**MOSAIC CO** Form 4 July 22, 2013

## FORM 4

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

Check this box if no longer subject to Section 16.

Form 4 or

obligations

Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

1(b).

(Last)

(City)

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 \* McLellan Richard N

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

(Zip)

MOSAIC CO [MOS]

(Check all applicable)

C/O THE MOSAIC COMPANY, 3033 CAMPUS

DRIVE, SUITE E490

3. Date of Earliest Transaction

(Month/Day/Year) 07/18/2013

Director 10% Owner X\_ Officer (give title Other (specify below)

Sr Vice President-Commercial

(Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

PLYMOUTH, MN 55441

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(9-02)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

15,467 D

Common Stock

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)

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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. Transactic Code (Instr. 8)	5. NumborDerivation Securition Acquires or Disposition (D) (Instr. 3 and 5)	es d (A) osed of	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)	\$ 15.04						<u>(1)</u>	10/29/2014	Common Stock	21,593
Stock Option (right to Buy)	\$ 17.29						<u>(1)</u>	08/01/2015	Common Stock	13,915
Stock Option (Right to Buy)	\$ 15.45						<u>(1)</u>	08/04/2016	Common Stock	16,562
Stock Option (Right to Buy)	\$ 40.03						<u>(1)</u>	08/02/2017	Common Stock	12,574
Stock Option (Right to Buy)	\$ 127.21						<u>(1)</u>	07/31/2018	Common Stock	2,926
Stock Option (Right to Buy)	\$ 52.72						<u>(1)</u>	07/27/2019	Common Stock	6,611
Stock Option (Right to Buy)	\$ 44.93						<u>(4)</u>	07/27/2020	Common Stock	10,130
Restricted Stock Units	\$ 0 (2)						07/27/2013	(3)	Common Stock	5,564
Stock Option (Right to Buy)	\$ 70.62						<u>(5)</u>	07/21/2021	Common Stock	6,460

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Restricted Stock Units	\$ 0 (2)				07/21/2014	(3)	Common Stock	2,832
Stock Option (Right to Buy)	\$ 57.62				<u>(6)</u>	07/19/2022	Common Stock	11,655
Restricted Stock Units	\$ 0 (2)				07/19/2015	<u>(3)</u>	Common Stock	4,628
Stock Option (Right to Buy)	\$ 54.03	07/18/2013	A	15,783	<u>(7)</u>	07/18/2023	Common Stock	15,783
Restricted Stock Units	\$ 0 (2)	07/18/2013	A	6,169	07/18/2016	(3)	Common Stock	6,169

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
McLellan Richard N							
C/O THE MOSAIC COMPANY			Sr Vice				
3033 CAMPUS DRIVE, SUITE E490			President-Commercial				
PLYMOUTH, MN 55441							

## **Signatures**

/s/ Richard L. Mack, Attorney in Fact for Richard N.
McLellan

07/22/2013

\*\*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) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (4) Grant Date 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) 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.

**(7)** 

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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.

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.