

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 March 13, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 03/10/2012

____ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/10/2012 | | M | 2,756 A \$ 0 | 51,485 | D | |
| Common Stock | 03/12/2012 | | S | 2,756 D \$ 71.99 | 48,729 | D | |
| Common Stock | | | | | 256 ⁽²⁾ | 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 Underlying Securities |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Underlying Securities |
| Restricted Stock Unit | \$ 0 | 03/10/2012 | | M | 2,756 | 03/10/2012 | 03/10/2012 | Common Stock | 2,756 |
| Restricted Stock Unit | \$ 0 | | | | | 03/10/2013 | 03/10/2013 | Common Stock | 1,000 |
| Restricted Stock Unit | \$ 0 | | | | | 03/10/2014 | 03/10/2014 | Common Stock | 1,000 |
| Restricted Stock Unit | \$ 0 | 03/12/2012 | | A ⁽⁴⁾ | 2,441 | 03/12/2015 | 03/12/2015 | Common Stock | 2,441 |
| Stock Option (Right to Buy) | \$ 25.69 | | | | | 01/23/2007 | 01/23/2013 | Common Stock | 8,000 |
| 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 | 8,000 |
| 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 | 4,000 |
| Stock Option (Right to Buy) | \$ 71.69 | 03/12/2012 | | A ⁽⁵⁾ | 5,358 | 03/12/2013 | 03/12/2019 | Common Stock | 5,358 |

Buy)

| | | | | | | | | |
|---------------------------------------|---------------------|------------|--|------------------|------------|------------|--------------|--------------|
| Performance Share Unit | \$ 0 | | | | 03/10/2013 | 03/10/2013 | Common Stock | 4 |
| Performance Share Unit | \$ 0 | | | | 03/10/2014 | 03/10/2014 | Common Stock | 1 |
| Performance Stock Unit ⁽⁶⁾ | \$ 0 ⁽⁷⁾ | 03/12/2012 | | A ⁽⁶⁾ | 1,678 | 03/12/2015 | 03/12/2015 | Common Stock |

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

03/13/2012

 **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 2,756 shares were traded in blocks ranging in price from \$71.84 to \$72.10. \$71.99 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) The information in this report is based on a 401(k) plan statement dated as of 03-01-2012.
- (3) All Restricted Stock Units have a conversion price of \$0.00.
- (4) Restricted Stock Units granted: 3 year cliff vest on 3-12-2015.
- (5) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

Performance Stock Units are divided into three approximately equal tranches, each having a performance period of one year. On the third anniversary of the grant date, PSUs vest based on achievement of total shareholder return ("TSR") performance goals for each tranche. Payout for vested PSUs ranges from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies in 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. If a change of control occurs before the third anniversary of the grant date, PSUs not previously forfeited will vest and be distributed immediately. Dividend equivalents are paid on PSUs earned in a year, subject to restrictions. PSUs have no voting rights.

- (7) All Performance Stock Units have a conversion price of \$0.00.
- (8) The grant amount of 1,678 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 150%, the maximum number of shares that could be earned and vest at the end of a three year vesting period is 2,517.

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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