | G ⁽⁶⁾ | 23,409 | (3) | 07/31/2018 | Common Stock |

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| | | | | | | | | |
|-----------------------------|---------------------|------------|------------------|--------|--|----------------|------------|-----------------------------|
| Buy) | | | | | | | | |
| Stock Option (Right to Buy) | \$ 127.21 | 04/10/2014 | G ⁽⁶⁾ | 23,409 | | ⁽³⁾ | 07/31/2018 | Common Stock |
| Stock Option (Right to Buy) | \$ 52.72 | 04/10/2014 | G ⁽⁶⁾ | 48,077 | | ⁽³⁾ | 07/27/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 52.72 | 04/10/2014 | G ⁽⁶⁾ | 48,077 | | ⁽³⁾ | 07/27/2019 | Common Stock |
| Stock Option (Right to Buy) | \$ 44.93 | 04/10/2014 | G ⁽⁶⁾ | 79,011 | | ⁽³⁾ | 07/27/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 44.93 | 04/10/2014 | G ⁽⁶⁾ | 79,011 | | ⁽³⁾ | 07/27/2020 | Common Stock |
| Stock Option (Right to Buy) | \$ 70.62 | 04/10/2014 | G ⁽⁶⁾ | 47,373 | | ⁽³⁾ | 07/21/2021 | Common Stock |
| Stock Option (Right to Buy) | \$ 70.62 | 04/10/2014 | G ⁽⁶⁾ | 47,373 | | ⁽³⁾ | 07/21/2021 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | 07/21/2014 | M | 20,768 | | | 07/21/2014 | ⁽²⁾ Common Stock |
| Stock Option (Right to Buy) | \$ 57.62 | 04/10/2014 | G ⁽⁶⁾ | 77,214 | | ⁽⁴⁾ | 07/19/2022 | Common Stock |
| Stock Option (Right to Buy) | \$ 57.62 | 04/10/2014 | G ⁽⁶⁾ | 77,214 | | ⁽⁴⁾ | 07/19/2022 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | 07/19/2015 | ⁽²⁾ Common Stock |
| Stock Option | \$ 54.03 | 04/10/2014 | G ⁽⁶⁾ | 83,649 | | ⁽⁵⁾ | 07/18/2023 | Common Stock |

| | | | | | | | | |
|-----------------------------|---------------------|------------|------------------|--------|--|----------------|---------------------------|--------------|
| (Right to Buy) | | | | | | | | |
| Stock Option (Right to Buy) | \$ 54.03 | 04/10/2014 | G ⁽⁶⁾ | 83,649 | | ⁽⁵⁾ | 07/18/2023 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | 07/18/2016 ⁽²⁾ | Common Stock |
| Stock Option (Right to Buy) | \$ 49.73 | 04/10/2014 | G ⁽⁶⁾ | 94,022 | | ⁽⁷⁾ | 03/07/2024 | Common Stock |
| Stock Option (Right to Buy) | \$ 49.73 | 04/10/2014 | G ⁽⁶⁾ | 94,022 | | ⁽⁷⁾ | 03/07/2024 | Common Stock |
| Restricted Stock Units | \$ 0 ⁽¹⁾ | | | | | | 03/07/2017 ⁽²⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PROKOPANKO JAMES T C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441 | X | | President and CEO | |

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for James T. Prokopanko
 07/23/2014
 **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) One-for-One
- (2) Not Applicable
- (3) This Stock Option is 100% exercisable.
- (4) 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.
- (5) 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.

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- (6) This transaction involved the transfer of securities by the reporting person to a revocable trust under which the reporting person and his spouse are the trustees and primary beneficiaries.
- (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) Shares issued to reporting person upon the vesting of a performance unit award granted to reporting person on July 21, 2011. The performance unit award was not a derivative security.
- (9) Shares issued to reporting person upon vesting of a retention award granted to reporting person on July 21, 2011. The retention award was not a derivative security.
- (10) Shares sold to cover tax liability incurred as a result of most recent vesting of Restricted Stock Units, Performance Units and Retention Award.

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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