

MOSAIC CO
Form 4
July 20, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
McLellan Richard N

(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)
07/18/2016

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 Vice President-Commercial

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/18/2016		M		6,169	A	\$ 0 43,570
Common Stock	07/18/2016		A ⁽¹⁾		2,849	A	\$ 0 46,419
Common Stock	07/18/2016		F ⁽²⁾		4,527	D	\$ 29.28 41,892

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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					<u>(3)</u>	08/02/2017	Common Stock	12,574
Stock Option (Right to Buy)	\$ 127.21					<u>(3)</u>	07/31/2018	Common Stock	2,926
Stock Option (Right to Buy)	\$ 52.72					<u>(3)</u>	07/27/2019	Common Stock	6,611
Stock Option (Right to Buy)	\$ 44.93					<u>(3)</u>	07/27/2020	Common Stock	10,130
Stock Option (Right to Buy)	\$ 70.62					<u>(3)</u>	07/21/2021	Common Stock	6,460
Stock Option (Right to Buy)	\$ 57.62					<u>(3)</u>	07/19/2022	Common Stock	11,655
Restricted Stock Units	\$ 0 <u>(4)</u>	07/18/2016		M	6,169	07/18/2016	<u>(5)</u>	Common Stock	6,169
Stock Option (Right to	\$ 54.03					<u>(3)</u>	07/18/2023	Common Stock	15,783

Buy)

Restricted Stock Units	\$ 0 ⁽⁴⁾	03/07/2017	⁽⁵⁾	Common Stock	6,703
Stock Option (Right to Buy)	\$ 49.73	⁽⁶⁾	03/07/2024	Common Stock	17,740
Stock Option (Right to Buy)	\$ 50.43	⁽⁷⁾	03/05/2025	Common Stock	20,519
Stock Option (Right to Buy)	\$ 28.49	⁽⁸⁾	03/03/2026	Common Stock	43,807

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McLellan Richard N C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			Sr Vice President-Commercial	

Signatures

/s/ Mark J. Isaacson, Attorney in Fact for Richard N.
McLellan

07/20/2016

 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).

- (1) Shares issued to reporting person upon the vesting of a performance unit award granted to reporting person on July 18, 2013. The performance unit award was not a derivative security.
- (2) Shares sold to cover tax liability incurred as a result of most recent vesting of Restricted Stock Units and Performance Units.
- (3) This Stock Option is 100% exercisable.
- (4) One-for-One
- (5) Not Applicable
- (6) 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.
- (7) Grant Date 03/05/2015; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

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- (8) Grant Date 03/03/2016; 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.

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