COMPASS MINERALS INTERNATIONAL INC
Form 4
November 05, 2013

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Miller Robert Dana

(Last) (First) (Middle)

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

(Street)

OVERLAND PARK, KS 66210

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
COMPASS MINERALS INTERNATIONAL INC [CMP]

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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			

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 Amoun Underlying Securit (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Unit	$ 0	11/01/2013		A(1)		2,659		11/01/2016	11/01/2016	Common Stock	2,6
Restricted Stock Unit	$ 0	11/01/2013		A(2)		1,995		03/12/2018	03/12/2018	Common Stock	1,9
Stock Option(Right to Buy)	$ 75.21	11/01/2013		A(3)		10,556		11/01/2014	11/01/2020	Common Stock	10,5
Performance Stock Unit	$ 0 (4)	11/01/2013		A(5)		3,761		03/12/2018	03/12/2018	Common Stock	3,7 (6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Robert Dana C/O COMPASS MINERALS INTERNATIONAL, INC. 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Senior Vice President	

Signatures

/s/Robert E. Marsh, Attorney in Fact	11/05/2013
**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) Restricted Stock Units granted: 3 year cliff vest on 11-1-2016, provided performance threshold satisfied.

(2) Restricted Stock Units granted: cliff vest on 3-12-18, 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.

(5) Performance Stock Units are divided into three approximately equal tranches, each having a performance period of one year. 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 vest 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 3,761 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 5,642.

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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