

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 March 12, 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 \*  
**GOADBY DAVID J**

(Last) (First) (Middle)

C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 100

(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)  
 03/10/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Common Stock	03/10/2013		M		1,974 A \$ 0		D
Common Stock	03/11/2013		S		1,974 D \$ 76.73 (1)		D
Common Stock	03/10/2013		M		507 A \$ 0		D
Common Stock	03/11/2013		S		507 D \$ 76.6 (2)		D

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

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(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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	
Restricted Stock Unit	\$ 0	03/10/2013		M	1,974	03/10/2013 03/10/2013	Common Stock	1,974
Restricted Stock Unit	\$ 0					03/10/2014 03/10/2014	Common Stock	1,974
Restricted Stock Unit	\$ 0					03/12/2015 03/12/2015	Common Stock	2,000
Restricted Stock Unit	\$ 0	03/11/2013		A <sup>(4)</sup>	1,844	03/11/2016 03/11/2016	Common Stock	1,844
Stock Option (Right to Buy)	\$ 33.44					03/12/2008 03/12/2014	Common Stock	9,000
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					03/10/2012 03/10/2018	Common Stock	3,000
Stock Option (Right to Buy)	\$ 71.69					03/12/2013 03/12/2019	Common Stock	4,000



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- (9) The grant amount of 1,370 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 2,055.

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