

MOSAIC CO  
Form 4  
November 04, 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)  
11/03/2014

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	(A) or (D)	Price			
Common Stock	10/03/2014		M <sup>(7)</sup>			57,480	A	\$ 15.45	241,310	I	Revocable Trust
Common Stock	10/03/2014		M <sup>(7)</sup>			3,635	A	\$ 20.7	244,945	I	Revocable Trust
Common Stock	10/03/2014		S <sup>(7)</sup>			61,115	D	\$ 43.8541 (8)	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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**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 Share
Stock Option (Right to Buy)	\$ 15.45	10/03/2014		<u>M<sup>(7)</sup></u>	57,480	<u>(3)</u>	08/04/2016	Common Stock	57,480
Stock Option (Right to Buy)	\$ 20.7	10/03/2014		<u>M<sup>(7)</sup></u>	3,635	<u>(3)</u>	02/01/2017	Common Stock	3,635
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	\$ 57.62					<u>(4)</u>	07/19/2022	Common Stock	77,214

(Right to 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  
 11/04/2014

\*\*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.

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- (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) 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.

- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.43 to \$44.32, 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 8 to this Form 4.
- (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.