

CLARK KEITH E
Form 4
December 21, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK 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)
C/O COMPASS MINERALS
INTERNATIONAL INC., 9900 W.
109TH ST.

3. Date of Earliest Transaction
(Month/Day/Year)
11/17/2005

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, General Manager

(Street)
OVERLAND PARK, KS 66210

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/17/2005		M		11,634	A	\$ 1.4	134,138	D
Common Stock	11/17/2005		S		11,634	D	\$ 23.6868	122,504	D
Common Stock	12/19/2005		M		12,769	A	\$ 1.4	135,273	D
Common Stock	12/19/2005		S		12,769	D	\$ 24.7118	122,504	D

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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)		8. Amount or Number of Shares (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.4	11/17/2005		M		11,634		<u>(1)</u>	12/29/2009	Common Stock	11,634
Stock Option (Right to Buy)	\$ 1.4	12/19/2005		M		12,769		<u>(2)</u>	12/29/2009	Common Stock	12,769

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLARK KEITH E
C/O COMPASS MINERALS INTERNATIONAL INC.
9900 W. 109TH ST.
OVERLAND PARK, KS 66210

VP, General Manager

Signatures

By: /s/ Gary T. Eastman as
Attorney-In-Fact

12/20/2005

**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) 11,634 shares are vested and exercisable and 26,676 shares vest on November 29, 2005. Trade part on an on-going 10b5-1 trading program and inadvertently not disclosed in a timely manner.

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(2) 13,907 shares are currently vested and exercisable.

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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