

MOSAIC CO
Form 4
May 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
LUMPKINS ROBERT L

(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)
04/11/2017

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)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/11/2017		G	6,534 D \$ 0 2,745		I	By GRAT #6 dated April 2, 2015 ⁽¹⁾
Common Stock	04/11/2017		G	6,534 A \$ 0 19,736		I	Robert L. Lumpkins Revocable Trust
Common Stock	05/15/2017		M	<u>3,691</u> (2) A \$ 0 9,339		D	

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)	8. Pr
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽³⁾	05/15/2017		M	5,274 <u>(2)</u>	<u>(4)</u> <u>(5)</u>	Common Stock	5,274
Restricted Stock Units	\$ 0 ⁽³⁾					<u>(6)</u> <u>(5)</u>	Common Stock	5,707
Restricted Stock Units	\$ 0 ⁽³⁾					<u>(7)</u> <u>(5)</u>	Common Stock	10,129

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUMPKINS ROBERT L C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441	<input checked="" type="checkbox"/>			

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Robert L. Lumpkins	05/17/2017
**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) On April 11, 2017, the reporting person indirectly held 9,279 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #6"). On that date, 6,534 shares were distributed by GRAT #6 to the Robert L. Lumpkins Revocable Trust in satisfaction of an annuity to the reporting person and was exempt from reporting under Rule 16a-13.

(2) The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was made, elected to receive 30% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.

(3) One for one

(4) The restricted stock units will vest on the date of the issuer's 2015 Annual Meeting of Stockholders. Vested shares were delivered to the reporting person on May 15, 2017.

(5) Not applicable

(6) The restricted stock units will vest on the date of the issuer's 2016 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 14, 2018.

(7) The restricted stock units will vest on the date of the issuer's 2017 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 19, 2019.

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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