

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 12, 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 *
GOADBY DAVID J

(Last) (First) (Middle)

**C/O COMPASS MINERALS
INTERNATIONAL INC, 9900
WEST 109TH STREET, SUITE 100**

(Street)

OVERLAND PARK, KS 66210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

**COMPASS MINERALS
INTERNATIONAL INC [CMP]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2015

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)
Vice President

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)
Common Stock				(A) or (D)	28,166	D	

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

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information contained in this form are not
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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)**

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0							03/12/2015	03/12/2015	Common Stock	2,162
Restricted Stock Unit	\$ 0							03/11/2016	03/11/2016	Common Stock	1,842
Restricted Stock Unit	\$ 0							03/10/2017	03/10/2017	Common Stock	760
Restricted Stock Unit	\$ 0	03/10/2015		A ⁽¹⁾		981		03/10/2018	03/10/2018	Common Stock	981
Stock Option (Right to Buy)	\$ 78.51							03/10/2011	03/10/2017	Common Stock	5,524
Stock Option (Right to Buy)	\$ 86.47							03/10/2012	03/10/2018	Common Stock	3,407
Stock Option (Right to Buy)	\$ 71.69							03/12/2013	03/12/2019	Common Stock	4,286
Stock Option (Right to Buy)	\$ 76.99							03/11/2014	03/11/2020	Common Stock	4,581
Stock Option (Right to Buy)	\$ 87.18							03/10/2015	03/10/2021	Common Stock	4,084
Stock Option (Right to Buy)	\$ 91.75	03/10/2015		A ⁽²⁾		5,964		03/10/2016	03/10/2022	Common Stock	5,964
Performance Stock Unit	\$ 0							03/12/2015	03/12/2015	Common Stock	1,342
Performance Stock Unit	\$ 0							03/11/2016	03/11/2016	Common Stock	1,370
Performance Stock Unit	\$ 0							03/10/2017	03/10/2017	Common Stock	1,253

Performance Stock Unit(rTSR)	\$ 0	03/10/2015	A ⁽³⁾	810	03/10/2018	03/10/2018	Common Stock	810
Performance Stock Unit(ROIC)	\$ 0	03/10/2015	A ⁽⁴⁾	981	03/10/2018	03/10/2018	Common Stock	981

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOADBY DAVID J C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Vice President	

Signatures

/s/ Robert E. Marsh as
Attorney-in-Fact

03/12/2015

__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) Restricted Stock Units granted: 3 year cliff vest on 3-10-2018, provided performance threshold satisfied.

(2) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

On the third anniversary of the grant date, these PSUs cliff vest and shares of Company common stock are granted based on achievement of relative total shareholder return ("rTSR") performance goals over a three-year period beginning in 2015 and ending in 2017. Payout for

(3) vested PSUs range from 0% to 150% based on the Company's rTSR percentile compared to the rTSR of the companies comprising a market index. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

On the third anniversary of the grant date, these PSUs cliff vest and shares of Company common stock are granted based on an average of three annual calculations of achievement of return on invested capital ("ROIC") performance goals over a three-year period beginning in 2015 and ending in 2017. Payout for vested PSUs range from 0% to 200% based on the Company's ROIC performance. The number of

(4) shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted ROIC.

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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