COMPASS MINERALS INTERNATIONAL INC
Form 4
March 13, 2009

FORM 4

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

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 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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
UNDERDOWN RODNEY L

(Last) (First) (Middle)

C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 600

(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)
03/10/2009

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 below) _____ Other (specify below)
Vice President & CFO

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								49,429	D	
Common Stock								102 (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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number.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	$ 0							03/12/2010	03/12/2010	Common Stock	3,300
Restricted Stock Unit	$ 0							03/10/2011	03/10/2011	Common Stock	2,540
Restricted Stock Unit	$ 0 (2)	03/10/2009		A (3)		2,756		03/10/2012	03/10/2012	Common Stock	2,756
Stock Option (Right to Buy)	$ 25.69							01/23/2007	01/23/2013	Common Stock	14,000
Stock Option (Right to Buy)	$ 33.44							03/12/2008	03/12/2014	Common Stock	10,000
Stock Option (Right to Buy)	$ 55.12							03/10/2009	03/10/2015	Common Stock	8,071
Stock Option (Right to Buy)	$ 58.99	03/10/2009		A (4)		8,453		03/10/2010	03/10/2016	Common Stock	8,453

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UNDERDOWN RODNEY L C/O COMPASS MINERALS INTERNATIONAL INC			Vice President & CFO	

9900 WEST 109TH STREET, SUITE 600
OVERLAND PARK, KS 66210

Signatures

/s/ Robert E. Marsh as Attorney-in-Fact	03/13/2009
**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 03-10-09.

(2) All Restricted Stock Units have a conversion price of $0.00.

(3) Restricted Stock Units granted: 3 year cliff vest on 3-10-12.

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

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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