Malecha Francis Joseph Form 4 March 13, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Check this box if no longer

Washington, D.C. 20549

3235-0287 Number:

OMB APPROVAL

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

0.5

Form 5 obligations may continue.

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

burden hours per response...

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 *

Malecha Francis Joseph

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

COMPASS MINERALS

INTERNATIONAL INC [CMP]

3. Date of Earliest Transaction

(Month/Day/Year) 03/11/2013

(Check all applicable)

_X__ Director 10% Owner Other (specify X_ Officer (give title

Chief Executive Officer

C/O COMPASS MINERALS INTERNATIONAL, INC., 9900 WEST 109TH STREET, SUITE 100

(Street)

(First)

4. If Amendment, Date Original Filed(Month/Day/Year)

3.

6. Individual or Joint/Group Filing(Check Applicable Line)

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

I

OVERLAND PARK, KS 66210

(City) (State) (Zip)

(Middle)

4. Securities

5. Amount of

below)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Common Stock

Code V Amount (D) Price

(A)

38 (1)

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)

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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. Transactic Code (Instr. 8)	5. Number of or 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 Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Unit	\$ 0					01/17/2016	01/17/2016	Common Stock	27,5
Restricted Stock Unit	\$ 0	03/11/2013		A(2)	3,637	03/11/2016	03/11/2016	Common Stock	3,63
Stock Option (Right to Buy)	\$ 76.99	03/11/2013		A(3)	24,086	03/11/2014	03/11/2020	Common Stock	24,0
Performance Stock Unit	\$ 0 (4)	03/11/2013		A(5)	7,203	03/11/2016	03/11/2016	Common Stock	7,20 (6)

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Malecha Francis Joseph C/O COMPASS MINERALS INTERNATIONAL, INC. 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210	X		Chief Executive Officer		

Signatures

Robert E. Marsh, Attorney-in-Fact

**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 information in this report is based on a 401(k) plan statement dated as of 03-08-13.
- (2) Restricted Stock Units cliff vest on 3-11-2016, provided performance threshold satisfied.
- (3) Stock options granted: vesting 25% after year one and then 25% per year thereafter.
- (4) All Performance Stock Units have a conversion price of \$0.00.
- 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

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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.

(6) The grant amount of 7,203 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 10,804.

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.