

COMPASS MINERALS INTERNATIONAL INC

Form 4

August 08, 2014

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

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)
					404 (2)		I
Common Stock							Company 401(k) Plan

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

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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)

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.

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