

Compass Diversified Trust
 Form 4
 May 08, 2007

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 *
 Compass Group Investments, Inc.

(Last) (First) (Middle)

BAYSIDE EXECUTIVE
 PARK, WEST BAY STREET &
 BLAKE ROAD

(Street)

NASSAU, C5 00000

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Compass Diversified Trust [CODI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/08/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

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 Ownership (Instr. 4)
Shares ⁽¹⁾	05/08/2007		P	V	1,875,000	A	\$ 16 9,225,000 D ⁽²⁾

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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Compass Group Investments, Inc. BAYSIDE EXECUTIVE PARK WEST BAY STREET & BLAKE ROAD NASSAU, C5 00000		X		

Signatures

/s/ Lindsey Cancino, 05/08/2007
Director

**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) Each Share represents one undivided beneficial interest in the Trust property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.
- CGI Diversified Holdings, LP is the record holder of these shares. CGI Diversified Holdings, LP is controlled by Navco Management, Inc., its general partner; as a result, Navco Management, Inc. may be deemed to beneficially own the shares held by CGI Diversified Holdings, LP. Compass Group Investments, Inc. is the sole limited partner of CGI Diversified Holdings, LP; as a result, Compass Group Investments, Inc. may be deemed to beneficially own the shares of common stock held by CGI Diversified Holdings, LP. Arthur Coady is a director of Navco Management, Inc.; as a result, Arthur Coady may be deemed to beneficially own the shares held by CGI Diversified Holdings, LP. Each of the Filers of this Form 4 disclaim beneficial ownership of the shares referred to herein, except to the extent of such Filers pecuniary interest therein.

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.