

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 March 12, 2010

**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)  
 \_\_\_ 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)  
 03/10/2010

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) (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)
				(A) or (D) Price			
Common Stock					49,429	D	
Common Stock					159 <sup>(1)</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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SEC 1474 (9-02)

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
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					03/10/2012 03/10/2012	Common Stock	2,750
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	03/10/2010		A <sup>(3)</sup>	1,974	03/10/2013 03/10/2013	Common Stock	1,974
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	8,070
Stock Option (Right to Buy)	\$ 58.99					03/10/2010 03/10/2016	Common Stock	8,450
Stock Option (Right to Buy)	\$ 78.51	03/10/2010		A <sup>(4)</sup>	5,524	03/10/2011 03/10/2017	Common Stock	5,524
Performance Share Unit <sup>(5)</sup>	\$ 0 <sup>(6)</sup>	03/10/2010		A <sup>(5)</sup>	509 <sup>(7)</sup>	03/10/2013 03/10/2013	Common Stock	509

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

2

Director 10% Owner Officer

Other

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

Vice President &amp; CFO

## Signatures

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

03/12/2010

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 03-10-10.
- (2) All Restricted Stock Units have a conversion price of \$0.00.
- (3) Restricted Stock Units granted: 3 year cliff vest on 3-10-13.
- (4) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

The performance stock units ("PSUs") will be divided into three approximately equal tranches, each having a performance period of one year. On the third anniversary of the grant date, the PSUs will vest based on achievement of total shareholder return ("TSR") performance goals for each tranche. Once vested, payout for PSU's can range from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies comprising the Russell 2000 Index. TSR is measured generally as the increase or decrease in the market value of Company common stock including the reinvestment of dividends. If a participant terminates employment prior to the third anniversary of the grant date, the PSUs will be forfeited except in the case of death or disability. If a change of control occurs before the third anniversary of the grant date, PSUs not previously forfeited will vest and be distributed immediately. PSUs have no voting or dividend rights.

- (6) All Performance Stock Units have a conversion price of \$0.00.
- (7) The grant amount of 509 PSUs assumes 100% vesting. Since payout for PSUs can range from 0% to 150%, the maximum number of shares that could vest and be distributed is 764.

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.