

Gitzel Timothy S.  
Form 4  
May 11, 2018

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Gitzel Timothy S.

(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)

05/10/2018

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------|--|--|--|---|
|                                       |   |   |                          | (A)<br>or<br>(D)   |  |  |   |
|                                       |   |   |                          | Code V Amount (D) Price  |  |  |   |
| Common<br>Stock                       |   |   |                          |  | 15,141   | 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  
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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Pr<br>Deriv<br>Secu<br>(Instr |
|---|--|---|---|--------------------------------------|---|--|---|----------------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D)   |                                  |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>  |   |   |                                      |   | <u>(2)</u>   | <u>(3)</u>  | Common<br>Stock 3,402            |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>  |   |   |                                      |   | <u>(4)</u>   | <u>(3)</u>  | Common<br>Stock 6,038            |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>  |   |   |                                      |   | <u>(5)</u>   | <u>(3)</u>  | Common<br>Stock 6,346            |
| Restricted<br>Stock<br>Units                        | \$ 0 <sup>(1)</sup>  | 05/10/2018                              |   | A                                    |   | <u>(6)</u>   | <u>(3)</u>  | Common<br>Stock 5,497 \$         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Gitzel Timothy S.<br>C/O THE MOSAIC COMPANY<br>3033 CAMPUS DRIVE, SUITE E490<br>PLYMOUTH, MN 55441 | X             |           |         |       |

## Signatures

/s/Mark J. Isaacson, Attorney-in-Fact for Timothy S. Gitzel 05/11/2018

                     \*\*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).

(1) One-for-One

(2) 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.

(3) Not Applicable

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- (4) 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.
- (5) 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.
- (6) 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.

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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