

MOSAIC CO  
Form 4  
September 17, 2014

**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 \*  
Davis Gary N.

(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)  
09/15/2014

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)  
Sr VP - Phosphate Operations

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 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)
				(A) or (D)	Price		
Common Stock	07/21/2014		M <sup>(7)</sup>	4,718	A \$ 15.45	33,765	D
Common Stock	07/21/2014		S <sup>(7)</sup>	4,718	D \$ 46.21	29,047	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)

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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	09/15/2014		<u>M</u> <sup>(7)</sup>		4,718		<u>(1)</u>	08/04/2016	Common Stock	4,718
Stock Option (Right to Buy)	\$ 40.03							<u>(1)</u>	08/02/2017	Common Stock	10,429
Stock Option (Right to Buy)	\$ 127.21							<u>(1)</u>	07/31/2018	Common Stock	2,195
Stock Option (Right to Buy)	\$ 52.72							<u>(1)</u>	07/27/2019	Common Stock	4,507
Stock Option (Right to Buy)	\$ 44.93							<u>(1)</u>	07/27/2020	Common Stock	10,130
Stock Option (Right to Buy)	\$ 70.62							<u>(1)</u>	07/21/2021	Common Stock	6,460
Stock Option (Right to Buy)	\$ 57.62							<u>(4)</u>	07/19/2022	Common Stock	10,198
Restricted Stock Units	\$ 0 <u>(2)</u>							07/19/2015	<u>(3)</u>	Common Stock	4,050
	\$ 54.03							<u>(5)</u>	07/18/2023		11,048

Stock Option (Right to Buy)				Common Stock	
Restricted Stock Units	\$ 0 <sup>(2)</sup>	07/18/2016	<sup>(3)</sup>	Common Stock	4,319
Stock Option (Right to Buy)	\$ 49.73	<sup>(6)</sup>	03/07/2024	Common Stock	12,418
Restricted Stock Units	\$ 0 <sup>(2)</sup>	03/07/2017	<sup>(3)</sup>	Common Stock	4,692

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Gary N. ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441			Sr VP - Phosphate Operations	

## Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Gary N.  
Davis

09/17/2014

<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).
- (1) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (4) 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 exercises and sale were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 11, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.