

Offenberg Alan B
Form 4
February 05, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Offenberg Alan B

2. Issuer Name **and** Ticker or Trading
Symbol
Compass Diversified Holdings
[CODI]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2009

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Remark (a)

SIXTY ONE WILTON
ROAD, SECOND FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

WESTPORT, CT 06880

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Shares <u>(1)</u>	02/05/2009		P		24	<u>A</u> <u>(2)</u>	\$ 10.58	66,106.48	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	02/05/2009		P		24	<u>A</u> <u>(2)</u>	\$ 10.59	66,130.48	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	02/05/2009		P		48	<u>A</u> <u>(2)</u>	\$ 10.62	66,178.48	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	02/05/2009		P		24	A	\$	66,202.48	I	Through

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				(2)	10.63			Pharos I LLC (3)
Shares (1)	02/05/2009	P	24	A (2)	\$ 10.65	66,226.48	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	24	A (2)	\$ 10.69	66,250.48	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	24	A (2)	\$ 10.73	66,274.48	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	0.24	A (2)	\$ 10.9	66,274.72	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	3.6	A (2)	\$ 10.91	66,278.32	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	4.8	A (2)	\$ 10.93	66,283.12	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	24	A (2)	\$ 10.96	66,307.12	I	Through Pharos I LLC (3)
Shares (1)						13,750	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

