

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 06, 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 *
UNDERDOWN RODNEY L

(Last) (First) (Middle)

**C/O COMPASS MINERALS
INTERNATIONAL INC, 9900
WEST 109TH STREET, SUITE 100**

(Street)

OVERLAND PARK, KS 66210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**COMPASS MINERALS
INTERNATIONAL INC [CMP]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/05/2013

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)

Vice President & CFO

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	03/05/2013		G	V 800 D \$ 0	50,758	D	
Common Stock					309	I	Company 401(k) Plan (1)

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Unit	\$ 0					03/10/2013 03/10/2013	Common Stock 1,974
Restricted Stock Unit	\$ 0					03/10/2014 03/10/2014	Common Stock 1,966
Restricted Stock Unit	\$ 0					03/12/2015 03/12/2015	Common Stock 2,441
Stock Option (Right to Buy)	\$ 33.44					03/12/2008 03/12/2014	Common Stock 10,000
Stock Option (Right to Buy)	\$ 55.12					03/10/2009 03/10/2015	Common Stock 8,071
Stock Option (Right to Buy)	\$ 58.99					03/10/2010 03/10/2016	Common Stock 8,453
Stock Option (Right to Buy)	\$ 78.51					03/10/2011 03/10/2017	Common Stock 5,524
Stock Option (Right to Buy)	\$ 86.47					03/10/2012 03/10/2018	Common Stock 4,429
Stock Option (Right to Buy)	\$ 71.69					03/12/2013 03/12/2019	Common Stock 5,358
Performance Share Unit	\$ 0					03/10/2013 03/10/2013	Common Stock 509
Performance Share Unit	\$ 0					03/10/2014 03/10/2014	Common Stock 1,386

Performance									
Stock Unit	\$ 0		03/12/2015	03/12/2015	Common	Stock	1,678		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNDERDOWN RODNEY L C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Vice President & CFO	

Signatures

/s/ Robert E. Marsh as Attorney-in-Fact	03/06/2013
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__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) The information in this report is based on a 401(k) plan statement dated as of 03-05-2013.

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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