

MOSAIC CO  
Form 4  
May 15, 2015

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MACK RICHARD 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)  
**05/14/2015**

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)  
**EVP, Chief Financial Officer**

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. 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)
Common Stock				(A) or (D) Code V Amount (D) Price	78,752	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  
required to respond unless the form  
displays a currently valid OMB control  
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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)**

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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)	\$ 17.29							<u>(1)</u>	08/01/2015	Common Stock	36,382
Stock Option (Right to Buy)	\$ 15.45							<u>(1)</u>	08/04/2016	Common Stock	47,319
Stock Option (Right to Buy)	\$ 40.03							<u>(1)</u>	08/02/2017	Common Stock	19,368
Stock Option (Right to Buy)	\$ 127.21							<u>(1)</u>	07/31/2018	Common Stock	5,486
Stock Option (Right to Buy)	\$ 52.72							<u>(1)</u>	07/27/2019	Common Stock	10,216
Stock Option (Right to Buy)	\$ 44.93							<u>(1)</u>	07/27/2020	Common Stock	15,194
Stock Option (Right to Buy)	\$ 70.62							<u>(1)</u>	07/21/2021	Common Stock	10,767
Restricted Stock Units	\$ 0 <u>(2)</u>							07/19/2015	<u>(3)</u>	Common Stock	6,942
Stock Option (Right to Buy)	\$ 57.62							<u>(4)</u>	07/19/2022	Common Stock	17,483

Restricted Stock Units	\$ 0 <sup>(2)</sup>				07/18/2016	<sup>(3)</sup>	Common Stock	7,403
Stock Option (Right to Buy)	\$ 54.03				<sup>(5)</sup>	07/18/2023	Common Stock	18,939
Restricted Stock Units	\$ 0 <sup>(2)</sup>				03/07/2017	<sup>(3)</sup>	Common Stock	8,043
Stock Option (Right to Buy)	\$ 49.73				<sup>(6)</sup>	03/07/2024	Common Stock	21,288
Stock Option (Right to Buy)	\$ 50.43				<sup>(7)</sup>	03/05/2025	Common Stock	24,249
Restricted Stock Units	\$ 0 <sup>(2)</sup>	05/14/2015	A	21,949	<sup>(8)</sup>	<sup>(3)</sup>	Common Stock	21,949

## Reporting Owners

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

## Signatures

/s/ Mark J. Isaacson, Attorney-in-Fact for Richard L. Mack

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) 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.

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- (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) Grant Date 03/05/2015; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (8) Grant Date 5/14/2015; restricted stock units vest 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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