

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 \*  
**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)  
**03/10/2012**

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

**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	03/10/2012		M	2,756 A	\$ 0	40,723	D
Common Stock	03/12/2012		S	2,756 D	71.88	37,967	D
Common Stock						249 <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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**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. Amount or Number of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Underlying Securities
Restricted Stock Unit	\$ 0	03/10/2012		M	2,756	03/10/2012	03/10/2012	Common Stock	2,756
Restricted Stock Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	1,000
Restricted Stock Unit	\$ 0					03/10/2014	03/10/2014	Common Stock	1,000
Restricted Stock Unit	\$ 0	03/12/2012		A <sup>(4)</sup>	2,162	03/12/2015	03/12/2015	Common Stock	2,162
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	8,000
Stock Option (Right to Buy)	\$ 58.99					03/10/2010	03/10/2016	Common Stock	8,000
Stock Option (Right to Buy)	\$ 78.51					03/10/2011	03/10/2017	Common Stock	5,000
Stock Option (Right to Buy)	\$ 86.47					03/10/2012	03/10/2018	Common Stock	3,000
Stock Option (Right to Buy)	\$ 71.69	03/12/2012		A <sup>(5)</sup>	4,715	03/12/2013	03/12/2019	Common Stock	4,715
Performance Share Unit	\$ 0					03/10/2013	03/10/2013	Common Stock	5,000

