COMPASS MINERALS INTERNATIONAL INC
Form 4
March 13, 2015

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 *
GOADBY DAVID J

(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)
03/12/2015

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)
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			
Common Stock	03/12/2015		M		2,162	A	$ 0	30,328	D	
Common Stock	03/13/2015		S		2,162	D	$ 92.88 (1)	28,166	D	
Common Stock	03/12/2015		M		942	A	$ 0	29,108	D	
Common Stock	03/13/2015		S		942	D	$ 92.88	28,166	D	

(2)

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 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		M			2,162	03/12/2015	03/12/2015	Common Stock	2,162
Restricted Stock Unit	$ 0							03/11/2016	03/11/2016	Common Stock	1,844
Restricted Stock Unit	$ 0							03/10/2017	03/10/2017	Common Stock	760
Restricted Stock Unit	$ 0							03/10/2018	03/10/2018	Common Stock	981
Stock Option (Right to Buy)	$ 78.51							03/10/2011	03/10/2017	Common Stock	5,524
Stock Option (Right to Buy)	$ 86.47							03/10/2012	03/10/2018	Common Stock	3,407
Stock Option (Right to Buy)	$ 71.69							03/12/2013	03/12/2019	Common Stock	4,286
Stock Option (Right to Buy)	$ 76.99							03/11/2014	03/11/2020	Common Stock	4,581
Stock Option (Right to Buy)	$ 87.18							03/10/2015	03/10/2021	Common Stock	4,084

Stock Option (Right to Buy)	$ 91.75					03/10/2016	03/10/2022	Common Stock	5,964
Performance Stock Unit	$ 0	03/12/2015		M	942 (4)	03/12/2015	03/12/2015	Common Stock	942 (4)
Performance Stock Unit	$ 0					03/11/2016	03/11/2016	Common Stock	1,370
Performance Stock Unit	$ 0					03/10/2017	03/10/2017	Common Stock	1,253
Performance Stock Unit(rTSR)	$ 0					03/10/2018	03/10/2018	Common Stock	810
Performance Stock Unit(ROIC)	$ 0					03/10/2018	03/10/2018	Common Stock	981

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOADBY DAVID J C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Vice President	

Signatures

/s/ Robert E. Marsh as Attorney-in-Fact	03/13/2015
**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 2,162 shares were traded in blocks ranging in price from $92.72 to $93.17. $92.88 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 942 shares were traded in blocks ranging in price from $92.72 to $93.17. $92.88 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) All Restricted Stock Units have a conversion price of $0.00.

(4) The cumulative performance of the three one-year performance periods applicable to this PSU grant resulted in a decrease of 400 shares from the original target grant.

(5) All Performance Stock Units have a conversion price of $0.00.

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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