

MOSAIC CO  
Form 4  
July 23, 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**

(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)  
**04/10/2014**

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)  
**President and CEO**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/21/2014		M		20,768 A \$ 0 20,768	D	
Common Stock	07/21/2014		A		13,397 (8) A \$ 0 34,165	D	
Common Stock	07/21/2014		A		42,345 (9) A \$ 0 76,510	D	
Common Stock	07/21/2014		F(10)		36,260 D \$ 47.23 40,250	D	
Common Stock	07/21/2014		G(6)		40,250 D \$ 0 0	D	

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Common Stock	07/21/2014		G <sup>(6)</sup>	40,250	A	\$ 0	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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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 Underlying Se (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Stock Option (Right to Buy)	\$ 15.45	04/10/2014		G <sup>(6)</sup>		129,388		<u>(3)</u>	08/04/2016	Common Stock
Stock Option (Right to Buy)	\$ 15.45	04/10/2014		G <sup>(6)</sup>		129,388		<u>(3)</u>	08/04/2016	Common Stock
Stock Option (Right to Buy)	\$ 20.7	04/10/2014		G <sup>(6)</sup>		53,957		<u>(3)</u>	02/01/2017	Common Stock
Stock Option (Right to Buy)	\$ 20.7	04/10/2014		G <sup>(6)</sup>		53,957		<u>(3)</u>	02/01/2017	Common Stock
Stock Option (Right to Buy)	\$ 40.03	04/10/2014		G <sup>(6)</sup>		83,433		<u>(3)</u>	08/02/2017	Common Stock
Stock Option (Right to Buy)	\$ 40.03	04/10/2014		G <sup>(6)</sup>		83,433		<u>(3)</u>	08/02/2017	Common Stock
Stock Option (Right to	\$ 127.21	04/10/2014		G <sup>(6)</sup>		23,409		<u>(3)</u>	07/31/2018	Common Stock

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Buy)								
Stock Option (Right to Buy)	\$ 127.21	04/10/2014	G <sup>(6)</sup>	23,409		<sup>(3)</sup>	07/31/2018	Common Stock
Stock Option (Right to Buy)	\$ 52.72	04/10/2014	G <sup>(6)</sup>	48,077		<sup>(3)</sup>	07/27/2019	Common Stock
Stock Option (Right to Buy)	\$ 52.72	04/10/2014	G <sup>(6)</sup>	48,077		<sup>(3)</sup>	07/27/2019	Common Stock
Stock Option (Right to Buy)	\$ 44.93	04/10/2014	G <sup>(6)</sup>	79,011		<sup>(3)</sup>	07/27/2020	Common Stock
Stock Option (Right to Buy)	\$ 44.93	04/10/2014	G <sup>(6)</sup>	79,011		<sup>(3)</sup>	07/27/2020	Common Stock
Stock Option (Right to Buy)	\$ 70.62	04/10/2014	G <sup>(6)</sup>	47,373		<sup>(3)</sup>	07/21/2021	Common Stock
Stock Option (Right to Buy)	\$ 70.62	04/10/2014	G <sup>(6)</sup>	47,373		<sup>(3)</sup>	07/21/2021	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>	07/21/2014	M	20,768			07/21/2014	<sup>(2)</sup> Common Stock
Stock Option (Right to Buy)	\$ 57.62	04/10/2014	G <sup>(6)</sup>	77,214		<sup>(4)</sup>	07/19/2022	Common Stock
Stock Option (Right to Buy)	\$ 57.62	04/10/2014	G <sup>(6)</sup>	77,214		<sup>(4)</sup>	07/19/2022	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>						07/19/2015	<sup>(2)</sup> Common Stock
Stock Option	\$ 54.03	04/10/2014	G <sup>(6)</sup>	83,649		<sup>(5)</sup>	07/18/2023	Common Stock

(Right to Buy)								
Stock Option (Right to Buy)	\$ 54.03	04/10/2014	G <sup>(6)</sup>	83,649		<sup>(5)</sup>	07/18/2023	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>						07/18/2016 <sup>(2)</sup>	Common Stock
Stock Option (Right to Buy)	\$ 49.73	04/10/2014	G <sup>(6)</sup>	94,022		<sup>(7)</sup>	03/07/2024	Common Stock
Stock Option (Right to Buy)	\$ 49.73	04/10/2014	G <sup>(6)</sup>	94,022		<sup>(7)</sup>	03/07/2024	Common Stock
Restricted Stock Units	\$ 0 <sup>(1)</sup>						03/07/2017 <sup>(2)</sup>	Common Stock

## 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  
 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) This Stock Option is 100% exercisable.
- (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) 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.

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- (6) This transaction involved the transfer of securities by the reporting person to a revocable trust under which the reporting person and his spouse are the trustees and primary beneficiaries.
- (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.
- (8) 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.
- (9) 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.
- (10) 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.

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