

COMPASS MINERALS INTERNATIONAL INC

Form 4

May 18, 2011

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

(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)
05/17/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President & CFO

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 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)
				(A) or (D)			
Common Stock	05/11/2011		G	V 200	D \$ 0	48,729	D
Common Stock	05/17/2011		M	2,500	A \$ 25.69	51,229	D
Common Stock	05/17/2011		S	2,500	D \$ 91.14	48,729	D
Common Stock	05/18/2011		M	3,000	A \$ 25.69	51,729	D

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Common Stock 05/18/2011 S 3,000 D \$ 91.83 48,729 D (2)

Common Stock 212 (3) 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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Unit	\$ 0					03/10/2012 03/10/2012	Common Stock	2,750
Restricted Stock Unit	\$ 0					03/10/2013 03/10/2013	Common Stock	1,974
Restricted Stock Unit	\$ 0					03/10/2014 03/10/2014	Common Stock	1,960
Stock Option (Right to Buy)	\$ 25.69	05/17/2011		M	2,500	01/23/2007 01/23/2013	Common Stock	2,500
Stock Option (Right to Buy)	\$ 25.69	05/18/2011		M	3,000	01/23/2007 01/23/2013	Common Stock	3,000
Stock Option (Right to Buy)	\$ 33.44					03/12/2008 03/12/2014	Common Stock	10,000
Stock Option (Right to Buy)	\$ 55.12					03/10/2009 03/10/2015	Common Stock	8,070

Stock Option (Right to Buy)	\$ 58.99	03/10/2010	03/10/2016	Common Stock	8,453
Stock Option (Right to Buy)	\$ 78.51	03/10/2011	03/10/2017	Common Stock	5,523
Stock Option (Right to Buy)	\$ 86.47	03/10/2012	03/10/2018	Common Stock	4,423
Performance Share Unit	\$ 0	03/10/2013	03/10/2013	Common Stock	509
Performance Share Unit	\$ 0	03/10/2014	03/10/2014	Common Stock	1,380

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			Vice President & CFO	

Signatures

/s/ Robert E. Marsh as
Attorney-in-Fact

05/18/2011

____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 2500 shares were traded in blocks ranging in price from \$90.92 to \$91.25. \$91.14 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, this issuer, or any security holder of the issuer.

The 3000 shares were traded in blocks ranging in price from \$91.83 to \$91.86. \$91.83 is the weighted average price. Information
(2) regarding the number of shares sold at each separate price is available upon request by the SEC staff, this issuer, or any security holder of the issuer.

(3) The information in this report is based on a 401(k) plan statement dated as of 05-10-11.

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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