

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 July 08, 2014

**FORM 4**

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

OMB APPROVAL

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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 \*  
 Espelien Keith E.

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)  
 07/05/2014

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

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                    | 07/08/2014                           |                                                    | M                              | 288 A \$ 0                                                        | 288                                                                                           | D                                                        |                                   |
| Common Stock                    | 07/08/2014                           |                                                    | F                              | 94 D 96.56 (1)                                                    | 194                                                                                           | D                                                        |                                   |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 109 (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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(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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    |                                |                                                                                         | Date Exercisable      Expiration Date                    | Title      Amount or Number of Shares                         |
|                                            |                                                        |                                      |                                                    | Code    V    (A)    (D)        |                                                                                         |                                                          |                                                               |
| Restricted Stock Unit                      | \$ 0                                                   | 07/05/2014                           |                                                    | M                              | 288                                                                                     | 07/05/2014    07/05/2014                                 | Common Stock    288                                           |
| Restricted Stock Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/12/2015    03/12/2015                                 | Common Stock    558                                           |
| Restricted Stock Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/11/2016    03/11/2016                                 | Common Stock    442                                           |
| Restricted Stock Unit                      | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/10/2017    03/10/2017                                 | Common Stock    860                                           |
| Stock Option (Right to Buy)                | \$ 86.8                                                |                                      |                                                    |                                |                                                                                         | 07/05/2012    07/05/2018                                 | Common Stock    872                                           |
| Stock Option (Right to Buy)                | \$ 71.69                                               |                                      |                                                    |                                |                                                                                         | 03/12/2013    03/12/2019                                 | Common Stock    865                                           |
| Stock Option (Right to Buy)                | \$ 76.99                                               |                                      |                                                    |                                |                                                                                         | 03/11/2014    03/11/2020                                 | Common Stock    1,229                                         |
| Stock Option (Right to Buy)                | \$ 87.18                                               |                                      |                                                    |                                |                                                                                         | 03/10/2015    03/10/2021                                 | Common Stock    4,621                                         |
| Performance Stock Unit                     | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/12/2015    03/12/2015                                 | Common Stock    268                                           |
| Performance Stock Unit                     | \$ 0                                                   |                                      |                                                    |                                |                                                                                         | 03/11/2016    03/11/2016                                 | Common Stock    328                                           |

Performance Stock Unit \$ 0 03/10/2017 03/10/2017 Common Stock 1,418

## Reporting Owners

| Reporting Owner Name / Address                                                                                                | Relationships |           |                       |       |
|-------------------------------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                                               | Director      | 10% Owner | Officer               | Other |
| Espelien Keith E.<br>C/O COMPASS MINERALS INTERNATIONAL, INC.<br>9900 WEST 109TH STREET, SUITE 100<br>OVERLAND PARK, KS 66210 |               |           | Senior Vice President |       |

## Signatures

/s/ Robert E. Marsh, Attorney in Fact 07/08/2014

\_\_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) All 94 shares were sold at \$96.56.
- (2) The information in this report is based on a 401(k) plan statement dated as of 07-08-14.
- (3) All Restricted 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.