

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 13, 2015

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 *
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)

03/12/2015

____ Director ____ 10% Owner
____X____ 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)

____X____ 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 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)
Common Stock	03/12/2015		M	558	A \$ 0 752	D	
Common Stock	03/13/2015		F	213	D \$ 92.88 539	D	
Common Stock	03/12/2015		M	188	A \$ 0 727	D	
Common Stock	03/13/2015		F	71	D \$ 92.88 656	D	

(2)

Common
Stock

134 (3)

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/12/2015		M	558	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
Restricted Stock Unit	\$ 0					03/10/2018	03/10/2018	Common Stock	1,090
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	\$ 87.18					03/10/2015	03/10/2021	Common Stock	4,621

Buy)

Stock Option (Right to Buy)	\$ 91.75				03/10/2016	03/10/2022	Common Stock	6,627
Performance Stock Unit	\$ 0	03/12/2015	M	<u>188</u> (5)	03/12/2015	03/12/2015	Common Stock	188 <u>(5)</u>
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
Performance Stock Unit(rTSR)	\$ 0				03/10/2018	03/10/2018	Common Stock	900
Performance Stock Unit(ROIC)	\$ 0				03/10/2018	03/10/2018	Common Stock	1,090

Reporting Owners

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

Signatures

/s/ Robert E. Marsh, Attorney
in Fact 03/13/2015

__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 213 shares were traded in blocks ranging in price from \$92.72 to \$93.17. \$92.88 is the weighted average price. Information 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 71 shares were traded in blocks ranging in price from \$92.72 to \$93.17. \$92.88 is the weighted average price. Information 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.
 - (3) The information in this report is based on a 401(k) plan statement dated as of 03-09-15.
 - (4) All Restricted Stock Units have a conversion price of \$0.00.
 - (5) The cumulative performance of the three one-year performance periods applicable to this PSU grant resulted in a decrease of 80 shares from the original target grant.
 - (6) All Performance 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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