

BURNS GORDON M
Form 4
August 16, 2010

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 *
BURNS GORDON M

2. Issuer Name and Ticker or Trading Symbol
Compass Diversified Holdings
[CODI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
See Remark (a)

(Last) (First) (Middle)

SIXTY ONE WILTON ROAD, SECOND FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/12/2010

WESTPORT, CT 06880

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

(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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Shares <u>(1)</u>	08/12/2010		P		28,384	D	\$ 14.0892	27,466	I	By IRA
Shares <u>(1)</u>	08/13/2010		P		27,466	D	\$ 14.077	0	I	By IRA
Shares <u>(1)</u>	08/12/2010		P		17,717	A	\$ 14.1057 <u>(2)</u>	17,717	I	By Revocable Trust <u>(3)</u>
Shares <u>(1)</u>	08/13/2010		P		52,283	A	\$ 14.1176 <u>(4)</u>	70,000	I	By Revocable Trust <u>(3)</u>

Shares <u>(1)</u>	980	I	By IRA
Shares <u>(1)</u>	5,987	I	By Trust Account
Shares <u>(1)</u>	5,824	I	By Trust Account
Shares <u>(1)</u>	3,227	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS GORDON M SIXTY ONE WILTON ROAD SECOND FLOOR WESTPORT, CT 06880				
				See Remark (a)

Signatures

/s/ Gordon M. Burns, by James J. Bottiglieri as attorney-in-fact

08/16/2010

__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) Each Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.

The purchase price reported in this Form 4 was between the range of \$13.97 per share to \$14.15 per share. Full information regarding the
- (2) number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (3) Shares beneficially owned by the Reporting Person through the Gordon M. Burns 2009 Revocable Trust.

The purchase price reported in this Form 4 was between the range of \$13.97 per share to \$14.20 per share. Full information regarding the
- (4) number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

Remarks:

(a) Mr. Burns is a Director of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

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.