

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 13, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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

(Last) (First) (Middle)

**C/O COMPASS MINERALS
INTERNATIONAL INC, 9900
WEST 109TH STREET, SUITE 600**

(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)
03/10/20124. 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 President6. 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	03/10/2012		M	2,756	A \$ 0	30,922	D
Common Stock	03/12/2012		S	2,756	D \$ 71.91	28,166	D

(1)

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Value of Underlying Security
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 ⁽³⁾		2,162		03/12/2015	03/12/2015	Common Stock	2
Stock Option (Right to Buy)	\$ 25.69							01/23/2007	01/23/2013	Common Stock	14
Stock Option (Right to Buy)	\$ 33.44							03/12/2008	03/12/2014	Common Stock	9
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	3
Stock Option (Right to Buy)	\$ 71.69	03/12/2012		A ⁽⁴⁾		4,286		03/12/2013	03/12/2019	Common Stock	4
Performance	\$ 0							03/10/2013	03/10/2013	Common	5

Share Unit

Stock

Performance
Share Unit

\$ 0

03/10/2014 03/10/2014

Common
Stock 1Performance
Stock Unit ⁽⁵⁾\$ 0 ⁽⁶⁾

03/12/2012

A⁽⁵⁾

1,342

03/12/2015 03/12/2015

Common
Stock 1

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

03/13/2012

__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 2,756 shares were traded in blocks ranging in price from \$71.88 to \$71.97. \$71.91 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 3-12-2015.
- (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, PSUs vest based on achievement of total shareholder return ("TSR") performance goals for each tranche.

- (5) Payout for vested PSUs ranges from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies comprising a market 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 voting rights.
- (6) All Performance Stock Units have a conversion price of \$0.00.
- (7) The grant amount of 1,342 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 150%, the maximum number of shares that could be earned and vest at the end of the three-year vesting period is 2,013.

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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