

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 12, 2014

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol

COMPASS MINERALS
INTERNATIONAL INC [CMP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

03/10/2014

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

Senior Vice President

C/O COMPASS MINERALS
INTERNATIONAL, INC., 9900
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)

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)
Common Stock				(A) or (D)	13 ⁽¹⁾	I	Company 401(k) Plan

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)**

Edgar Filing: COMPASS MINERALS INTERNATIONAL INC - Form 4

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0							11/01/2016	11/01/2016	Common Stock	2,65
Restricted Stock Unit	\$ 0	03/10/2014		A ⁽²⁾		860		03/10/2017	03/10/2017	Common Stock	860
Restricted Stock Unit	\$ 0							03/12/2018	03/12/2018	Common Stock	1,99
Stock Option(Right to Buy)	\$ 75.21							11/01/2014	11/01/2020	Common Stock	10,55
Stock Option (Right to Buy)	\$ 87.18	03/10/2014		A ⁽³⁾		4,621		03/10/2015	03/10/2021	Common Stock	4,62
Performance Stock Unit	\$ 0	03/10/2014		A ⁽⁴⁾		1,418		03/10/2017	03/10/2017	Common Stock	1,41 ⁽⁵⁾
Performance Stock Unit	\$ 0							03/12/2018	03/12/2018	Common Stock	3,76

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 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 information in this report is based on a 401(k) plan statement dated as of 03-11-14.
- (2) Restricted Stock Units granted: 3 year cliff vest on 03-10-2017, provided performance threshold satisfied.
- (3) Stock Options granted: vesting 25% after year one and then 25% per year thereafter.

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.

- (4)
- (5) The grant amount of 1,418 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 2,127.

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.