

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 March 13, 2012

FORM 4

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

OMB APPROVAL

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

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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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2012

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

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)
 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/10/2012		M	2,756 A \$ 0	51,485	D	
Common Stock	03/12/2012		S	2,756 D \$ 71.99	48,729	D	
Common Stock					256 ⁽²⁾	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)

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 Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities
					V	(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Unit	\$ 0	03/10/2012		M		2,756		03/10/2012	03/10/2012	Common Stock	2
Restricted Stock Unit	\$ 0							03/10/2013	03/10/2013	Common Stock	1
Restricted Stock Unit	\$ 0							03/10/2014	03/10/2014	Common Stock	1
Restricted Stock Unit	\$ 0	03/12/2012		A ⁽⁴⁾		2,441		03/12/2015	03/12/2015	Common Stock	2
Stock Option (Right to Buy)	\$ 25.69							01/23/2007	01/23/2013	Common Stock	8
Stock Option (Right to Buy)	\$ 33.44							03/12/2008	03/12/2014	Common Stock	10
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
Stock Option (Right to Buy)	\$ 71.69	03/12/2012		A ⁽⁵⁾		5,358		03/12/2013	03/12/2019	Common Stock	5

