MOSAIC CO Form 4 March 11, 2014

FORM 4

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

OMB APPROVAL OMB

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obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **BRAUSEN ANTHONY T**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

(Middle)

MOSAIC CO [MOS] 3. Date of Earliest Transaction

(Month/Day/Year)

03/07/2014

Director 10% Owner

(Check all applicable)

Senior VP -Finance

C/O THE MOSAIC COMPANY, 3033 CAMPUS

(Street)

(State)

DRIVE, SUITE E490

4. If Amendment, Date Original

X_ Officer (give title

Filed(Month/Day/Year) Applicable Line)

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

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PLYMOUTH, MN 55441

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

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

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

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

Other (specify

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

11,250 D

Common Stock

(City)

1. Title of

Security

(Instr. 3)

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

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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)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secur	vative rities ired (spose	(A) ed of	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)	\$ 16.03							(3)	02/27/2016	Common Stock	7,800
Stock Option (Right to Buy)	\$ 15.45							(3)	08/04/2016	Common Stock	19,716
Stock Option (Right to Buy)	\$ 40.03							<u>(3)</u>	08/02/2017	Common Stock	11,323
Stock Option (Right to Buy)	\$ 127.21							<u>(3)</u>	07/31/2018	Common Stock	2,195
Stock Option (Right to Buy	\$ 52.72							<u>(3)</u>	07/27/2019	Common Stock	5,258
Stock Option (Right to Buy)	\$ 44.93							<u>(3)</u>	07/27/2020	Common Stock	5,105
Stock Option (Right to Buy)	\$ 70.62							<u>(4)</u>	07/21/2021	Common Stock	4,307
Restricted Stock Units	\$ 0 (1)							07/21/2014	(2)	Common Stock	1,888
Stock Option (Right to Buy)	\$ 57.62							<u>(5)</u>	07/19/2022	Common Stock	7,284

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Restricted Stock Units	\$ 0 (1)				07/19/2015	<u>(2)</u>	Common Stock	2,893
Stock Option (Right to Buy)	\$ 54.03				<u>(6)</u>	07/18/2023	Common Stock	9,470
Restricted Stock Units	\$ 0 (1)				07/18/2016	(2)	Common Stock	3,702
Stock Option (Right to Buy)	\$ 49.73	03/07/2014	A	10,644	<u>(7)</u>	03/07/2024	Common Stock	10,644
Restricted Stock Units	\$ 0 (1)	03/07/2014	A	4,022	03/07/2017	(2)	Common Stock	4,022

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
	Director	10% Owner	Officer	Other		

BRAUSEN ANTHONY T C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441

Senior VP -Finance

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for Anthony T.

Brausen 03/11/2014

**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 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) 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)

Reporting Owners 3

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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.

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.