

COMPASS MINERALS INTERNATIONAL INC

Form 4

July 25, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK KEITH E

(Last) (First) (Middle)

C/O COMPASS MINERALS
INTERNATIONAL INC., 9900 W.
109TH ST.

(Street)

2. Issuer Name and Ticker or Trading
Symbol
COMPASS MINERALS
INTERNATIONAL INC [CMP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

OVERLAND PARK, KS 66210

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	07/21/2005		M		6,000	A	\$ 1.4	128,504	D
Common Stock	07/21/2005		S		6,000	D	\$ 24.8567	122,504	D
Common Stock	07/22/2005		M		6,729	A	\$ 1.4	129,233	D
Common Stock	07/22/2005		S		6,729	D	\$ 24.7465	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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.4	07/21/2005		M	6,000	<u>(1)</u>	12/29/2009	Common Stock	6,000	
Stock Option (Right to Buy)	\$ 1.4	07/22/2005		M	6,729	<u>(2)</u>	12/29/2009	Common Stock	6,729	

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

07/25/2005

**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) 56,710 shares are vested and exercisable and 26,676 shares vest on November 29, 2005.

(2) 49,981 shares are vested and exercisable and 26,676 shares vest on November 29, 2005.

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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