

COMPASS MINERALS INTERNATIONAL INC  
 Form 4  
 March 12, 2014

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

(Last) (First) (Middle)  
 C/O COMPASS MINERALS INTERNATIONAL, INC., 9900 WEST 109TH STREET, SUITE 100  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/10/2014

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)
Common Stock				(A) or (D) Price	96 <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)

**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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0					07/05/2014	07/05/2014	Common Stock	288
Restricted Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	558
Restricted Stock Unit	\$ 0					03/11/2016	03/11/2016	Common Stock	442
Restricted Stock Unit	\$ 0	03/10/2014		A <sup>(2)</sup>	860	03/10/2017	03/10/2017	Common Stock	860
Stock Option (Right to Buy)	\$ 86.8					07/05/2012	07/05/2018	Common Stock	872
Stock Option (Right to Buy)	\$ 71.69					03/12/2013	03/12/2019	Common Stock	865
Stock Option (Right to Buy)	\$ 76.99					03/11/2014	03/11/2020	Common Stock	1,229
Stock Option (Right to Buy)	\$ 87.18	03/10/2014		A <sup>(3)</sup>	4,621	03/10/2015	03/10/2021	Common Stock	4,621
Performance Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	268
Performance Stock Unit	\$ 0					03/11/2016	03/11/2016	Common Stock	328
Performance Stock Unit	\$ 0	03/10/2014		A <sup>(4)</sup>	1,418	03/10/2017	03/10/2017	Common Stock	1,418 <sup>(5)</sup>

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Espelien Keith E.  
C/O COMPASS MINERALS INTERNATIONAL, INC.  
9900 WEST 109TH STREET, SUITE 100  
OVERLAND PARK, KS 66210

Senior Vice President

## Signatures

/s/ Robert E. Marsh, Attorney  
in Fact

03/12/2014

\_\_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 03-11-14.
- (2) Restricted Stock Units granted: 3 year cliff vest on 03-10-2017, provided performance threshold satisfied.
- (3) Stock options granted: vesting 25% after year one and then 25% per year thereafter.

On the third anniversary of the grant date, PSUs vest based on achievement of total shareholder return ("TSR") performance goals over a three-year period beginning in 2014 and ending in 2016. Payout for vested PSUs ranges from 0% to 150% based on the Company's TSR percentile compared to the TSR of the companies comprising a market 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. Dividend equivalents are paid on PSUs earned in a year, subject to restrictions. PSUs have no voting rights.

- (5) The grant amount of 1,418 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 2,127.

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.