

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 November 02, 2012

**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 \*  
**GOADBY DAVID J**

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)  
**C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 100**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/02/2012**

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

**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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	11/02/2012			M	14,000	A	\$ 25.69
Common Stock	11/02/2012			S	14,000	D	\$ 79.97 <u>(1)</u>

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	1,9
Restricted Stock Unit	\$ 0					03/10/2014	03/10/2014	Common Stock	1,7
Restricted Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	2,1
Stock Option (Right to Buy)	\$ 25.69	11/02/2012		M	14,000	01/23/2007	01/23/2013	Common Stock	14,0
Stock Option (Right to Buy)	\$ 33.44					03/12/2008	03/12/2014	Common Stock	9,0
Stock Option (Right to Buy)	\$ 55.12					03/10/2009	03/10/2015	Common Stock	8,0
Stock Option (Right to Buy)	\$ 58.99					03/10/2010	03/10/2016	Common Stock	8,4
Stock Option (Right to Buy)	\$ 78.51					03/10/2011	03/10/2017	Common Stock	5,5
Stock Option (Right to Buy)	\$ 86.47					03/10/2012	03/10/2018	Common Stock	3,4
Stock Option (Right to Buy)	\$ 71.69					03/12/2013	03/12/2019	Common Stock	4,2
Performance Share Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	50
	\$ 0					03/10/2014	03/10/2014		1,0

Performance  
Share Unit

Common  
Stock

Performance \$ 0  
Stock Unit

03/12/2015 03/12/2015

Common  
Stock 1,3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOADBY DAVID J C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Vice President	

## Signatures

/s/ Robert E. Marsh as  
Attorney-in-Fact 11/02/2012

\_\_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).

The 14,000 shares were traded in blocks ranging in price from \$79.24 to \$80.52. \$79.97 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) 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.

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