

Offenberg Alan B
Form 4
February 09, 2009

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Offenberg Alan B

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2009

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

SIXTY ONE WILTON
ROAD, SECOND FLOOR

(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

WESTPORT, CT 06880

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------------------------|-------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Shares ⁽¹⁾ | 02/06/2009 | | P | | 24 | <u>A</u> ⁽²⁾ | \$ 11.08 | 66,331.12 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 02/06/2009 | | P | | 14.88 | <u>A</u> ⁽²⁾ | \$ 11.14 | 66,346 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 02/06/2009 | | P | | 24 | <u>A</u> ⁽²⁾ | \$ 11.15 | 66,370 | I | Through Pharos I LLC ⁽³⁾ |
| Shares ⁽¹⁾ | 02/06/2009 | | P | | 33.12 | A | \$ | 66,403.12 | I | Through |

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| | | | | | | | | |
|------------|------------|---|-------|----------|-------------|-----------|---|--------------------------------|
| | | | | (2) | 11.17 | | | Pharos I LLC (3) |
| Shares (1) | 02/06/2009 | P | 24 | A (2) | \$ 11.19 | 66,427.12 | I | Through Pharos I LLC (3) |
| Shares (1) | 02/06/2009 | P | 22.56 | A (2) | \$ 11.21 | 66,449.68 | I | Through Pharos I LLC (3) |
| Shares (1) | 02/06/2009 | P | 48 | A (2) | \$ 11.22 | 66,497.68 | I | Through Pharos I LLC (3) |
| Shares (1) | 02/06/2009 | P | 24 | A (2) | \$ 11.27 | 66,521.68 | I | Through Pharos I LLC (3) |
| Shares (1) | | | | | | 13,750 | 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.

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. 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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | 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 |
| Offenberg Alan B SIXTY ONE WILTON ROAD | See Remark (a) |

SECOND FLOOR
WESTPORT, CT 06880

Signatures

/s/ Alan B. Offenbergs, by James J. Bottiglieri as
attorney-in-fact

02/09/2009

__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.
- (2) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Pharos I LLC on May 29, 2008.
- (3) Amounts with respect to Mr. Offenbergs reflect his beneficial ownership of Shares through his pecuniary interest in Pharos I LLC.

Remarks:

(a) Mr. Offenbergs is an Assistant Secretary 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.

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