

COMPASS MINERALS INTERNATIONAL INC

Form 4

November 26, 2014

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
UNDERDOWN RODNEY L

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)
C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/24/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CFO & Secretary

OVERLAND PARK, KS 66210
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock	11/24/2014		G	V 300 D \$ 0	31,129	D	
Common Stock					419 ⁽¹⁾	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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SEC 1474 (9-02)

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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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares	
				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					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	6,346
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

11/26/2014

__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 11/13/14.

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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