

LUMPKINS ROBERT L
 Form 4
 May 14, 2018

FORM 4

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

OMB APPROVAL

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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 *
 LUMPKINS ROBERT 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)
 05/02/2018

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2018		P	4,655 A	\$ 27.14 4,655	I	By GRAT #4 dated May 12, 2011
Common Stock	05/03/2018		G	4,655 D	\$ 0 0	I	By GRAT #4 dated May 12, 2011 ⁽¹⁾
Common Stock	05/03/2018		G	4,655 A	\$ 0 13,994	D	

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Common Stock	05/14/2018	M	3,994 (2)	A	\$ 0	17,988	D	
Common Stock						2,745	I	By GRAT #6 dated April 2, 2015
Common Stock						26,736	I	Robert L. Lumpkins Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 (3)	05/14/2018		M	5,707 (2)	(4) (5)	Common Stock	5,707	
Restricted Stock Units	\$ 0 (3)					(6) (5)	Common Stock	10,129	
Restricted Stock Units	\$ 0 (3)					(7) (5)	Common Stock	10,503	
Restricted Stock Units	\$ 0 (3)	05/10/2018		A	5,497	(8) (5)	Common Stock	5,497	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

LUMPKINS ROBERT L
C/O THE MOSAIC COMPANY
3033 CAMPUS DRIVE, SUITE E490
PLYMOUTH, MN 55441

X

Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Robert L.
Lumpkins

05/14/2018

__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).

On May 3, 2018, the reporting person indirectly held 4,655 shares of MOS common stock in a grantor retained annuity trust for the benefit of himself and his daughter ("GRAT #4). On that date, 4,655 of the shares were distributed by GRAT #4 to the reporting person in satisfaction of an annuity to the reporting person and was exempt from reporting under Rule 16a-13, following which 0 shares remained held by GRAT #4.
- (1) The reporting person, pursuant to the terms of the Restricted Stock Unit Agreement under which the award of restricted stock units was made, elected to receive 30% of the restricted stock units in the form of cash with the balance paid in the form of shares of common stock at the time the award was paid.
- (2) One-for-One
- (3) The restricted stock units vested on the date of the issuer's 2016 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 14, 2018.
- (4) Not Applicable
- (5) The restricted stock units vested on the date of the issuer's 2017 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 19, 2019.
- (6) The restricted stock units vested on the date of the issuer's 2018 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 18, 2020.
- (7) The restricted stock units will vest on the date of the issuer's 2019 Annual Meeting of Stockholders. Vested shares will be delivered to the reporting person on May 10, 2021.
- (8)

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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