

MOSAIC CO

Form 4

February 19, 2016

**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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2005  
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response... 0.5

(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)  
**02/17/2016**

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	02/17/2016		P		2,000	A \$ 24.97 <u>(1)</u>	5,031	I	Robert L. Lumpkins Revocable Trust
Common Stock	02/19/2016		P		1,000	A \$ 24.57	6,031	I	Robert L. Lumpkins Revocable Trust
Common Stock							3,303	D	

Common Stock	16,450	I	By GRAT #6 dated April 2, 2015
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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. 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>(2)</sup>							<u>(3)</u>	<u>(4)</u>	Common Stock	3,350
Restricted Stock Units	\$ 0 <sup>(2)</sup>							<u>(5)</u>	<u>(4)</u>	Common Stock	5,274
Restricted Stock Units	\$ 0 <sup>(2)</sup>							<u>(6)</u>	<u>(4)</u>	Common Stock	5,707

## 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/Mark J. Isaacson, Attorney-in-Fact for Robert L.  
Lumpkins

02/19/2016

\_\_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).  
  
The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$24.94 to \$25.00, 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 1 to this Form 4.
- (1) 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 1 to this Form 4.
- (2) One-for-One
- (3) The restricted stock units vested on May 15, 2014. Vested shares will be delivered to the reporting person on October 3, 2016.
- (4) Not applicable
- (5) The restricted stock units vested on May 15, 2015. Vested shares will be delivered to the reporting person on May 15, 2017.
- (6) The restricted stock units will vest on the date of the issuer's 2016 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 14, 2018.

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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