

MOSAIC CO

Form 4

October 09, 2013

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 *
LUMPKINS ROBERT 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)
10/07/2013

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)

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		Price
Common Stock					1,785	I	By GRAT #3 dated March 23, 2010
Common Stock					1,443	I	By GRAT #4 dated May 12, 2011
Common Stock					5,977	I	By GRAT #5 dated June 25,

Common Stock						1,701	I	2012 Robert L. Lumpkins Revocable Trust
Common Stock	10/07/2013		M	2,763	A	\$ 0	5,160	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)

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)	8. Pr Deriv Secu (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(1)</u>	10/07/2013		M	2,763	<u>(3)</u>	<u>(2)</u>	Common Stock	2,763	\$
Restricted Stock Units	\$ 0 <u>(1)</u>					<u>(4)</u>	<u>(2)</u>	Common Stock	4,878	
Restricted Stock Units	\$ 0 <u>(1)</u>					<u>(5)</u>	<u>(2)</u>	Common Stock	4,719	
Restricted Stock Units	\$ 0 <u>(1)</u>					<u>(6)</u>	<u>(2)</u>	Common Stock	3,350	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LUMPKINS ROBERT L
C/O THE MOSAIC COMPANY
3033 CAMPUS DRIVE, SUITE E490
PLYMOUTH, MN 55441

X

Signatures

/s/Richard L. Mack, Attorney-in-Fact for Robert L.
Lumpkins

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.
 - (4) The restricted stock units vested on October 6, 2012. Vested shares will be delivered to the reporting person on October 6, 2014.
 - (5) The restricted stock units vest on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.
 - (6) The restricted stock units vest on October 3, 2014. Vested shares will be delivered to the reporting person on October 3, 2016.

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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