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WHITHAM BARTH E

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Form 4 May 24, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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Section 16. obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and A WHITHAM	Symbol	2. Issuer Name and Ticker or Trading Symbol Intrepid Potash, Inc. [IPI]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	, , ,	(Month/D	Earliest Tra ay/Year)	ansaction			_X_ Director	10%	6 Owner
C/O INTRE	(C., 707 05/20/20	05/20/2010				Officer (give below)	ve title Oth below)	er (specify	
(Street) 4. If Amo			endment, Date Original			6. Individual or Joint/Group Filing(Check			
DENVER, C	Filed(Mon	Filed(Month/Day/Year)				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	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security (Instr. 3)	(Month/Day/Year)	r) Execution Date, if TransactionAcquired (A) or any Code Disposed of (D)			Securities Form: Direct Indirect Beneficially (D) or Beneficia				
(IIIsu. <i>3)</i>		(Month/Day/Year)	(Instr. 8)	*		Owned	Indirect (I)	Ownership	
		((======================================	(======================================		-,	Following	(Instr. 4)	(Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/20/2010		A	3,104 (1)	A	\$0	14,466	D	

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)

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1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative		•		Securities	3		(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(2.11541
					4, and 5)						
					i, and 3)						
									Amount		
						Data	Evaluation		or		
						Date	Expiration	Title	Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
WHITHAM BARTH E C/O INTREPID POTASH, INC. 707 17TH STREET, SUITE 4200 DENVER, CO 80202	X						
Cianoturos							

Signatures

/s/ Martin D. Litt, attorney-in-fact 05/24/2010

**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).

Represents the issuance of shares as compensation for service by a non-employee director on the board of directors of the Company for the period beginning after the date of the Company's 2010 Annual Stockholders Meeting and ending on the date of the Company's 2011 Annual Stockholders Meeting.

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.

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