

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 March 13, 2009

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

2. Issuer Name and Ticker or Trading Symbol
 COMPASS MINERALS INTERNATIONAL INC [CMP]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Vice President & CFO

(Last) (First) (Middle)
 C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2009

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 | | | | | 49,429 | D | |
| Common Stock | | | | | 102 ⁽¹⁾ | 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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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 | | | | | 03/12/2010 | 03/12/2010 | Common Stock | 3,300 |
| Restricted Stock Unit | \$ 0 | | | | | 03/10/2011 | 03/10/2011 | Common Stock | 2,540 |
| Restricted Stock Unit | \$ 0 ⁽²⁾ | 03/10/2009 | | A ⁽³⁾ | 2,756 | 03/10/2012 | 03/10/2012 | Common Stock | 2,756 |
| 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 | 10,000 |
| Stock Option (Right to Buy) | \$ 55.12 | | | | | 03/10/2009 | 03/10/2015 | Common Stock | 8,071 |
| Stock Option (Right to Buy) | \$ 58.99 | 03/10/2009 | | A ⁽⁴⁾ | 8,453 | 03/10/2010 | 03/10/2016 | Common Stock | 8,453 |

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director 10% Owner Officer Other

UNDERDOWN RODNEY L
C/O COMPASS MINERALS INTERNATIONAL INC

Vice President & CFO

9900 WEST 109TH STREET, SUITE 600
OVERLAND PARK, KS 66210

Signatures

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

03/13/2009

**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) The information in this report is based on a 401(k) plan statement dated as of 03-10-09.
- (2) All Restricted Stock Units have a conversion price of \$0.00.
- (3) Restricted Stock Units granted: 3 year cliff vest on 3-10-12.
- (4) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

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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