

Isaacson Mark J.  
Form 4  
March 05, 2019

**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 \*  
Isaacson Mark J.

(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)  
03/03/2019

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)  
SVP, Gen. Counsel & Corp. Sec.

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)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    | 03/03/2019                           |  | A <sup>(1)</sup>               | 6,540 A \$ 0  | 21,064  | D  |                                   |
| Common Stock                    | 03/03/2019                           |  | F <sup>(2)</sup>               | 2,002 D \$ 31   | 19,062  | D  |                                   |

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

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(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 |
| Restricted Stock Units                     | \$ 0 <sup>(3)</sup>                                    |                                      |  |                                |   | 03/08/2021   | <sup>(4)</sup>  | Common Stock | 9,772                      |
| Deferred Performance Unit                  | <sup>(5)</sup>   |                                      |  |                                |   | <sup>(6)</sup>   | <sup>(6)</sup>  | Common Stock | 660                        |
| Stock Option (Right to Buy)                | \$ 52.72   |                                      |  |                                |   | <sup>(7)</sup>   | 07/27/2019  | Common Stock | 2,246                      |
| Stock Option (Right to Buy)                | \$ 44.93   |                                      |  |                                |   | <sup>(7)</sup>   | 07/27/2020  | Common Stock | 2,598                      |
| Stock Option (Right to Buy)                | \$ 70.62   |                                      |  |                                |   | <sup>(7)</sup>   | 07/21/2021  | Common Stock | 1,480                      |
| Stock Option (Right to Buy)                | \$ 50.43   |                                      |  |                                |   | <sup>(7)</sup>   | 03/05/2025  | Common Stock | 7,461                      |
| Stock Option (Right to Buy)                | \$ 28.49   |                                      |  |                                |   | <sup>(7)</sup>   | 03/03/2026  | Common Stock | 19,912                     |
| Stock Option (Right to Buy)                | \$ 30.42   |                                      |  |                                |   | <sup>(8)</sup>   | 03/02/2027  | Common Stock | 20,182                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |           |       |
|--------------------------------|---------------|-----------|-----------|-------|
|                                | Director      | 10% Owner | Officer   | Other |
| Isaacson Mark J.               |               |           | SVP, Gen. |       |

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

Counsel &  
Corp. Sec.

## Signatures

/s/ Mark J.  
Isaacson

03/05/2019

\*\*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) Shares issued to reporting person upon the vesting of a performance unit award granted to reporting person on March 3, 2016. The performance unit award was not a derivative security.
- (2) Shares sold to cover tax liability incurred as a result of most recent vesting of performance units.
- (3) One-for-One
- (4) Not Applicable
- (5) Each deferred performance unit represents a right to receive one share of common stock.  
The deferred performance units were deferred by the reporting person pursuant to the issuer's LTI Deferral Plan upon the vesting of a
- (6) performance unit award granted to reporting person on March 5, 2015, and becomes payable in five equal installments commencing on January 30, 2023, and continuing on each anniversary thereafter.
- (7) This Stock Option is 100% exercisable.
- (8) Grant Date 03/02/2017; 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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