

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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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 *
 Foulston Matthew J.

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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/10/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Financial Officer

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

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

OVERLAND PARK, KS 66210
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 13 ⁽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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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 0 | | | | | 03/02/2016 03/02/2016 | Common Stock | 3,543 |
| Restricted Stock Unit | \$ 0 | 03/10/2015 | | A ⁽²⁾ | 1,636 | 03/10/2018 03/10/2018 | Common Stock | 1,636 |
| Stock Option (Right to Buy) | \$ 91.75 | 03/10/2015 | | A ⁽³⁾ | 9,940 | 03/10/2016 03/10/2022 | Common Stock | 9,940 |
| Performance Stock Unit(rTSR) | \$ 0 | 03/10/2015 | | A ⁽⁴⁾ | 1,350 | 03/10/2018 03/10/2018 | Common Stock | 1,350 |
| Performance Stock Unit(ROIC) | \$ 0 | 03/10/2015 | | A ⁽⁵⁾ | 1,636 | 03/10/2018 03/10/2018 | Common Stock | 1,636 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Foulston Matthew J. C/O COMPASS MINERALS INTERNATIONAL, INC. 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210 | | | Chief Financial Officer | |

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.

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- (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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