

Seaton David Thomas  
 Form 4  
 May 15, 2018

**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 \*  
 Seaton David Thomas

(Last) (First) (Middle)

ATRIA CORPORATE CENTER,  
 SUITE E490, 3033 CAMPUS  
 DRIVE

(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)  
 05/14/2018

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 (D) Price			
Common Stock	05/14/2018		M		2,211 <u>(1)</u>	A	\$ 0 12,646	D

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)**

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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)	8. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 <sup>(2)</sup>	05/14/2018		M	3,402 <sup>(1)</sup>	<sup>(3)</sup>	<sup>(4)</sup>	Common Stock	3,402
Restricted Stock Units	\$ 0 <sup>(2)</sup>					<sup>(5)</sup>	<sup>(4)</sup>	Common Stock	6,038
Restricted Stock Units	\$ 0 <sup>(2)</sup>					<sup>(6)</sup>	<sup>(4)</sup>	Common Stock	6,346
Restricted Stock Units	\$ 0 <sup>(2)</sup>					<sup>(7)</sup>	<sup>(4)</sup>	Common Stock	5,497

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Seaton David Thomas ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441	X			

## Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for David T. Seaton 05/15/2018

<sup>\*\*</sup>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).
- The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was
- (1) made, elected to receive 35% 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.
  - (2) One-for-One

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- (3) The restricted stock units vested 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.
- (4) Not Applicable
- (5) The restricted stock units vested 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.
- (6) The restricted stock units vested on the date of the issuer's 2018 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 18, 2020.
- (7) The restricted stock units will vest on the date of the issuer's 2019 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 10, 2021.

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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