

COMPASS MINERALS INTERNATIONAL INC
 Form 4
 May 10, 2011

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 *
 CLARK KEITH E

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)
 COMPASS MINERALS INTERNATIONAL, 9900 WEST 109TH STREET, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
 05/10/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President

(Street)
 OVERLAND PARK, KS 66210

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

(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)			
				(A) or (D)	Price					
Common Stock	05/10/2011		M	V	14,000	A	\$ 25.69	51,967	D	
Common Stock	05/10/2011		S		14,000	D	\$ 93.29	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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(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)	Amount or Number of Shares	
				Code	V	(A)	(D)	Title		
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	1,7
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	8,4
Stock Option (Right to Buy)	\$ 78.51							03/10/2011 03/10/2017	Common Stock	5,5
Stock Option (Right to Buy)	\$ 86.47							03/10/2012 03/10/2018	Common Stock	3,7
Performance Share Unit	\$ 0							03/10/2013 03/10/2013	Common Stock	50
	\$ 0							03/10/2014 03/10/2014		1,1

Performance
Share UnitCommon
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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