

COMPASS MINERALS INTERNATIONAL INC

Form 4

May 10, 2011

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)

**COMPASS MINERALS
INTERNATIONAL, 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)
05/10/2011

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	05/10/2011		M	14,000	A \$ 25.69	51,967	D
Common Stock	05/10/2011		S	14,000	D \$ 93.29 (1)	37,967	D
Common Stock					200 (2)	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0							03/10/2012	03/10/2012	Common Stock	2,75
Restricted Stock Unit	\$ 0							03/10/2013	03/10/2013	Common Stock	1,9
Restricted Stock Unit	\$ 0							03/10/2014	03/10/2014	Common Stock	1,79
Stock Option (Right to Buy)	\$ 25.69	05/10/2011		M		14,000		01/23/2007	01/23/2013	Common Stock	14,0
Stock Option (Right to Buy)	\$ 33.44							03/12/2008	03/12/2014	Common Stock	10,0
Stock Option (Right to Buy)	\$ 55.12							03/10/2009	03/10/2015	Common Stock	8,0
Stock Option (Right to Buy)	\$ 58.99							03/10/2010	03/10/2016	Common Stock	8,43
Stock Option (Right to Buy)	\$ 78.51							03/10/2011	03/10/2017	Common Stock	5,52
Stock Option (Right to Buy)	\$ 86.47							03/10/2012	03/10/2018	Common Stock	3,74
Performance Share Unit	\$ 0							03/10/2013	03/10/2013	Common Stock	50
	\$ 0							03/10/2014	03/10/2014		1,1

Performance
Share Unit

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK KEITH E COMPASS MINERALS INTERNATIONAL 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Vice President	

Signatures

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

05/10/2011

____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).

- The 14,000 shares were traded in blocks ranging in price from \$92.76 to \$93.97. \$93.29 is the weighted average price. Information
- (1) 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 information in this report is based on a 401(k) plan statement dated as of 03/10/2011.
 - (3) This transaction is the exercise of a derivative security. See column 2 for the exercise price.

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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