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COMPASS MINERALS INTERNATIONAL INC

Form 4 March 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

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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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **CLARK KEITH E**

2. Issuer Name and Ticker or Trading

Symbol

COMPASS MINERALS INTERNATIONAL INC [CMP] 5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Vice President

10% Owner

Other (specify

COMPASS MINERALS

(Street)

(First)

(Middle)

INTERNATIONAL, 9900 WEST 109TH STREET, SUITE 100

4. If Amendment, Date Original

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year)

03/10/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X_ Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

OVERLAND PARK, KS 66210

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	ities Acq	uired, Disposed o	of, or Beneficia	lly 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. Securi on(A) or D (Instr. 3,	(A) or	d of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock	03/10/2012		M	2,756	A	\$ 0	40,723	D	
Common Stock	03/12/2012		S	2,756	D	\$ 71.88 (1)	37,967	D	
Common Stock							249 (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. Transacti Code (Instr. 8)	onDerivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Stock Unit	\$ 0	03/10/2012		M		2,756	03/10/2012	03/10/2012	Common Stock	2
Restricted Stock Unit	\$ 0						03/10/2013	03/10/2013	Common Stock	1
Restricted Stock Unit	\$ 0						03/10/2014	03/10/2014	Common Stock	1
Restricted Stock Unit	\$ 0	03/12/2012		A(4)	2,162		03/12/2015	03/12/2015	Common Stock	2
Stock Option (Right to Buy)	\$ 33.44						03/12/2008	03/12/2014	Common Stock	10
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	3
Stock Option (Right to Buy)	\$ 71.69	03/12/2012		A(5)	4,715		03/12/2013	03/12/2019	Common Stock	4
Performance Share Unit	\$ 0						03/10/2013	03/10/2013	Common Stock	4

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Performance Share Unit	\$ 0				03/10/2014	03/10/2014	Common Stock	1
Performance Stock Unit (6)	\$ 0 (7)	03/12/2012	A(6)	1,477	03/12/2015	03/12/2015	Common Stock	1

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLARK KEITH E COMPASS MINERALS INTERNATIONAL 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210

Vice President

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 \$71.80 to \$71.94. \$71.88 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
- 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. 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 1,477 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 the three-year vesting period is 2,216.

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