MOSAIC CO Form 4 October 09, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * GRABER WILLIAM R

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MOSAIC CO [MOS]

(Check all applicable)

C/O THE MOSAIC

COMPANY, 3033 CAMPUS

DRIVE, SUITE E490

3. Date of Earliest Transaction (Month/Day/Year)

10/07/2013

X_ Director 10% Owner Officer (give title Other (specify

below)

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

I

PLYMOUTH, MN 55441

(City) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned (Instr. 4) Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

Reported (A) Transaction(s)

or (Instr. 3 and 4)

Code V Amount (D) Price

Common 10/07/2013 Stock

829 (8) A M \$0 15,584

Graber Trust (5)

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

(Month/Day/Year)

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SEC 1474 (9-02)

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. Transactic Code (Instr. 8) | Second Condition (A) Disp (D) | urities uired or posed of tr. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. P Der Sec (Ins |
|---|---|---|---|--|-------------------------------|---|--|--------------------|---|--|----------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Units | \$ 0 (1) | 10/07/2013 | | M | | 1,381 | (3) | (2) | Common Stock | 1,381 | |
| Restricted Stock Units | \$ 0 (1) | | | | | | <u>(4)</u> | (2) | Common Stock | 2,908 | |
| Restricted Stock Units | \$ 0 (1) | | | | | | <u>(6)</u> | (2) | Common Stock | 2,813 | |
| Restricted Stock Units | \$ 0 (1) | | | | | | <u>(7)</u> | (2) | Common Stock | 1,997 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| F | Director | 10% Owner | Officer | Other | | | |
| GRABER WILLIAM R C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441 | X | | | | | | |

Signatures

/s/Richard L. Mack, Attorney-in-Fact for William R.
Graber 10/09/2013

**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) The restricted stock units vested on October 7, 2011. Vested shares will be delivered to the reporting person on October 7, 2013.

Reporting Owners 2

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- (4) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
- (5) These shares are held by the reporting person and his spouse, as trustees of the Graber Trust.
- (6) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.
- (7) The restricted stock units vest on October 3, 2014. Vested shares will be delivered to the reporting person on October 3, 2016.
- The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was made, elected to receive 40% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.

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.