COMPASS MINERALS INTERNATIONAL INC
Form 4
March 12, 2014

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 *
UNDERDOWN RODNEY L

(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)
03/10/2014

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)
CFO & Secretary

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			
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 (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 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 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			CFO & Secretary	

Signatures

/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).

(1) 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 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 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 the issuer.

(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.

(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.

(9) 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.

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