

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

1. Name and Address of Reporting Person *
Offenberg Alan B

2. Issuer Name **and** Ticker or Trading Symbol
Compass Diversified Holdings
[CODI]

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle)
SIXTY ONE WILTON
ROAD, SECOND FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2008

_____ Director _____ 10% Owner
 _____ Officer (give title X Other (specify
 below) below)
 See Remarks (a)

WESTPORT, CT 06880

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

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

(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			
Shares						13,750	D		
Shares ⁽¹⁾	07/31/2008		P		24	<u>A</u> <u>(2)</u> \$ 11.3	64,024	I	Through Pharos I LLC ⁽³⁾
Shares ⁽¹⁾	07/31/2008		P		24	<u>A</u> <u>(2)</u> \$ 11.33	64,048	I	Through Pharos I LLC ⁽³⁾
Shares ⁽¹⁾	07/31/2008		P		24	<u>A</u> <u>(2)</u> \$ 11.35	64,072	I	Through Pharos I LLC ⁽³⁾

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Shares <u>(1)</u>	07/31/2008	P	96	<u>A</u> <u>(2)</u>	\$ 11.43	64,168	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	07/31/2008	P	38.4	<u>A</u> <u>(2)</u>	\$ 11.46	64,206.4	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	07/31/2008	P	4.08	<u>A</u> <u>(2)</u>	\$ 11.53	64,210.48	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	2.4	<u>A</u> <u>(2)</u>	\$ 11.47	64,212.88	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	0.48	<u>A</u> <u>(2)</u>	\$ 11.5	64,213.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	60	<u>A</u> <u>(2)</u>	\$ 11.57	64,273.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	24	<u>A</u> <u>(2)</u>	\$ 11.58	64,297.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	24	<u>A</u> <u>(2)</u>	\$ 11.59	64,321.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	24	<u>A</u> <u>(2)</u>	\$ 11.6	64,345.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/01/2008	P	72	<u>A</u> <u>(2)</u>	\$ 11.62	64,417.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/04/2008	P	12	<u>A</u> <u>(2)</u>	\$ 11.43	64,429.36	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/04/2008	P	2.4	<u>A</u> <u>(2)</u>	\$ 11.46	64,431.76	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/04/2008	P	0.48	<u>A</u> <u>(2)</u>	\$ 11.47	64,432.24	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/04/2008	P	24	<u>A</u> <u>(2)</u>	\$ 11.52	64,456.24	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	08/04/2008	P	24	<u>A</u> <u>(2)</u>	\$ 11.54	64,480.24	I	Through Pharos I

Shares ⁽¹⁾ 08/04/2008

P144

A
(2)

\$
11.63

64,624.24

I

LLC ⁽³⁾
Through
Pharos I
LLC ⁽³⁾

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
Offenberg Alan B SIXTY ONE WILTON ROAD SECOND FLOOR WESTPORT, CT 06880	Director 10% Owner Officer Other
	See Remarks (a)

Signatures

/s/ Alan B. Offenberg, by James J. Bottiglieri as attorney-in-fact

08/04/2008

**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) Each Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.

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- (2) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Pharos I LLC on May 29, 2008.
- (3) Amounts with respect to Mr. Offenberg reflect his beneficial ownership of Shares through his pecuniary interest in Pharos I LLC.

Remarks:

(a) Mr. Offenberg is an Assistant Secretary of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

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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