#### COMPASS MINERALS INTERNATIONAL INC

Form 4

March 12, 2014

# FORM 4

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

**OMB** Number:

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**OMB APPROVAL** 

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

**SECURITIES** 

30(h) of the Investment Company Act of 1940

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* UNDERDOWN RODNEY L

2. Issuer Name and Ticker or Trading

Symbol

**COMPASS MINERALS** 

5. Relationship of Reporting Person(s) to

Issuer

INTERNATIONAL INC [CMP]

(Check all applicable)

C/O COMPASS MINERALS

(First)

(Middle)

**INTERNATIONAL INC, 9900** 

3. Date of Earliest Transaction

(Month/Day/Year) 03/10/2014

Director 10% Owner X\_ Officer (give title \_ Other (specify

below) CFO & Secretary

WEST 109TH STREET, SUITE 100

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_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	<b>Derivative</b>	Secur	rities Acq	uired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price		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	03/10/2014		M	1,966	A	\$ 0	33,395	D	
Common Stock	03/11/2014		S	1,966	D	\$ 86.26 (1)	31,429	D	
Common Stock	03/10/2014		M	416	A	\$ 0	31,845	D	
Common Stock	03/11/2014		S	416	D	\$ 86.26	31,429	D	

(2)

Common Stock  $378 \, \frac{(3)}{2} \qquad \qquad I \qquad \qquad \begin{array}{c} \text{Company} \\ 401(k) \\ \text{Plan} \end{array}$ 

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.

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. Transactic Code (Instr. 8)	5. Numb orDerivativ Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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 Sha
Restricted Stock Unit	\$ 0	03/10/2014		M		1,966	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						03/11/2016	03/11/2016	Common Stock	2,
Restricted Stock Unit	\$ 0	03/10/2014		A(5)	1,181		03/10/2017	03/10/2017	Common Stock	1.
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,
	\$ 71.69						03/12/2013	03/12/2019		5.

Stock Option (Right to Buy)								Common Stock	
Stock Option (Right to Buy)	\$ 76.99					03/11/2014	03/11/2020	Common Stock	5,
Stock Option (Right to Buy)	\$ 87.18	03/10/2014	A(6)	6,346		03/10/2015	03/10/2021	Common Stock	6,
Performance Stock Unit	\$ 0	03/10/2014	M		416 (7)	03/10/2014	03/10/2014	Common Stock	41
Performance Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	1.
Performance Stock Unit	\$ 0					03/11/2016	03/11/2016	Common Stock	1.
Performance Stock Unit	\$ 0	03/10/2014	A(9)	1,948		03/10/2017	03/10/2017	Common Stock	1.

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
UNDERDOWN RODNEY L						
C/O COMPASS MINERALS INTERNATIONAL INC			CFO &			
9900 WEST 109TH STREET, SUITE 100			Secretary			
OVERLAND PARK, KS 66210						

## **Signatures**

the issuer.

/s/ Robert E. Marsh as
Attorney-in-Fact
03/12/2014

\*\*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 1,966 shares were traded in blocks ranging in price from \$86.16 to \$86.37. \$86.26 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.
- The 416 shares were traded in blocks ranging in price from \$86.16 to \$86.37. \$86.26 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
- (3) The information in this report is based on a 401(k) plan statement dated as of 03-11-14.
- (4) All Restricted Stock Units have a conversion price of \$0.00.
- (5) Restricted Stock Units granted: 3 year cliff vest on 3-10-2017, provided performance threshold satisfied.

Reporting Owners 3

- (6) Stock options granted: vesting 25% after year one and then 25% per year thereafter.
- (7) The third tranche of PSUs granted in 2011 attributable to the 2013 performance period earned 0% of the award target which resulted in a decrease of 970 shares from the original grant for Mr. Underdown.
- (8) All Performance Stock Units have a conversion price of \$0.00.
  - On the third anniversary of the grant date, PSUs vest based on achievement of total shareholder return ("TSR") performance goals over a three-year period beginning in 2014 and ending in 2016. 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. Dividend equivalents are paid on PSUs earned in a year, subject to restrictions. PSUs have no voting rights.
- (10) The grant amount of 1,948 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 2,922.

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.