

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 11, 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 \*  
GOADBY DAVID J

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 600  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
03/10/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

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)
				(A) or (D)	Price		
Common Stock	03/10/2011		M	2,540	A \$ 0	33,206	D
Common Stock	03/11/2011		S	2,540	D \$ 86.48	30,666	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

number.

**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)	Amount or Number of Underlying Securities
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Underlying Securities
Restricted Stock Unit	\$ 0	03/10/2011		M		2,540	03/10/2011 03/10/2011	Common Stock	2,540
Restricted Stock Unit	\$ 0						03/10/2012 03/10/2012	Common Stock	2,540
Restricted Stock Unit	\$ 0						03/10/2013 03/10/2013	Common Stock	1,793
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	03/10/2011		A <sup>(3)</sup>		1,793	03/10/2014 03/10/2014	Common Stock	1,793
Stock Option (Right to Buy)	\$ 25.69						01/23/2007 01/23/2013	Common Stock	14,000
Stock Option (Right to Buy)	\$ 33.44						03/12/2008 03/12/2014	Common Stock	9,000
Stock Option (Right to Buy)	\$ 55.12						03/10/2009 03/10/2015	Common Stock	8,000
Stock Option (Right to Buy)	\$ 58.99						03/10/2010 03/10/2016	Common Stock	8,000
Stock Option (Right to Buy)	\$ 78.51						03/10/2011 03/10/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 86.47	03/10/2011		A <sup>(4)</sup>		3,407	03/10/2012 03/10/2018	Common Stock	3,407
Performance Share Unit	\$ 0						03/10/2013 03/10/2013	Common Stock	5,000
Performance Share Unit <sup>(5)</sup>	\$ 0 <sup>(6)</sup>	03/10/2011		A <sup>(5)</sup>		1,066	03/10/2014 03/10/2014	Common Stock	1,066

## 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 600 OVERLAND PARK, KS 66210			Vice President	

## Signatures

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

03/11/2011

\*\*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 2,540 shares were traded in blocks ranging in price from \$85.63 to \$87.83. \$86.48 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) All Restricted Stock Units have a conversion price of \$0.00.

(3) Restricted Stock Units granted: 3 year cliff vest on 3-10-14.

(4) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

Performance Stock Units are divided into three approximately equal tranches, each having a performance period of one year. On the third anniversary of the grant date, the PSUs will vest based on achievement of total shareholder return ("TSR") performance goals for each tranche. Once vested, payout for PSUs can range from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies comprising the Russell 3000 Index. TSR is measured generally as the increase or decrease in the market value of Company common stock including the reinvestment of dividends. If a participant terminates employment prior to the third anniversary of the grant date, the PSUs will be forfeited except in the case of death or disability. If a change of control occurs before the third anniversary of the grant date, PSUs not previously forfeited will vest and be distributed immediately. Dividend equivalents are paid on PSUs earned in a year, subject to restrictions. PSUs have no votin

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

(7) The grant amount of 1,066 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 150%, the maximum number of shares that could vest and be distributed is 1,599.

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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