

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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President

(Last) (First) (Middle)
 C/O COMPASS MINERALS INTERNATIONAL, INC., 9900 WEST 109TH STREET, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/12/2015

OVERLAND PARK, KS 66210
 (City) (State) (Zip)

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

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 | | |
| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| 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 Buy) | \$ 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 (5) | |
| 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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