

COMPASS MINERALS INTERNATIONAL INC

Form 4

October 21, 2005

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARK 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)

(Last) (First) (Middle)
C/O COMPASS MINERALS
INTERNATIONAL INC., 9900 W.
109TH ST.

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2005

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP, General Manager

(Street)
OVERLAND PARK, KS 66210

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/20/2005	10/20/2005	M	6,000	A \$ 1.4	128,504	D
Common Stock	10/20/2005		S	6,000	D \$ 22.3199	122,504	D
Common Stock	10/21/2005	10/21/2005	M	6,769	A \$ 1.4	129,273	D
Common Stock	10/21/2005		S	6,769	D \$ 22.3993	122,504	D

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

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(9-02)

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)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.4	10/20/2005		M	6,000	<u>(1)</u>	12/29/2009	Common Stock	6,000	\$
Stock Option (Right to Buy)	\$ 1.4	10/21/2005		M	6,769	<u>(1)</u>	12/29/2009	Common Stock	6,769	\$

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CLARK KEITH E C/O COMPASS MINERALS INTERNATIONAL INC. 9900 W. 109TH ST. OVERLAND PARK, KS 66210	VP, General Manager

Signatures

By: /s/ Gary T. Eastman as
Attorney-In-Fact 10/21/2005

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) 24,403 shares are vested and exercisable and 26,676 shares vest on November 29, 2005.

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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