## Edgar Filing: COMPASS MINERALS INTERNATIONAL INC - Form 4

COMPASS MINERALS INTERNATIONAL INC Form 4 September 12, 2014 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading UNDERDOWN RODNEY L Issuer Symbol COMPASS MINERALS (Check all applicable) **INTERNATIONAL INC [CMP]** 10% Owner (Last) (First) (Middle) 3. Date of Earliest Transaction Director X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O COMPASS MINERALS 09/11/2014 CFO & Secretary **INTERNATIONAL INC, 9900** WEST 109TH STREET, SUITE 100 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting **OVERLAND PARK, KS 66210** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of 6. Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial anv (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common \$ 09/11/2014 36,953 D Μ 5,524 Α Stock 78.51 \$ Common S 90.06 09/11/2014 5.524 D 31.429 D Stock (1)Company Common 404 (2) Ι 401(k) Stock Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
\$ 0					03/12/2015	03/12/2015	Common Stock	2,441
\$ 0					03/11/2016	03/11/2016	Common Stock	2,208
\$ 0					03/10/2017	03/10/2017	Common Stock	1,181
\$ 78.51	09/11/2014		М	5,524	03/10/2011	03/10/2017	Common Stock	5,524
\$ 86.47					03/10/2012	03/10/2018	Common Stock	4,429
\$ 71.69					03/12/2013	03/12/2019	Common Stock	5,358
\$ 76.99					03/11/2014	03/11/2020	Common Stock	5,484
\$ 87.18					03/10/2015	03/10/2021	Common Stock	6,346
\$ 0					03/12/2015	03/12/2015	Common Stock	1,678
\$ 0					03/11/2016	03/11/2016	Common Stock	1,64(
	Conversion or Exercise Price of Derivative Security \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 78.51 \$ 86.47 \$ 71.69 \$ 71.69 \$ 76.99 \$ 87.18 \$ 87.18	Conversion or Exercise Price of Derivative Security       (Month/Day/Year)         \$ 0	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)\$ 0\$ 0\$ 0\$ 0\$ 0\$ 0\$ 78.5109/11/2014\$ 86.47\$ 71.69\$ 76.99\$ 87.18\$ 0	Conversion or Exercise Price of Derivative Security(Month/Day/Year)Execution Date, if any (Month/Day/Year)Transacti Code (Instr. 8)SecurityCode V\$ 0Code V\$ 0\$ 0\$ 00\$ 00\$ 1009/11/2014\$ 86.47M\$ 71.691\$ 76.99\$ 87.18\$ 0	Conversion (Month/Day/Year) Execution Date, if any (Month/Day/Year) Code Securities Price of Derivative Security (Month/Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 78.51 09/11/2014 M 5,524 \$ 86.47 \$ 71.69 \$ 76.99 \$ 87.18 \$ 0	Conversion or Exercise Price of Derivative Security         (Month/Day/Year)         Execution Date, if any (Month/Day/Year)         Transactione Derivative Code (A) or Disposed of (D) (Instr. 3, 4, and 5)         Expiration Da (Month/Day/Year)           \$ 0         Date Exercisable         Date Exercisable         Exercisable           \$ 0         03/12/2015         03/11/2016           \$ 0         03/11/2014         M         5,524         03/10/2011           \$ 86.47         03/10/2012         03/10/2012         03/10/2012           \$ 71.69         03/11/2014         M         5,524         03/10/2012           \$ 87.18         03/10/2015         03/11/2014         03/11/2014	Conversion or Exercise Price of Berivative Security         (Month/Day/Year) (Month/Day/Year)         Execution Date, if any (Month/Day/Year)         Transaction Derivative Securities (Instr. 3, 4, and 5)         Expiration Date (Month/Day/Year)           Security         Date         Expiration Date         Expiration Date         Expiration Date           \$ 0         03/12/2015         03/12/2015         03/12/2015         03/11/2016           \$ 0         03/11/2014         M         5,524         03/10/2017         03/10/2017           \$ 78.51         09/11/2014         M         5,524         03/10/2012         03/10/2017           \$ 86.47         03/10/2014         03/10/2015         03/10/2012         03/10/2012         03/10/2012           \$ 71.69         03/11/2014         03/11/2016         03/11/2016         03/11/2016         03/11/2016           \$ 76.99         03/11/2014         03/11/2015         03/10/2012         03/10/2012         03/10/2012           \$ 87.18         03/10/2015         03/10/2015         03/10/2015         03/10/2012           \$ 0         03/12/2015         03/12/2015         03/12/2015         03/12/2015	Conversion or Exercise Price of Derivative Security       (Month/Day/Year) (Month/Day/Year)       Execucion Date, if any (Month/Day/Year)       Expiration Date Code (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3).4, and 5)       Expiration Date (Month/Day/Year)       Underlying S (Month/Day/Year)         Security       Date (D) (Instr. 3).4, and 5)       Expiration Date (D) (D) (Instr. 3).4, and 5)       Expiration Date (D) (D) (Instr. 3).4, and 5)       Expiration Date (D) (D) (Instr. 3).4, and 5)       Tule         S 0       O       O       O       O       O       O       Common Stock         S 0       O       O       O       O       O       O       Common Stock         S 0       O       O       O       O       O       O       Common Stock         S 78.51       O       O       O       O       O       O       Common Stock         S 78.51       O       O       O       O       O       O       Common Stock         S 71.69       O       O       O       O       O       O       O       Common Stock         S 71.69       O       O       O       O       O       O       O       Common Stock         S 76.99       O       O       O       O       O       O

Performance Stock Unit 03/10/2017 03/10/2017 Common Stock

1,948

## **Reporting Owners**

\$0

Reporting Owner Name / Address	Relationships				
FB	Director	10% Owner	Officer	Other	
UNDERDOWN RODNEY L C/O COMPASS MINERALS INTERNATIO 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210	NAL INC			CFO & Secretary	
Signatures					
/s/ Robert E. Marsh as Attorney-in-Fact	09/12/2014				

<u>\*\*</u>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 5,524 shares were traded in blocks ranging in price from \$90.00 to \$90.20. \$90.06 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 08-07-14.
- (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.