

MOSAIC CO

Form 4

October 02, 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
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(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)

10/01/2014

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 ____ Other (specify
below) below)

EVP - Strategy and Bus Dev

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. Transaction(A) Code (Instr. 8)	4. Securities Acquired 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)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	10/01/2014		<u>M</u> ⁽⁷⁾		12,084	A	\$ 15.04
Common Stock	10/01/2014		<u>S</u> ⁽⁷⁾		12,084	D	\$ 44.11
					50	I	by Son
					152,506	D	
					140,422	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)

displays a currently valid OMB control number.

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 Share
Stock Option (right to buy)	\$ 15.04	10/01/2014		M ⁽⁷⁾			12,084	<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	\$ 70.62							<u>(3)</u>	07/21/2021	Common Stock	13,997

Buy)

Stock Option (Right to Buy)	\$ 57.62	<u>(4)</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>(5)</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	<u>(6)</u>	03/07/2024	Common Stock	26,610
Restricted Stock Units	\$ 0 <u>(1)</u>		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 - Strategy and Bus Dev	

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Lawrence W.
Stranghoener

10/02/2014

 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

(3) This Stock Option is 100% exercisable.

(4)

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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.

- (5) 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.
- (6) 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.
- (7) The stock option exercise and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 17, 2013.

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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