MOSAIC CO Form 4 July 20, 2016

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

Washington, D.C. 20549

January 31, Expires: 2005

Form 5 obligations may continue. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad MACK RICH		rting Person *	2. Issuer Name and Ticker or Trading Symbol MOSAIC CO [MOS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490			(Month/Day/Year) 07/18/2016	Director 10% Owner X Officer (give title Other (specify below) below) EVP, Chief Financial Officer			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
PLYMOUTH, MN 55441			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative)	Secui	ities Acq	uired, Disposed o	f, or Beneficial	y 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. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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	07/18/2016		M	7,403	A	\$ 0	106,906	D	
Common Stock	07/18/2016		A <u>(1)</u>	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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displays a currently valid OMB control number.

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transacti Code (Instr. 8)	Secu Acqu (A) (Disp (D)	or posed of er. 3, 4,	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						(3)	08/02/2017	Common Stock	19,368
Stock Option (Right to Buy)	\$ 127.21						(3)	07/31/2018	Common Stock	5,486
Stock Option (Right to Buy)	\$ 52.72						(3)	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						(3)	07/21/2021	Common Stock	10,767
Stock Option (Right to Buy)	\$ 57.62						(3)	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	\$ 54.03						<u>(6)</u>	07/18/2023	Common Stock	18,939

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Duy)					
Restricted Stock Units	\$ 0 <u>(4)</u>	03/07/2017	<u>(5)</u>	Common Stock	8,043
Stock Option (Right to Buy)	\$ 49.73	<u>(7)</u>	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 <u>(4)</u>	<u>(9)</u>	(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	Ketationships				
	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

Buy)

/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)

Reporting Owners 3

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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. 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.