

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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**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 \*  
 Leunig Jack C.

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)  
 03/10/2015

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)
				(A) or (D) Price			
Common Stock					2,942	D	
Common Stock					756 <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)

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0					03/12/2015	03/12/2015	Common Stock	1,395
Restricted Stock Unit	\$ 0					03/11/2016	03/11/2016	Common Stock	1,299
Restricted Stock Unit	\$ 0					03/10/2017	03/10/2017	Common Stock	860
Restricted Stock Unit	\$ 0	03/10/2015		A <sup>(2)</sup>	1,090	03/10/2018	03/10/2018	Common Stock	1,090
Stock Option (Right to Buy)	\$ 52.84					10/13/2009	10/13/2015	Common Stock	1,850
Stock Option (Right to Buy)	\$ 58.99					03/10/2010	03/10/2016	Common Stock	2,910
Stock Option (Right to Buy)	\$ 78.51					03/10/2011	03/10/2017	Common Stock	3,145
Stock Option (Right to Buy)	\$ 86.47					03/10/2012	03/10/2018	Common Stock	2,410
Stock Option (Right to Buy)	\$ 71.69					03/12/2013	03/12/2019	Common Stock	3,240
Stock Option (Right to Buy)	\$ 76.99					03/11/2014	03/11/2020	Common Stock	3,614
Stock Option (Right to Buy)	\$ 87.18					03/10/2015	03/10/2021	Common Stock	4,627
	\$ 91.75	03/10/2015		A <sup>(3)</sup>	6,627	03/10/2016	03/10/2022		6,627

Stock Option (Right to Buy)							Common Stock	
Performance Stock Unit	\$ 0				03/12/2015	03/12/2015	Common Stock	1,007
Performance Stock Unit	\$ 0				03/11/2016	03/11/2016	Common Stock	965
Performance Stock Unit	\$ 0				03/10/2017	03/10/2017	Common Stock	1,418
Performance Stock Unit(rTSR)	\$ 0	03/10/2015	A <sup>(4)</sup>	900	03/10/2018	03/10/2018	Common Stock	900
Performance Stock Unit(ROIC)	\$ 0	03/10/2015	A <sup>(5)</sup>	1,090	03/10/2018	03/10/2018	Common Stock	1,090

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Leunig Jack C. C/O COMPASS MINERALS INTERNATIONAL, INC. 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Senior Vice President	

## Signatures

/s/ Robert E. Marsh as  
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.

- (5) 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 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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