

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 March 06, 2013

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)
 03/05/2013

____ 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/05/2013 | | G | V 800 D \$ 0 | 50,758 | D | |
| Common Stock | | | | | 309 | I | Company 401(k) Plan (1) |

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

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | 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 | 1,966 |
| Restricted Stock Unit | \$ 0 | | | | | 03/12/2015 | 03/12/2015 | Common Stock | 2,441 |
| 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 | 8,071 |
| Stock Option (Right to Buy) | \$ 58.99 | | | | | 03/10/2010 | 03/10/2016 | Common Stock | 8,453 |
| Stock Option (Right to Buy) | \$ 78.51 | | | | | 03/10/2011 | 03/10/2017 | Common Stock | 5,524 |
| Stock Option (Right to Buy) | \$ 86.47 | | | | | 03/10/2012 | 03/10/2018 | Common Stock | 4,429 |
| Stock Option (Right to Buy) | \$ 71.69 | | | | | 03/12/2013 | 03/12/2019 | Common Stock | 5,358 |
| 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 | 1,386 |

Performance Stock Unit \$ 0 03/12/2015 03/12/2015 Common Stock 1,678

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 03/06/2013

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 information in this report is based on a 401(k) plan statement dated as of 03-05-2013.

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.