

MOSAIC CO
Form 4
July 23, 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 *
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)
07/21/2014

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 or Disposed of (A) or (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	07/21/2014		M		7,080	A	\$ 0 30,505	D
Common Stock	07/21/2014		A		4,567 (7)	A	\$ 0 35,072	D
Common Stock	07/21/2014		A		42,345 (8)	A	\$ 0 77,417	D
Common Stock	07/21/2014		F ⁽⁹⁾		24,325	D	\$ 47.23 53,092	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 displays a currently valid OMB control number.

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 Shares
Stock Option (Right to Buy)	\$ 52.72					<u>(4)</u>	07/27/2019	Common Stock	12,019
Stock Option (Right to Buy)	\$ 44.93					<u>(4)</u>	07/27/2020	Common Stock	20,259
Stock Option (Right to Buy)	\$ 70.62					<u>(4)</u>	07/21/2021	Common Stock	16,150
Restricted Stock Units	\$ 0 ⁽¹⁾	07/21/2014		M	7,080	07/21/2014	<u>(2)</u>	Common Stock	7,080
Stock Option (Right to Buy)	\$ 57.62					<u>(3)</u>	07/19/2022	Common Stock	27,681
Restricted Stock Units	\$ 0 ⁽¹⁾					07/19/2015	<u>(2)</u>	Common Stock	10,992
Stock Option (Right to Buy)	\$ 54.03					<u>(5)</u>	07/18/2023	Common Stock	29,987
Restricted	\$ 0 ⁽¹⁾					07/18/2016	<u>(2)</u>	Common	11,722

Stock Units				Stock	
Stock Option (Right to Buy)	\$ 49.73	(6)	03/07/2024	Common Stock	33,706
Restricted Stock Units	\$ 0 (1)		03/07/2017	(2) Common Stock	12,735

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/ Mark J. Isaacson, Attorney-in-Fact for James C. O'Rourke 07/23/2014

__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 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (4) This Stock Option is 100% exercisable.
- (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.
- (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) Shares issued to reporting person upon the vesting of a performance unit award granted to reporting person on July 21, 2011. The performance unit award was not a derivative security.
- (8) Shares issued to reporting person upon vesting of a retention award granted to reporting person on July 21, 2011. The retention award was not a derivative security.
- (9) Shares sold to cover tax liability incurred as a result of most recent vesting of Restricted Stock Units, Performance Units and Retention Award.

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.