

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 November 20, 2009

**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 \*  
 CLARK KEITH E

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Vice President

(Last) (First) (Middle)  
 COMPASS MINERALS INTERNATIONAL, 9900 WEST 109TH STREET, SUITE 600  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/18/2009

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

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

**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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 11/18/2009                           |                                                    | S                              |                                                                   | 14,000                                                                                        | D                                                        | \$ 65.34<br><u>(1)</u>                                |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 141                                                                                           | I                                                        | <u>(2)</u>                                            |

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**

SEC 1474 (9-02)

**displays a currently valid OMB control 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) | 8. F         |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title        | Amount or Number of Shares |
| Restricted Stock Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/12/2010                                               | 03/12/2010                                                    | Common Stock | 3,300                      |
| Restricted Stock Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/10/2011                                               | 03/10/2011                                                    | Common Stock | 2,540                      |
| Restricted Stock Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/10/2012                                               | 03/10/2012                                                    | Common Stock | 2,756                      |
| Stock Option (Right to Buy)                | \$ 25.69                                               |                                      |                                                    |                                |                                                                                         | 01/23/2007                                               | 01/23/2014                                                    | Common Stock | 14,000                     |
| Stock Option (Right to Buy)                | \$ 33.44                                               |                                      |                                                    |                                |                                                                                         | 03/12/2008                                               | 03/12/2015                                                    | 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                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

CLARK KEITH E  
COMPASS MINERALS INTERNATIONAL  
9900 WEST 109TH STREET, SUITE 600  
OVERLAND PARK, KS 66210

Vice  
President

## Signatures

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

11/20/2009

\_\_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 sale prices of common stock were aggregated and ranged from \$65.13 to \$65.65. Upon written request, the reporting person will
- (1) provide detailed breakouts of the sales so that the SEC Staff, the issuer, or any security holder of the issuer can receive full information regarding the number of shares sold at each separate price.
  - (2) The information in this report is based on a 401(k) plan statement dated as of 11-18-09.

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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