

COMPASS MINERALS INTERNATIONAL INC

Form 4

May 18, 2011

**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)  
05/17/2011

\_\_\_\_ 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)	Price		
Common Stock	05/11/2011		G	V	200	D	\$ 0 48,729
Common Stock	05/17/2011		M		2,500	A	\$ 25.69 51,229
Common Stock	05/17/2011		S		2,500	D	\$ 91.14 48,729 (1)
Common Stock	05/18/2011		M		3,000	A	\$ 25.69 51,729

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Common Stock	05/18/2011		S	3,000	D	\$ 91.83 <u>(2)</u>	48,729	D	
Common Stock							212 <u>(3)</u>	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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0					03/10/2012	03/10/2012	Common Stock	2,750
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	1,960
Stock Option (Right to Buy)	\$ 25.69	05/17/2011		M	2,500	01/23/2007	01/23/2013	Common Stock	2,500
Stock Option (Right to Buy)	\$ 25.69	05/18/2011		M	3,000	01/23/2007	01/23/2013	Common Stock	3,000
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	8,070

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Stock Option (Right to Buy)	\$ 58.99	03/10/2010	03/10/2016	Common Stock	8,45
Stock Option (Right to Buy)	\$ 78.51	03/10/2011	03/10/2017	Common Stock	5,52
Stock Option (Right to Buy)	\$ 86.47	03/10/2012	03/10/2018	Common Stock	4,42
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	1,38

## 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 05/18/2011

\*\*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 2500 shares were traded in blocks ranging in price from \$90.92 to \$91.25. \$91.14 is the weighted average price. Information regarding the number of shares sold at each separate price is available upon request by the SEC staff, this issuer, or any security holder of the issuer.

(2) The 3000 shares were traded in blocks ranging in price from \$91.83 to \$91.86. \$91.83 is the weighted average price. Information regarding the number of shares sold at each separate price is available upon request by the SEC staff, this 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 05-10-11.

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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