

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 March 16, 2010

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 *
CLARK KEITH E

(Last) (First) (Middle)

COMPASS MINERALS
 INTERNATIONAL, 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)
03/12/2010

4. 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 President

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 | 03/12/2010 | | M | 3,300 A | \$ 0 | 39,037 | D |
| Common Stock | 03/15/2010 | | S | 1,070 D | 80.48 | 37,967 | D |
| Common Stock | | | | | | 156 ⁽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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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) | \$ 26.69 | | | | | 01/23/2007 | 01/23/2014 | Common Stock | 14,000 |
| Stock Option (Right to Buy) | \$ 33.44 | | | | | 03/12/2008 | 03/12/2015 | 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 |
| CLARK KEITH E COMPASS MINERALS INTERNATIONAL 9900 WEST 109TH STREET, SUITE 600 OVERLAND PARK, KS 66210 | | | Vice President | |

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 1,070 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 03/12/2010.
(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.
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