

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 January 27, 2009

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

(Last) (First) (Middle)
 C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2009

OVERLAND PARK, KS 66210
 (City) (State) (Zip)

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

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) | | | 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 | 01/23/2009 | | M | | | 3,400 | A | \$ 0 | 58,329 | D | |
| Common Stock | 01/23/2009 | | F | | | 1,166 | D | \$ 53.8 | 57,163 | D | |
| Common Stock | | | | | | | | | 96 ⁽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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(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 ⁽²⁾ | 01/23/2009 | | M | 3,400 | 01/23/2009 01/23/2009 | Common Stock | 3,400 |
| 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 |
| 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 |

Reporting Owners

Reporting Owner Name / Address

UNDERDOWN RODNEY L
C/O COMPASS MINERALS INTERNATIONAL INC
9900 WEST 109TH STREET, SUITE 600
OVERLAND PARK, KS 66210

Relationships

| | | | |
|----------|-----------|----------------------|-------|
| Director | 10% Owner | Officer | Other |
| | | Vice President & CFO | |

Signatures

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

01/27/2009

__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 01-22-09.
 - (2) All Restricted Stock Units have a conversion price of \$0.00.

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.