CLARK KEITH E

Form 4

September 23, 2005

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **CLARK KEITH E**

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

COMPASS MINERALS INTERNATIONAL INC [CMP]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction

10% Owner X_ Officer (give title Other (specify below)

Director

(Month/Day/Year) 09/22/2005

C/O COMPASS MINERALS INTERNATIONAL INC., 9900 W. 109TH ST.

(Street)

(State)

(Zip)

VP, General Manager

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

OVERLAND PARK, KS 66210

(City)

					-	· •		•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any (Month/Day/Year)			s Acquired (A) of (D) and 5) (A) or (D) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Ownership I Form: E Direct (D) C	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/22/2005		Code V M	Amount (12,769 A		135,273	D	
Common Stock	09/22/2005		S	12,769 I	\$ 23.3429	122,504	D	

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.4	09/22/2005		M	12,769	<u>(1)</u>	12/29/2009	Common Stock	12,769

Reporting Owners

Reporting Owner Name / Address

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 09/22/2005

**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. 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.

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