

MOSAIC CO
Form 4
July 20, 2016

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 *
O'Rourke James Calvin

(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
 Officer (give title below) Other (specify below)
President & 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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	07/18/2016		M	A	\$ 0	74,745	D
Common Stock	07/18/2016		A ⁽¹⁾	A	\$ 0	80,159	D
Common Stock	07/18/2016		F ⁽²⁾	D	\$ 29.28	71,281	D
Common Stock						3,000	I Reporting Person's Spouse

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

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(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 52.72					<u>(3)</u> 07/27/2019	Common Stock	12,019	
Stock Option (Right to Buy)	\$ 44.93					<u>(3)</u> 07/27/2020	Common Stock	20,259	
Stock Option (Right to Buy)	\$ 70.62					<u>(3)</u> 07/21/2021	Common Stock	16,150	
Stock Option (Right to Buy)	\$ 57.62					<u>(3)</u> 07/19/2022	Common Stock	27,681	
Restricted Stock Units	\$ 0 ⁽⁴⁾	07/18/2016		M	11,722	07/18/2016	<u>(5)</u>	Common Stock	11,722
Stock Option (Right to Buy)	\$ 54.03					<u>(3)</u> 07/18/2023	Common Stock	29,987	
Restricted Stock Units	\$ 0 ⁽⁴⁾					03/07/2017	<u>(5)</u>	Common Stock	12,735
Stock Option	\$ 49.73					<u>(6)</u> 03/07/2024	Common Stock	33,700	

(Right to Buy)

Stock Option (Right to Buy)	\$ 50.43	(7)	03/05/2025	Common Stock	37,300
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Restricted Stock Units	\$ 0 (4)	08/05/2018	(5)	Common Stock	22,432
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Stock Option (Right to Buy)	\$ 28.49	(8)	03/03/2026	Common Stock	179,210
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Rourke James Calvin C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	X		President & CEO	

Signatures

/s/ Mark J. Isaacson, Attorney-in-Fact for James C. O'Rourke 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.
- (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. 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.