

COMPASS MINERALS INTERNATIONAL INC

Form 4

November 21, 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 *
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)
11/19/2014

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 ____ Other (specify
below) 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 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	11/19/2014		M	3,322	A \$ 86.47	34,751	D
Common Stock	11/19/2014		S	3,322	D \$ 90.57 (1)	31,429	D
Common Stock					419 (2)	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit	\$ 0					03/12/2015 03/12/2015	Common Stock 2,441
Restricted Stock Unit	\$ 0					03/11/2016 03/11/2016	Common Stock 2,208
Restricted Stock Unit	\$ 0					03/10/2017 03/10/2017	Common Stock 1,181
Stock Option (Right to Buy)	\$ 86.47	11/19/2014		M	3,322	03/10/2012 03/10/2018	Common Stock 4,429
Stock Option (Right to Buy)	\$ 71.69					03/12/2013 03/12/2019	Common Stock 5,358
Stock Option (Right to Buy)	\$ 76.99					03/11/2014 03/11/2020	Common Stock 5,484
Stock Option (Right to Buy)	\$ 87.18					03/10/2015 03/10/2021	Common Stock 6,340
Performance Stock Unit	\$ 0					03/12/2015 03/12/2015	Common Stock 1,678
Performance Stock Unit	\$ 0					03/11/2016 03/11/2016	Common Stock 1,640
Performance Stock Unit	\$ 0					03/10/2017 03/10/2017	Common Stock 1,948

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

11/21/2014

____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 3,322 shares were traded in blocks ranging in price from \$90.52 to \$90.62. \$90.57 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.

(2) The information in this report is based on a 401(k) plan statement dated as of 11-13-14.

(3) This transaction is the exercise of a derivative security. See column 2 for the exercise price.

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.