

MOSAIC CO
Form 4
December 05, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

2. Issuer Name and Ticker or Trading Symbol
MOSAIC CO [MOS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O THE MOSAIC COMPANY, 3033 CAMPUS DRIVE, SUITE E490

3. Date of Earliest Transaction (Month/Day/Year)
12/03/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

(Street)
PLYMOUTH, MN 55441

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 12/03/2014 | | M ⁽¹⁾ | 28,778 A \$ 15.45 | 212,608 | I | Revocable Trust |
| Common Stock | 12/03/2014 | | M ⁽¹⁾ | 32,336 A \$ 20.7 | 244,944 | I | Revocable Trust |
| Common Stock | 12/03/2014 | | S ⁽¹⁾ | 32,479 D \$ 45.4893 ⁽²⁾ | 212,465 | I | Revocable Trust |
| Common Stock | 12/03/2014 | | S ⁽¹⁾ | 28,635 D \$ 45.8441 ⁽³⁾ | 183,830 | I | Revocable Trust |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Stock Option (Right to Buy) | \$ 15.45 | 12/03/2014 | | M ⁽¹⁾ | 28,778 | ⁽⁴⁾ 08/04/2016 | Common Stock 28,778 |
| Stock Option (Right to Buy) | \$ 20.7 | 12/03/2014 | | M ⁽¹⁾ | 32,336 | ⁽⁴⁾ 02/01/2017 | Common Stock 32,336 |
| Stock Option (Right to Buy) | \$ 40.03 | | | | | ⁽⁴⁾ 08/02/2017 | Common Stock 83,433 |
| Stock Option (Right to Buy) | \$ 127.21 | | | | | ⁽⁴⁾ 07/31/2018 | Common Stock 23,409 |
| Stock Option (Right to Buy) | \$ 52.72 | | | | | ⁽⁴⁾ 07/27/2019 | Common Stock 48,077 |
| Stock Option (Right to Buy) | \$ 44.93 | | | | | ⁽⁴⁾ 07/27/2020 | Common Stock 79,011 |
| Stock Option (Right to Buy) | \$ 70.62 | | | | | ⁽⁴⁾ 07/21/2021 | Common Stock 47,373 |

| | | | | | |
|-----------------------------|----------|-----|------------|--------------|--------|
| Stock Option (Right to Buy) | \$ 57.62 | (5) | 07/19/2022 | Common Stock | 77,214 |
| Restricted Stock Units | \$ 0 (6) | | 07/19/2015 | Common Stock | 30,661 |
| Stock Option (Right to Buy) | \$ 54.03 | (8) | 07/18/2023 | Common Stock | 83,649 |
| Restricted Stock Units | \$ 0 (6) | | 07/18/2016 | Common Stock | 32,698 |
| Stock Option (Right to Buy) | \$ 49.73 | (9) | 03/07/2024 | Common Stock | 94,022 |
| Restricted Stock Units | \$ 0 (6) | | 03/07/2017 | 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
 12/05/2014
 **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) The stock option exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 29, 2014.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$44.7875 to \$45.7812, 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 2 to this Form 4.
- (3)

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$45.79 to \$45.93, 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 3 to this Form 4.

- (4) This Stock Option is 100% exercisable.
- (5) 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.
- (6) One-for-One
- (7) Not Applicable
- (8) 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.
- (9) 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.

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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