

MOSAIC CO
Form 4
May 15, 2015

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)
04/08/2015

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 Indirect Ownership (Instr. 4)
Common Stock				(A) or (D)			By GRAT #5 dated June 25, 2012 ⁽¹⁾
Common Stock	04/08/2015		G	8,575 D	\$ 0 0	D	
Common Stock	04/08/2015		G	7,875 D	\$ 0 0	I	Robert L. Lumpkins Revocable Trust

Common Stock	04/08/2015	G	16,450	A	\$ 0	16,450	I	By GRAT #6 dated April 2, 2015 <u>(2)</u>
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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						(4)	(5)		
						(6)	(5)		
						(7)	(5)		
						(8)	(5)		
Restricted Stock Units	\$ 0 ⁽³⁾					(4)	(5)	Common Stock	4,719
Restricted Stock Units	\$ 0 ⁽³⁾					(6)	(5)	Common Stock	3,350
Restricted Stock Units	\$ 0 ⁽³⁾					(7)	(5)	Common Stock	5,274
Restricted Stock Units	\$ 0 ⁽³⁾	05/14/2015		A	5,707	(8)	(5)	Common Stock	5,707

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	X			

PLYMOUTH, MN 55441

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Robert L.
Lumpkins

05/15/2015

__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 July 15, 2014, the reporting person indirectly held 5,977 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #5). On that date, 2,946 of the shares were distributed by GRAT #5 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, following which 5,977 shares remained held by GRAT #5.

(2) This transaction involved a gift of securities by the reporting person and the reporting person and reporting person's spouse as trustees of the Robert L. Lumpkins Revocable Trust to a grantor retained annuity trust dated April 2, 2015, for the benefit of reporting person and his daughter ("GRAT #6"). The reporting person's spouse serves as trustee of GRAT #6.

(3) One-for-One

(4) The restricted stock units vested on October 4, 2013. Vested shares will be delivered to the reporting person on October 4, 2015.

(5) Not Applicable

(6) The restricted stock units vested on May 15, 2014. Vested shares will be delivered to the reporting person on October 3, 2016.

(7) The restricted stock units vested on May 14, 2015. Vested shares will be delivered to the reporting person on May 15, 2017.

(8) 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.

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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