

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  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STRANGHOENER LAWRENCE W

(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)  
EVP & Chief Financial Officer

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					50	I	by Son
Common Stock					111,786	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  
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SEC 1474  
(9-02)

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**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 15.04							<u>(3)</u>	10/29/2014	Common Stock	12,084
Stock Option (right to buy)	\$ 17.29							<u>(3)</u>	08/01/2015	Common Stock	64,935
Stock Option (right to buy)	\$ 15.45							<u>(3)</u>	08/04/2016	Common Stock	61,120
Stock Option (right to buy)	\$ 40.03							<u>(3)</u>	08/02/2017	Common Stock	25,328
Stock Option (Right to Buy)	\$ 127.21							<u>(3)</u>	07/31/2018	Common Stock	7,315
Stock Option (Right to Buy)	\$ 52.72							<u>(3)</u>	07/27/2019	Common Stock	14,423
Stock Option (Right to Buy)	\$ 44.93							<u>(3)</u>	07/27/2020	Common Stock	22,285
Stock Option (Right to Buy)	\$ 70.62							<u>(4)</u>	07/21/2021	Common Stock	13,997
	\$ 0 <u>(1)</u>							07/21/2014	<u>(2)</u>		6,136

Restricted Stock Units								Common Stock	
Stock Option (Right to Buy)	\$ 57.62					<u>(5)</u>	07/19/2022	Common Stock	21,853
Restricted Stock Units	\$ 0 <u>(1)</u>					07/19/2015	<u>(2)</u>	Common Stock	8,678
Stock Option (Right to Buy)	\$ 54.03					<u>(6)</u>	07/18/2023	Common Stock	23,674
Restricted Stock Units	\$ 0 <u>(1)</u>					07/18/2016	<u>(2)</u>	Common Stock	9,254
Stock Option (Right to Buy)	\$ 49.73	03/07/2014	A	26,610		<u>(7)</u>	03/07/2024	Common Stock	26,610
Restricted Stock Units	\$ 0 <u>(1)</u>	03/07/2014	A	10,054	03/07/2017		<u>(2)</u>	Common Stock	10,054

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STRANGHOENER LAWRENCE W C/O THE MOSAIC COMPANY 3033 CAMPUS DRIVE, SUITE E490 PLYMOUTH, MN 55441			EVP & Chief Financial Officer	

## Signatures

/s/Richard L. Mack, Attorney-in-Fact for Lawrence W.  
Stranghoener

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) One-for-One

(2) Not Applicable

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