

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 12, 2014

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 *
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)
03/10/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & Secretary

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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/10/2014		M	1,966 A \$ 0	33,395	D	
Common Stock	03/11/2014		S	1,966 D \$ 86.26 (1)	31,429	D	
Common Stock	03/10/2014		M	416 A \$ 0	31,845	D	
Common Stock	03/11/2014		S	416 D \$ 86.26	31,429	D	

(2)

Common Stock 378 (3) 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 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	03/10/2014		M	1,966	03/10/2014	03/10/2014	Common Stock	1.
Restricted Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	2.
Restricted Stock Unit	\$ 0					03/11/2016	03/11/2016	Common Stock	2.
Restricted Stock Unit	\$ 0	03/10/2014		A ⁽⁵⁾	1,181	03/10/2017	03/10/2017	Common Stock	1.
Stock Option (Right to Buy)	\$ 55.12					03/10/2009	03/10/2015	Common Stock	8.
Stock Option (Right to Buy)	\$ 58.99					03/10/2010	03/10/2016	Common Stock	8.
Stock Option (Right to Buy)	\$ 78.51					03/10/2011	03/10/2017	Common Stock	5.
Stock Option (Right to Buy)	\$ 86.47					03/10/2012	03/10/2018	Common Stock	4.
	\$ 71.69					03/12/2013	03/12/2019		5.

Option/Unit Type	Exercise Price	Grant Date	Expiration Date	Number of Shares/Units	Conversion Price	Expiration Date	Common Stock	Shares/Units
Stock Option (Right to Buy)	\$ 76.99		03/11/2014			03/11/2020	Common Stock	5
Stock Option (Right to Buy)	\$ 87.18	03/10/2014		6,346	A ⁽⁶⁾	03/10/2021	Common Stock	6
Performance Stock Unit	\$ 0	03/10/2014		416 ⁽⁷⁾	M	03/10/2014	Common Stock	4
Performance Stock Unit	\$ 0					03/12/2015	Common Stock	1
Performance Stock Unit	\$ 0					03/11/2016	Common Stock	1
Performance Stock Unit	\$ 0	03/10/2014		1,948	A ⁽⁹⁾	03/10/2017	Common Stock	1

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			CFO & Secretary	

Signatures

/s/ Robert E. Marsh as Attorney-in-Fact 03/12/2014

 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 1,966 shares were traded in blocks ranging in price from \$86.16 to \$86.37. \$86.26 is the weighted average price. Information 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 416 shares were traded in blocks ranging in price from \$86.16 to \$86.37. \$86.26 is the weighted average price. Information 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.
 - (3) The information in this report is based on a 401(k) plan statement dated as of 03-11-14.
 - (4) All Restricted Stock Units have a conversion price of \$0.00.
 - (5) Restricted Stock Units granted: 3 year cliff vest on 3-10-2017, provided performance threshold satisfied.

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- (6) Stock options granted: vesting 25% after year one and then 25% per year thereafter.
- (7) The third tranche of PSUs granted in 2011 attributable to the 2013 performance period earned 0% of the award target which resulted in a decrease of 970 shares from the original grant for Mr. Underdown.
- (8) All Performance Stock Units have a conversion price of \$0.00.
On the third anniversary of the grant date, PSUs vest based on achievement of total shareholder return ("TSR") performance goals over a three-year period beginning in 2014 and ending in 2016. Payout for vested PSUs ranges from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies comprising a market 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. Dividend equivalents are paid on PSUs earned in a year, subject to restrictions. PSUs have no voting rights.
- (10) The grant amount of 1,948 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 2,922.

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.