

MOSAIC CO
Form 4
March 11, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Kaplan Mark Eric

(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)
03/07/2014

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)
VP - Public Affairs

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 Ownership (Instr. 4)
				(A) or (D)	Amount (D) Price		
Common Stock					3,222	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)

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)	Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 127.21					(1) 07/31/2018	Common Stock	1,646
Stock Option (Right to Buy)	\$ 52.72					(1) 07/27/2019	Common Stock	3,125
Stock Option (Right to Buy)	\$ 44.93					(1) 07/27/2020	Common Stock	3,545
Stock Option (Right to Buy)	\$ 70.62					(4) 07/21/2021	Common Stock	3,768
Restricted Stock Units	\$ 0 (2)					07/21/2014 (3)	Common Stock	1,652
Stock Option (Right to Buy)	\$ 57.62					(5) 07/19/2022	Common Stock	5,099
Restricted Stock Units	\$ 0 (2)					07/19/2015 (3)	Common Stock	2,025
Stock Option (Right to Buy)	\$ 54.03					(6) 07/18/2023	Common Stock	5,524
Restricted Stock Units	\$ 0 (2)					07/18/2016 (3)	Common Stock	2,159
	\$ 49.73	03/07/2014		A	6,209	(7) 03/07/2024		6,209

Stock Option (Right to Buy)							Common Stock	
Restricted Stock Units	\$ 0 ⁽²⁾	03/07/2014	A	2,346	03/07/2017	(3)	Common Stock	2,346

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kaplan Mark Eric ATRIA CORPORATE CENTER, SUITE E490 3033 CAMPUS DRIVE PLYMOUTH, MN 55441	VP - Public Affairs			

Signatures

/s/Richard L. Mack, Attorney-in-Fact for Mark E. Kaplan	03/11/2014
**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) This Stock Option is 100% exercisable.
- (2) One-for-One
- (3) Not Applicable
- (4) Grant Date 07/21/2011; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/19/2012; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (6) 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.
- (7) 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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