

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 August 08, 2014

FORM 4

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

OMB APPROVAL

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

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

2. Issuer Name and Ticker or Trading Symbol
 COMPASS MINERALS INTERNATIONAL INC [CMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/07/2014

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 CFO & Secretary

C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 100
 (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

OVERLAND PARK, KS 66210
 (City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 08/07/2014 | | M | | 8,453 | A | \$ 58.99 | 39,882 | D | |
| Common Stock | 08/07/2014 | | S | | 8,453 | D | \$ 86.9 (1) | 31,429 | D | |
| Common Stock | | | | | | | | 404 (2) | I | Company 401(k) Plan |

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 displays a currently valid OMB control number.

SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | | | | | 03/12/2015 03/12/2015 | Common Stock | 2,441 |
| Restricted Stock Unit | \$ 0 | | | | | 03/11/2016 03/11/2016 | Common Stock | 2,208 |
| Restricted Stock Unit | \$ 0 | | | | | 03/10/2017 03/10/2017 | Common Stock | 1,181 |
| Stock Option (Right to Buy) | \$ 55.12 | | | | | 03/10/2009 03/10/2015 | Common Stock | 8,071 |
| Stock Option (Right to Buy) | \$ 58.99 | 08/07/2014 | | M | 8,453 | 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 |
| Stock Option (Right to Buy) | \$ 76.99 | | | | | 03/11/2014 03/11/2020 | Common Stock | 5,484 |
| Stock Option (Right to Buy) | \$ 87.18 | | | | | 03/10/2015 03/10/2021 | Common Stock | 6,340 |

Buy)

| | | | | | |
|------------------------|------|------------|------------|--------------|-------|
| Performance Stock Unit | \$ 0 | 03/12/2015 | 03/12/2015 | Common Stock | 1,678 |
| Performance Stock Unit | \$ 0 | 03/11/2016 | 03/11/2016 | Common Stock | 1,640 |
| Performance Stock Unit | \$ 0 | 03/10/2017 | 03/10/2017 | Common Stock | 1,940 |

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 | | | CFO & Secretary | |

Signatures

/s/ Robert E. Marsh as
Attorney-in-Fact

08/08/2014

____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).
The 8,453 shares were traded in blocks ranging in price from \$86.90 to \$86.95. \$86.90 is the weighted average price. Information
(1) regarding the number of shares sold at each separate price is available upon request by the SEC staff, the issuer, or any security holder of the issuer.
(2) The information in this report is based on a 401(k) plan statement dated as of 08-07-14.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.