

MOSAIC CO

Form 4

March 11, 2014

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
McLellan Richard N

(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
X Officer (give title below) ____ Other (specify
below)

Sr Vice President-Commercial

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Common Stock					19,161	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
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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)	\$ 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>(1)</u>	07/27/2020	Common Stock	10,130
Stock Option (Right to Buy)	\$ 70.62							<u>(4)</u>	07/21/2021	Common Stock	6,460
Restricted Stock Units	\$ 0 <u>(2)</u>							07/21/2014	<u>(3)</u>	Common Stock	2,832

Stock Option (Right to Buy)	\$ 57.62				<u>(5)</u>	07/19/2022	Common Stock	11,655
Restricted Stock Units	\$ 0 <u>(2)</u>					07/19/2015	Common Stock	4,628
Stock Option (Right to Buy)	\$ 54.03				<u>(6)</u>	07/18/2023	Common Stock	15,783
Restricted Stock Units	\$ 0 <u>(2)</u>					07/18/2016	Common Stock	6,169
Stock Option (Right to Buy)	\$ 49.73	03/07/2014	A	17,740	<u>(7)</u>	03/07/2024	Common Stock	17,740
Restricted Stock Units	\$ 0 <u>(2)</u>	03/07/2014	A	6,703		03/07/2017	Common Stock	6,703

Reporting Owners

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

Signatures

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

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) This Stock Option is 100% exercisable.

(2) One-for-One

(3) Not Applicable

(4) 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.

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- (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) 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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