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COMPASS MINERALS INTERNATIONAL INC

Form 4

Stock

November 19, 2013

| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | | | OMB APPROVAL | | | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|-------|------------|---------------------------------|----------|--------------------------------------------------|--------------------------------------------------------------|------------|---------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|--------------------|-----|
| | | | | | | | | | OMB Number: | 3235-02 | 287 | |
| Check the if no long | | | | | Expires: | January | 31, 005 | | | | | |
| subject to Section 1 Form 4 o | Section 16. Section 4 or SIATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP SECURITIES | | | | | | | | NERSHIP OF | Estimated burden hor response | average urs per | 0.5 |
| Form 5 obligations may continue. See Instruction 1(b). 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 F | Responses) | | | | | | | | | | | |
| UNDERDOWN RODNEY L Sy | | | | | | Ticker or ' | Γradin | g | 5. Relationship of Reporting Person(s) to Issuer | | | |
| | INTERN | | | | CMI | P] | (Check all applicable) | | | | | |
| (Last) | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | Director 10% Owner Officer (give title Other (specify below) | | | | | |
| | | | | 1/15/2013 | | | | | below) below) CFO & Secretary | | | |
| | (Street) 4. If Ame Filed(Mo | | | | | e Original | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| OVERLAN | D PARK, KS 662 | 210 | | | | | | | Form filed by I Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Table | e I - No | n-De | erivative S | Securi | ties Ac | quired, Disposed o | f, or Beneficia | ally Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Data (Month/Day/Year) | | n Date, if | 3. Transa Code (Instr. | | 4. Securi nAcquired Disposed (Instr. 3, | (A) of (D) 4 and |)) | Securities Beneficially | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Common Stock | 11/15/2013 | | | Code G | | Amount 1,500 | or (D) D | Price \$ 0 | (Instr. 3 and 4) 31,429 | D | | |
| Common | | | | | | | | | 358 (1) | Ī | Company | V |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

358 (1)

401(k) Plan

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | ransaction Date 3A. Deemed 4. 5. 6. Date Exercisable and Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | te | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | | |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|---------|---------------------------------------------------------------|--------------------|-----------------|----------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit | \$ 0 | | | | | 03/10/2014 | 03/10/2014 | Common Stock | 1,966 |
| Restricted Stock Unit | \$ 0 | | | | | 03/12/2015 | 03/12/2015 | Common Stock | 2,441 |
| Restricted Stock Unit | \$ 0 | | | | | 03/11/2016 | 03/11/2016 | Common Stock | 2,208 |
| Stock Option (Right to Buy) | \$ 55.12 | | | | | 03/10/2009 | 03/10/2015 | Common Stock | 8,071 |
| Stock Option (Right to Buy) | \$ 58.99 | | | | | 03/10/2010 | 03/10/2016 | Common Stock | 8,453 |
| Stock Option (Right to Buy) | \$ 78.51 | | | | | 03/10/2011 | 03/10/2017 | Common Stock | 5,524 |
| Stock Option (Right to Buy) | \$ 86.47 | | | | | 03/10/2012 | 03/10/2018 | Common Stock | 4,429 |
| Stock Option (Right to Buy) | \$ 71.69 | | | | | 03/12/2013 | 03/12/2019 | Common Stock | 5,358 |
| Stock Option (Right to Buy) | \$ 76.99 | | | | | 03/11/2014 | 03/11/2020 | Common Stock | 5,484 |
| Performance Share Unit | \$ 0 | | | | | 03/10/2014 | 03/10/2014 | Common Stock | 1,386 |
| Performance Stock Unit | \$ 0 | | | | | 03/12/2015 | 03/12/2015 | Common Stock | 1,678 |

Performance Stock Unit

\$0

03/11/2016 03/11/2016

Common Stcok

1,640

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

UNDERDOWN RODNEY L C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210

CFO & Secretary

Signatures

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

11/19/2013

**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 11/01/2013.

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.

Reporting Owners 3