

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 November 20, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Miller Robert Dana

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)
 11/19/2014

____ Director _____ 10% Owner
 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)
 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/19/2014 | | M | A | 2,639 | \$ 75.21 | 2,639 D |
| Common Stock | 11/19/2014 | | S | D | 2,639 | \$ 90.5 (1) | 0 D |
| Common Stock | | | | | | 37 (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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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | | | | | 11/01/2016 11/01/2016 | Common Stock | 2,65 |
| Restricted Stock Unit | \$ 0 | | | | | 03/10/2017 03/10/2017 | Common Stock | 860 |
| Restricted Stock Unit ⁽³⁾ | \$ 0 | | | | | 03/12/2018 03/12/2018 | Common Stock | 1,99 |
| Stock Option(Right to Buy) | \$ 75.21 | 11/19/2014 | | M | 2,639 | 11/01/2014 11/01/2020 | Common Stock | 2,63 |
| Stock Option (Right to Buy) | \$ 87.18 | | | | | 03/10/2015 03/10/2021 | Common Stock | 4,62 |
| Performance Stock Unit | \$ 0 | | | | | 03/10/2017 03/10/2017 | Common Stock | 1,41 |
| Performance Stock Unit | \$ 0 | | | | | 03/12/2018 03/12/2018 | Common Stock | 3,76 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Robert Dana 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

11/20/2014

__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) All 2,639 shares were traded at this price.
- (2) The information in this report is based on a 401(k) plan statement dated as of 11-20-14.
- (3) This transaction is the exercise of a derivative security. See column 2 for the exercise price.

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.