

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McLellan Richard N

(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
__X__ Officer (give title below) ____ Other (specify
below) below)

Sr Vice President-Brazil

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	03/07/2017		A ⁽¹⁾	4,078 A \$ 0	62,029	D	
Common Stock	03/07/2017		M	6,703 A \$ 0	68,732	D	
Common Stock	03/07/2017		F ⁽²⁾	5,525 D \$ 29.18	63,207	D	

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

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information contained in this form are not
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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	12,574
Stock Option (Right to Buy)	\$ 127.21							<u>(3)</u>	07/31/2018	Common Stock	2,926
Stock Option (Right to Buy)	\$ 52.72							<u>(3)</u>	07/27/2019	Common Stock	6,611
Stock Option (Right to Buy)	\$ 44.93							<u>(3)</u>	07/27/2020	Common Stock	10,130
Stock Option (Right to Buy)	\$ 70.62							<u>(3)</u>	07/21/2021	Common Stock	6,460
Stock Option (Right to Buy)	\$ 57.62							<u>(3)</u>	07/19/2022	Common Stock	11,655
Stock Option (Right to Buy)	\$ 54.03							<u>(3)</u>	07/18/2023	Common Stock	15,783
Stock Option	\$ 49.73							<u>(3)</u>	03/07/2024	Common Stock	17,740

(Right to
Buy)Restricted
Stock
Units\$ 0 ⁽⁴⁾

03/07/2017

M

6,703

03/07/2017

⁽⁵⁾Common
Stock

6,703

Stock
Option
(Right to
Buy)

\$ 50.43

⁽⁶⁾

03/05/2025

Common
Stock

20,519

Stock
Option
(Right to
Buy)

\$ 28.49

⁽⁷⁾

03/03/2026

Common
Stock

43,807

Stock
Option
(Right to
Buy)

\$ 30.42

⁽⁸⁾

03/02/2027

Common
Stock

37,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLellan Richard N C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			Sr Vice President-Brazil	

Signatures

/s/ Mark J. Isaacson, Attorney in Fact for Richard N.
McLellan

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.

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- (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.

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