

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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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)
 11/02/2012

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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
| | | | | (A) or (D) | Price | | | | | |
| Common Stock | 11/02/2012 | | M | V | 14,000 | A | \$ 25.69 | 42,166 | D | |
| Common Stock | 11/02/2012 | | S | | 14,000 | D | \$ 79.97 | 28,166 | 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)

| 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | 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 | 1,9 |
| 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 Stock Unit | \$ 0 | | 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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