

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 March 13, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 UNDERDOWN RODNEY L

2. Issuer Name and Ticker or Trading Symbol  
 COMPASS MINERALS INTERNATIONAL INC [CMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/10/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Vice President & CFO

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

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

OVERLAND PARK, KS 66210

(City) (State) (Zip)

**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)
			Code	V Amount (A) or (D) Price			
Common Stock	03/10/2012		M	2,756 A \$ 0	51,485	D	
Common Stock	03/12/2012		S	2,756 D \$ 71.99	48,729	D	
Common Stock					256 <sup>(2)</sup>	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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(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 Security (Instr. 3 and 4)	8. An or Nu of
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Restricted Stock Unit	\$ 0	03/10/2012		M	2,756	03/10/2012	03/10/2012	Common Stock	2
Restricted Stock Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	1
Restricted Stock Unit	\$ 0					03/10/2014	03/10/2014	Common Stock	1
Restricted Stock Unit	\$ 0	03/12/2012		A <sup>(4)</sup>	2,441	03/12/2015	03/12/2015	Common Stock	2
Stock Option (Right to Buy)	\$ 25.69					01/23/2007	01/23/2013	Common Stock	8
Stock Option (Right to Buy)	\$ 33.44					03/12/2008	03/12/2014	Common Stock	10
Stock Option (Right to Buy)	\$ 55.12					03/10/2009	03/10/2015	Common Stock	8
Stock Option (Right to Buy)	\$ 58.99					03/10/2010	03/10/2016	Common Stock	8
Stock Option (Right to Buy)	\$ 78.51					03/10/2011	03/10/2017	Common Stock	5
Stock Option (Right to Buy)	\$ 86.47					03/10/2012	03/10/2018	Common Stock	4
Stock Option (Right to Buy)	\$ 71.69	03/12/2012		A <sup>(5)</sup>	5,358	03/12/2013	03/12/2019	Common Stock	5

