

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 March 12, 2013

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)
 03/10/2013

____ 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				
				Code	V	Amount			
Common Stock	03/10/2013		M		1,974	A	\$ 0	52,732	D
Common Stock	03/11/2013		S		1,974	D	\$ 76.73	50,758	D
							(1)		
Common Stock	03/10/2013		M		507	A	\$ 0	51,265	D
Common Stock	03/11/2013		S		507	D	\$ 76.6	50,758	D
							(2)		

Common Stock 317 ⁽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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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	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/10/2013		M	1,974	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					03/12/2015 03/12/2015	Common Stock	2
Restricted Stock Unit	\$ 0	03/11/2013		A ⁽⁵⁾	2,208	03/11/2016 03/11/2016	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	4

Stock Option (Right to Buy)	\$ 71.69					03/12/2013	03/12/2019	Common Stock	5
Stock Option (Right to Buy)	\$ 76.99	03/11/2013	A ⁽⁶⁾	5,484		03/11/2014	03/11/2020	Common Stock	5
Performance Share Unit	\$ 0	03/10/2013	M		507 ⁽⁷⁾	03/10/2013	03/10/2013	Common Stock	50
Performance Share Unit	\$ 0					03/10/2014	03/10/2014	Common Stock	1
Performance Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	1
Performance Stock Unit ⁽⁹⁾	\$ 0 ⁽⁸⁾	03/11/2013	A ⁽⁹⁾	1,640		03/11/2016	03/11/2016	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			Vice President & CFO	

Signatures

/s/ Robert E. Marsh as
Attorney-in-Fact

03/12/2013

 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 1,974 shares were traded in blocks ranging in price from \$76.19 to \$77.02. \$76.73 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 507 shares were traded in blocks ranging in price from \$76.41 to \$76.88. \$76.60 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 03/08/2013.
- (4) All Restricted Stock Units have a conversion price of \$0.00.
- (5) Restricted Stock Units granted: 3 year cliff vest on 3-11-2016, provided performance threshold satisfied.
- (6) Stock options granted: vesting 25% after year one and then 25% per year thereafter.
- (7) Two shares forfeited based on performance threshold under award agreement.
- (8) All Performance Stock Units have a conversion price of \$0.00.

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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

- (9) 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 1,640 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 2,460.

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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