

MOSAIC CO  
Form 4  
October 07, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**PROKOPANKO JAMES T**

(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)  
**10/03/2014**

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)  
**President and CEO**

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 (D) Price			
Common Stock	10/03/2014		M <sup>(7)</sup>	43,130 A \$ 15.45	226,960	I	Revocable Trust
Common Stock	10/03/2014		M <sup>(7)</sup>	17,986 A \$ 20.7	244,946	I	Revocable Trust
Common Stock	10/03/2014		S <sup>(7)</sup>	61,116 D \$ 42.5138	183,830	I	Revocable Trust

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

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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)	\$ 15.45	10/03/2014		<u>M</u> <sup>(7)</sup>	43,130	<u>(3)</u>	08/04/2016	Common Stock	43,130
Stock Option (Right to Buy)	\$ 20.7	10/03/2014		<u>M</u> <sup>(7)</sup>	17,986	<u>(3)</u>	02/01/2017	Common Stock	17,986
Stock Option (Right to Buy)	\$ 40.03					<u>(3)</u>	08/02/2017	Common Stock	83,433
Stock Option (Right to Buy)	\$ 127.21					<u>(3)</u>	07/31/2018	Common Stock	23,409
Stock Option (Right to Buy)	\$ 52.72					<u>(3)</u>	07/27/2019	Common Stock	48,077
Stock Option (Right to Buy)	\$ 44.93					<u>(3)</u>	07/27/2020	Common Stock	79,011
Stock Option (Right to Buy)	\$ 70.62					<u>(3)</u>	07/21/2021	Common Stock	47,373
Stock Option (Right to Buy)	\$ 57.62					<u>(4)</u>	07/19/2022	Common Stock	77,214

Buy)

Restricted Stock Units	\$ 0 <sup>(1)</sup>	07/19/2015	<sup>(2)</sup>	Common Stock	30,661
Stock Option (Right to Buy)	\$ 54.03	<sup>(5)</sup>	07/18/2023	Common Stock	83,649
Restricted Stock Units	\$ 0 <sup>(1)</sup>	07/18/2016	<sup>(2)</sup>	Common Stock	32,698
Stock Option (Right to Buy)	\$ 49.73	<sup>(6)</sup>	03/07/2024	Common Stock	94,022
Restricted Stock Units	\$ 0 <sup>(1)</sup>	03/07/2017	<sup>(2)</sup>	Common Stock	35,525

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PROKOPANKO JAMES T C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	X		President and CEO	

## Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for James T. Prokopanko

10/07/2014

\_\_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 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(5) Grant Date 07/18/2013; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.

(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.

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- (7) The stock option exercises and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2014.

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.