

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 12, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Espelien Keith E.

(Last) (First) (Middle)

C/O COMPASS MINERALS
INTERNATIONAL, INC., 9900
WEST 109TH STREET, SUITE 100

(Street)

OVERLAND PARK, KS 66210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolCOMPASS MINERALS
INTERNATIONAL INC [CMP]3. Date of Earliest Transaction
(Month/Day/Year)
03/10/20154. If Amendment, Date Original
Filed(Month/Day/Year)5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Senior Vice President6. 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	194	D	
Common Stock				Code V Amount (D) Price	134 ⁽¹⁾	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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information contained in this form are not
required to respond unless the form
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(9-02)

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V	(A)	(D)	Title	
Restricted Stock Unit	\$ 0							Common Stock	558
Restricted Stock Unit	\$ 0							Common Stock	442
Restricted Stock Unit	\$ 0							Common Stock	860
Restricted Stock Unit	\$ 0	03/10/2015		A ⁽²⁾	1,090			Common Stock	1,090
Stock Option (Right to Buy)	\$ 86.8							Common Stock	872
Stock Option (Right to Buy)	\$ 71.69							Common Stock	865
Stock Option (Right to Buy)	\$ 76.99							Common Stock	1,229
Stock Option (Right to Buy)	\$ 87.18							Common Stock	4,621
Stock Option (Right to Buy)	\$ 91.75	03/10/2015		A ⁽³⁾	6,627			Common Stock	6,627
Performance Stock Unit	\$ 0							Common Stock	268
Performance Stock Unit	\$ 0							Common Stock	328
Performance Stock Unit	\$ 0							Common Stock	1,418
	\$ 0	03/10/2015		A ⁽⁴⁾	900				900

Performance
Stock
Unit(rTSR)

Common
Stock

Performance
Stock
Unit(ROIC)

\$ 0

03/10/2015

A⁽⁵⁾

1,090

03/10/2018

03/10/2018

Common
Stock

1,090

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

03/12/2015

__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 03-09-15.

(2) Restricted Stock Units granted: 3 year cliff vest on 3-10-2018, 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, these PSUs cliff vest and shares of Company common stock are granted based on achievement of relative total shareholder return ("rTSR") performance goals over a three-year period beginning in 2015 and ending in 2017. Payout for

(4) vested PSUs range from 0% to 150% based on the Company's rTSR percentile compared to the rTSR of the companies comprising a market index. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted percentile rank.

On the third anniversary of the grant date, these PSUs cliff vest and shares of Company common stock are granted based on an average of three annual calculations of achievement of return on invested capital ("ROIC") performance goals over a three-year period beginning in

(5) 2015 and ending in 2017. Payout for vested PSUs range from 0% to 200% based on the Company's ROIC performance. The number of shares in this grant are subject to adjustment, up or down, based upon attainment above or below the targeted ROIC.

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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