

MOSAIC CO  
Form 4  
March 13, 2014

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**SEIBERT STEVEN M**

(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)  
**03/12/2014**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/12/2014		S(6)		483	D	\$ 48.5
					11,468		

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

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. 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. Price of Derivative Security (Instr. 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(1)</sup>							<u>(3)</u>	<u>(2)</u>	Common Stock	2,908
Restricted Stock Units	\$ 0 <sup>(1)</sup>							<u>(4)</u>	<u>(2)</u>	Common Stock	2,813
Restricted Stock Units	\$ 0 <sup>(1)</sup>							<u>(5)</u>	<u>(2)</u>	Common Stock	1,997

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEIBERT STEVEN M C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	X			

## Signatures

s/Richard L. Mack, Attorney-in-Fact for Steven M. Seibert

03/13/2014

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

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As a result of the change in fiscal year for the issuer, the restricted stock units awarded represent 7/12 of the Annual Equity Compensation Award most recently approved under the issuer's Non-Employee Director Compensation Program and will vest on the date of the issuer's 2014 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on October 3, 2016.

(6) Shares sold to cover tax liability incurred as a result of most recent vesting of Restricted Stock Units.

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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