

MOSAIC CO  
Form 4  
February 04, 2015

**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 \*  
McLellan Richard N

(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)  
02/03/2015

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)  
Sr Vice President-Commercial

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2015		M <sup>(1)</sup>		16,562	A	\$ 15.45
							49,782
Common Stock	02/03/2015		S <sup>(1)</sup>		16,562	D	\$ 50.0412
							33,220

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	\$ 15.45	02/03/2015		M <sup>(1)</sup>	16,562	<sup>(3)</sup>	08/04/2016	Common Stock	16,562
Stock Option (Right to Buy)	\$ 40.03					<sup>(3)</sup>	08/02/2017	Common Stock	12,574
Stock Option (Right to Buy)	\$ 127.21					<sup>(3)</sup>	07/31/2018	Common Stock	2,926
Stock Option (Right to Buy)	\$ 52.72					<sup>(3)</sup>	07/27/2019	Common Stock	6,611
Stock Option (Right to Buy)	\$ 44.93					<sup>(3)</sup>	07/27/2020	Common Stock	10,130
Stock Option (Right to Buy)	\$ 70.62					<sup>(3)</sup>	07/21/2021	Common Stock	6,460
Restricted Stock Units	\$ 0 <sup>(4)</sup>					07/19/2015	<sup>(5)</sup>	Common Stock	4,628
Stock Option (Right to Buy)	\$ 57.62					<sup>(6)</sup>	07/19/2022	Common Stock	11,655
Restricted Stock	\$ 0 <sup>(4)</sup>					07/18/2016	<sup>(5)</sup>	Common Stock	6,169

Units

Stock

Option  
(Right to  
Buy)

\$ 54.03

(7)

07/18/2023

Common  
Stock

15,783

Restricted  
Stock  
Units

\$ 0 (4)

03/07/2017

(5)

Common  
Stock

6,703

Stock

Option  
(Right to  
Buy)

\$ 49.73

(8)

03/07/2024

Common  
Stock

17,740

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director      10% Owner      Officer      Other

McLellan Richard N  
C/O THE MOSAIC COMPANY  
3033 CAMPUS DRIVE, SUITE E490  
PLYMOUTH, MN 55441

Sr Vice  
President-Commercial

## Signatures

/s/ Mark J. Isaacson, Attorney in Fact for Richard N.  
McLellan

02/04/2015

\_\_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) The stock option exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 14, 2014.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.00 to \$50.27, inclusive. The reporting person undertakes to provide to The Mosaic Company, any security holder of The Mosaic Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote 2 to this Form 4.

(3) This Stock Option is 100% exercisable.

(4) One-for-One

(5) Not Applicable

(6) 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.

(7) 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.

(8) 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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