

MOSAIC CO

Form 4

February 02, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Davis Gary N.

(Last) (First) (Middle)

ATRIA CORPORATE CENTER,
SUITE E490, 3033 CAMPUS
DRIVE

(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)

01/30/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Sr VP - Phosphate Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	01/30/2015		M ⁽¹⁾	V Amount (D) Price 6,750 A \$ 40.03	35,797	D	
Common Stock	01/30/2015		S ⁽¹⁾	V Amount (D) Price 6,750 D \$ 49.4822 (2)	29,047	D	

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

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 40.03	01/30/2015		M ⁽¹⁾	6,750	⁽³⁾	08/02/2017	Common Stock	6,750
Stock Option (Right to Buy)	\$ 127.21					⁽³⁾	07/31/2018	Common Stock	2,195
Stock Option (Right to Buy)	\$ 52.72					⁽³⁾	07/27/2019	Common Stock	4,507
Stock Option (Right to Buy)	\$ 44.93					⁽³⁾	07/27/2020	Common Stock	10,130
Stock Option (Right to Buy)	\$ 70.62					⁽³⁾	07/21/2021	Common Stock	6,460
Stock Option (Right to Buy)	\$ 57.62					⁽⁴⁾	07/19/2022	Common Stock	10,198
Restricted Stock Units	\$ 0 ⁽⁵⁾					07/19/2015	⁽⁶⁾	Common Stock	4,050
Stock Option (Right to Buy)	\$ 54.03					⁽⁷⁾	07/18/2023	Common Stock	11,048
	\$ 0 ⁽⁵⁾					07/18/2016	⁽⁶⁾		4,319

Restricted Stock Units					Common Stock	
Stock Option (Right to Buy)	\$ 49.73	(8)	03/07/2024		Common Stock	12,418
Restricted Stock Units	\$ 0 (5)		03/07/2017	(6)	Common Stock	4,692

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Gary N. ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441			Sr VP - Phosphate Operations	

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Gary N.
Davis

02/02/2015

__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) The stock option exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2014.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.48 to \$49.4850, inclusive. The reporting person undertakes to provide to The Mosaic Company, any security holder of The Mosaic Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.
- (2) This Stock Option is 100% exercisable.
- (3) 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.
- (4) One-for-One
- (5) Not Applicable
- (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) 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)

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.