

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 May 09, 2012

**FORM 4**

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

OMB APPROVAL

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**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)  
 05/08/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President & CFO

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/08/2012		M	8,500 A \$ 25.69	57,229	D	
Common Stock	05/08/2012		F	3,671 D \$ 76.28 (1)	53,558	D	
Common Stock	05/08/2012		S	2,000 D \$ 76.18 (2)	51,558	D	
Common					266 (3)	I	Company

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Stock 401 (k)  
Plan

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

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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)	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	1,960
Restricted Stock Unit	\$ 0					03/12/2015 03/12/2015	Common Stock	2,440
Stock Option (Right to Buy)	\$ 25.69	05/08/2012		M	8,500	01/23/2007 01/23/2013	Common Stock	8,500
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	8,070
Stock Option (Right to Buy)	\$ 58.99					03/10/2010 03/10/2016	Common Stock	8,450
Stock Option (Right to Buy)	\$ 78.51					03/10/2011 03/10/2017	Common Stock	5,520
Stock Option	\$ 86.47					03/10/2012 03/10/2018	Common	4,420

					Stock
(Right to Buy)					
Stock Option (Right to Buy)	\$ 71.69	03/12/2013	03/12/2019	Common Stock	5,350
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	1,380
Performance Stock Unit	\$ 0	03/12/2015	03/12/2015	Common Stock	1,670

## 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

05/09/2012

\*\*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 6,500 shares were traded in blocks ranging in price from \$76.24 to \$76.38. \$76.28 is the weighted average price. Information 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 2,000 shares were traded in blocks ranging in price from \$76.16 to \$76.21. \$76.18 is the weighted average price. Information 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.
  - (3) The information in this report is based on a 401(k) plan statement dated as of 05-08-2012.
  - (4) This transaction is the exercise of a derivative security. See column 2 for the exercise price.

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.