

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 16, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President & CFO

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

(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	03/12/2010		M	3,300 A \$ 0	52,729	D	
Common Stock	03/15/2010		S	3,300 D \$ 80.48 (1)	49,429	D	
Common Stock					159 (2)	I	Company 401 (k) Plan

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.

SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/12/2010		M	3,300	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					03/10/2012	03/10/2012	Common Stock	2,750
Restricted Stock Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	1,970
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	8,070
Stock Option (Right to Buy)	\$ 58.99					03/10/2010	03/10/2016	Common Stock	8,450
Stock Option (Right to Buy)	\$ 78.51					03/10/2011	03/10/2017	Common Stock	5,520
Performance Share Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	509

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNDERDOWN RODNEY L C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 600 OVERLAND PARK, KS 66210			Vice President & CFO	

Signatures

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

03/16/2010

**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 3,300 shares were traded in blocks ranging in price from \$80.27 to \$80.59. \$80.48 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) The information in this report is based on a 401(k) plan statement dated as of 03-10-10.
(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.