

MOSAIC CO

Form 4

March 11, 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 *
 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)
 03/07/2014

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)

EVP - Operations & COO

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 Ownership (Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
| | | | | (A) or (D) | | | |
| | | | Code | V | Amount | | Price |
| Common Stock | | | | | | | |
| | | | | | 23,425 | D | |

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
 required to respond unless the form
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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)**

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| 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) | \$ 52.72 | | | | | | | <u>(5)</u> | 07/27/2019 | Common Stock | 12,019 |
| Stock Option (Right to Buy) | \$ 44.93 | | | | | | | <u>(5)</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 |
| Restricted Stock Units | \$ 0 <u>(1)</u> | | | | | | | 07/21/2014 | <u>(2)</u> | Common Stock | 7,080 |
| Stock Option (Right to Buy) | \$ 57.62 | | | | | | | <u>(4)</u> | 07/19/2022 | Common Stock | 27,681 |
| Restricted Stock Units | \$ 0 <u>(1)</u> | | | | | | | 07/19/2015 | <u>(2)</u> | Common Stock | 10,992 |
| Stock Option (Right to Buy) | \$ 54.03 | | | | | | | <u>(6)</u> | 07/18/2023 | Common Stock | 29,987 |
| Restricted Stock Units | \$ 0 <u>(1)</u> | | | | | | | 07/18/2016 | <u>(2)</u> | Common Stock | 11,722 |
| Stock Option (Right to Buy) | \$ 49.73 | 03/07/2014 | | A | | 33,706 | | <u>(7)</u> | 03/07/2024 | Common Stock | 33,706 |
| Restricted Stock | \$ 0 <u>(1)</u> | 03/07/2014 | | A | | 12,735 | | 03/07/2017 | <u>(2)</u> | Common Stock | 12,735 |

Units

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 | | | EVP - Operations & COO | |

Signatures

/s/ Richard L. Mack, Attorney-in-Fact for James C.
O'Rourke

03/11/2014

__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) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (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) This Stock Option is 100% exercisable.
- (6) 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.
- (7) 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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