

MOSAIC CO  
Form 4  
December 05, 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

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  
(Street)

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

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

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	(A) or (D)	Price		
Common Stock	12/03/2014		M <sup>(1)</sup>		28,778	A	\$ 15.45	212,608	I	Revocable Trust
Common Stock	12/03/2014		M <sup>(1)</sup>		32,336	A	\$ 20.7	244,944	I	Revocable Trust
Common Stock	12/03/2014		S <sup>(1)</sup>		32,479	D	\$ 45.4893 <sup>(2)</sup>	212,465	I	Revocable Trust
Common Stock	12/03/2014		S <sup>(1)</sup>		28,635	D	\$ 45.8441 <sup>(3)</sup>	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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(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 <sup>(1)</sup>	28,778	<sup>(4)</sup> 08/04/2016	Common Stock 28,778
Stock Option (Right to Buy)	\$ 20.7	12/03/2014		M <sup>(1)</sup>	32,336	<sup>(4)</sup> 02/01/2017	Common Stock 32,336
Stock Option (Right to Buy)	\$ 40.03					<sup>(4)</sup> 08/02/2017	Common Stock 83,433
Stock Option (Right to Buy)	\$ 127.21					<sup>(4)</sup> 07/31/2018	Common Stock 23,409
Stock Option (Right to Buy)	\$ 52.72					<sup>(4)</sup> 07/27/2019	Common Stock 48,077
Stock Option (Right to Buy)	\$ 44.93					<sup>(4)</sup> 07/27/2020	Common Stock 79,011
Stock Option (Right to Buy)	\$ 70.62					<sup>(4)</sup> 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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