

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 11, 2011

**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**

(Last) (First) (Middle)

**COMPASS MINERALS  
INTERNATIONAL, 9900 WEST  
109TH STREET, SUITE 600**

(Street)

**OVERLAND PARK, KS 66210**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

**COMPASS MINERALS  
INTERNATIONAL INC [CMP]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/10/2011**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 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)
Common Stock	03/10/2011		M	2,540	A \$ 0	40,507	D
Common Stock	03/11/2011		S	2,540	D \$ (1) 86.48	37,967	D
Common Stock					200 (2)	I	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/10/2011		M		2,540		03/10/2011	03/10/2011	Common Stock	2,540
Restricted Stock Unit	\$ 0							03/10/2012	03/10/2012	Common Stock	2,540
Restricted Stock Unit	\$ 0							03/10/2013	03/10/2013	Common Stock	1,270
Restricted Stock Unit	\$ 0 <sup>(3)</sup>	03/10/2011		A <sup>(4)</sup>		1,793		03/10/2014	03/10/2014	Common Stock	1,793
Stock Option (Right to Buy)	\$ 26.69							01/23/2007	01/23/2013	Common Stock	14,286
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	8,000
Stock Option (Right to Buy)	\$ 58.99							03/10/2010	03/10/2016	Common Stock	8,000
Stock Option (Right to Buy)	\$ 78.51							03/10/2011	03/10/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 86.47	03/10/2011		A <sup>(5)</sup>		3,748		03/10/2012	03/10/2018	Common Stock	3,748
Performance Share Unit	\$ 0							03/10/2013	03/10/2013	Common Stock	5,000

Performance Share Unit (6) \$ 0 (7) 03/10/2011 A(6) 1,172 03/10/2014 03/10/2014 Common Stock 1

## 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 03/11/2011

        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 2,540 shares were traded in blocks ranging in price from \$85.63 to \$87.83. \$86.48 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 03/10/2011.
  - (3) All Restricted Stock Units have a conversion price of \$0.00.
  - (4) Restricted Stock Units granted: 3 year cliff vest on 3-10-14.
  - (5) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

- Performance Stock Units are divided into three approximately equal tranches, each having a performance period of one year. On the third anniversary of the grant date, the PSUs will vest based on achievement of total shareholder return ("TSR") performance goals for each tranche. Once vested, payout for PSUs can range from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies comprising the Russell 3000 Index. TSR is measured generally as the increase or decrease in the market value of Company common stock including the reinvestment of dividends. If a participant terminates employment prior to the third anniversary of the grant date, the PSUs will be forfeited except in the case of death or disability. If a change of control occurs before the third anniversary of the grant date, PSUs not previously forfeited will vest and be distributed immediately. Dividend equivalents are paid on PSUs earned in a year, subject to restrictions. PSUs have no votin
- (6)
  - (7) All Performance Stock Units have a conversion price of \$0.00.
  - (8) The grant amount of 1,172 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 150%, the maximum number of shares that could vest and be distributed is 1,758.

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.