

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 12, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 *
Malecha Francis Joseph

(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
☒ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	388 ⁽¹⁾	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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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0							01/17/2016	01/17/2016	Common Stock	27,5
Restricted Stock Unit	\$ 0							03/11/2016	03/11/2016	Common Stock	3,63
Restricted Stock Unit	\$ 0							03/10/2017	03/10/2017	Common Stock	4,30
Restricted Stock Unit	\$ 0	03/10/2015		A ⁽²⁾	4,841			03/10/2018	03/10/2018	Common Stock	4,84
Stock Option (Right to Buy)	\$ 76.99							03/11/2014	03/11/2020	Common Stock	24,0
Stock Option (Right to Buy)	\$ 87.18							03/10/2015	03/10/2021	Common Stock	23,4
Stock Option (Right to Buy)	\$ 91.75	03/10/2015		A ⁽³⁾	29,423			03/10/2016	03/10/2022	Common Stock	29,4
Performance Stock Unit	\$ 0							03/11/2016	03/11/2016	Common Stock	7,20
Performance Stock Unit	\$ 0							03/10/2017	03/10/2017	Common Stock	7,19
Performance Stock Unit(rTSR)	\$ 0	03/10/2015		A ⁽⁴⁾	3,997			03/10/2018	03/10/2018	Common Stock	3,99
Performance Stock Unit (ROIC)	\$ 0	03/10/2015		A ⁽⁵⁾	4,841			03/10/2018	03/10/2018	Common Stock	4,84

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X

Malecha Francis Joseph
C/O COMPASS MINERALS INTERNATIONAL, INC.
9900 WEST 109TH STREET, SUITE 100
OVERLAND PARK, KS 66210

Chief
Executive
Officer

Signatures

Robert E. Marsh,
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) The information in this report is based on a 401(k) plan statement dated as of 03-09-15.
- (2) Restricted Stock Units cliff vest on 3-10-2018, provided performance threshold satisfied.
- (3) 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

- (4) 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
- (5) 2015 and ending in 2017. Payout for vested PSUs range from 0% to 200% based on the Company's ROIC performance. The number of 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. 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.