

MOSAIC CO  
Form 4  
July 22, 2013

**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 \*  
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)

07/18/2013

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. 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					50	I	by Son
Common Stock					103,658	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)	\$ 15.04					<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>(4)</u> 07/27/2020	Common Stock 22,285
Restricted Stock Units	\$ 0 <sup>(1)</sup>					07/27/2013 <u>(2)</u>	Common Stock 12,241
Stock Option	\$ 70.62					<u>(5)</u> 07/21/2021	Common Stock 13,997

(Right to Buy)

Restricted Stock Units

\$ 0 <sup>(1)</sup>

07/21/2014

<sup>(2)</sup>

Common Stock

6,136

Stock Option (Right to Buy)

\$ 57.62

<sup>(6)</sup>

07/19/2022

Common Stock

21,853

Restricted Stock Units

\$ 0 <sup>(1)</sup>

07/19/2015

<sup>(2)</sup>

Common Stock

8,678

Stock Option (Right to Buy)

\$ 54.03

07/18/2013

A

23,674

<sup>(7)</sup>

07/18/2023

Common Stock

23,674

Restricted Stock Units

\$ 0 <sup>(1)</sup>

07/18/2013

A

9,254

07/18/2016

<sup>(2)</sup>

Common Stock

9,254

## 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 & Chief Financial Officer	

## Signatures

/s/Richard L. Mack, Attorney-in-Fact for Lawrence W. Stranghoener

07/22/2013

<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) One-for-One
- (2) Not Applicable
- (3) This Stock Option is 100% exercisable.
- (4) Grant Date 07/27/2010; option becomes exercisable in three equal installments commencing on the first anniversary of the grant date and on each anniversary thereafter.
- (5) Grant Date 07/21/2011; 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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- (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.

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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