

BRISIMITZAKIS ANGELO C
Form 4
December 31, 2012

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 *
BRISIMITZAKIS ANGELO 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)

(Last) (First) (Middle)
9900 WEST 109TH STREET, SUITE 100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

OVERLAND PARK, KS 66210

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

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 12/28/2012 | | M | | 10,190 | A | \$ 0 58,667 | D |
| Common Stock | 12/28/2012 | | M | | 8,789 | A | \$ 0 67,456 | D |
| Common Stock | 12/28/2012 | | M | | 10,601 | A | \$ 0 78,057 | D |
| Common Stock | | | | | | | 612 ⁽¹⁾ | I |
| | | | | | | | Company 401 (k) Plan | |

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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 Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Unit | \$ 0 | 12/28/2012 | | M | 10,190 | 03/10/2013 ⁽²⁾ | 03/10/2013 ⁽²⁾ | Common Stock |
| Restricted Stock Unit | \$ 0 | 12/28/2012 | | M | 8,789 | 03/12/2014 ⁽²⁾ | 03/12/2014 ⁽²⁾ | Common Stock |
| Restricted Stock Unit | \$ 0 | 12/28/2012 | | M | 10,601 | 03/10/2015 ⁽²⁾ | 03/10/2015 ⁽²⁾ | Common Stock |
| Stock Option (Right to Buy) | \$ 58.99 | | | | | 03/10/2010 | 03/10/2016 | Common Stock |
| Stock Option (Right to Buy) | \$ 78.51 | | | | | 03/10/2011 | 03/10/2017 | Common Stock |
| Stock Option (Right to Buy) | \$ 86.47 | | | | | 03/10/2012 | 03/10/2018 | Common Stock |
| Stock Option (Right to Buy) | \$ 71.69 | | | | | 03/12/2013 | 03/12/2019 | Common Stock |
| Performance Share Unit | \$ 0 | | | | | 03/10/2013 | 03/10/2013 | Common Stock |
| Performance Stock Unit | \$ 0 | | | | | 03/10/2014 | 03/10/2014 | Common Stock |
| Performance Stock Unit | \$ 0 | | | | | 03/12/2015 | 03/12/2015 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BRISIMITZAKIS ANGELO C 9900 WEST 109TH STREET SUITE 100 OVERLAND PARK, KS 66210 | X | | Chief Executive Officer | |

Signatures

/s/ Robert E. Marsh as
Attorney-in-Fact

12/31/2012

**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 11/01/12.
 - (2) Pursuant to Dr. Brisimitzakis' Retirement Agreement (see October 3, 2012 Form 8-K), all of his previously unvested Restricted Stock Units vested on his retirement date, December 28, 2012.
 - (3) This transaction is the exercise of a derivative security. See column 2 for the exercise price.

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.