DUCEY MICHAEL E Form 4

March 03, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DUCEY MICHAEL 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)

President & CEO

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

03/01/2005

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

C/O COMPASS MINERALS INTERNATIONAL, INC., 8300 COLLEGE BLVD

(Street)

(State)

(First)

(Middle)

(Zip)

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

OVERLAND PARK, KS 66210

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

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	omr Dispos	ed of	(D)	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	03/01/2005		M	20,000	A	\$ 1.4	299,310	D	
Common Stock	03/01/2005		S	14,900	D	\$ 25.0283	284,410	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	Date	7. Title and Lunderlying (Instr. 3 and	Securities	8 1 9 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 1.4	03/01/2005		M	20,000) (1)	05/01/2010	Common Stock	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
reforming of the runner runner		10% Owner	Officer	Other
DUCEY MICHAEL E C/O COMPASS MINERALS INTERNATIONAL, INC. 8300 COLLEGE BLVD OVERLAND PARK, KS 66210	X		President & CEO	

Signatures

By: /s/ Michael E.

Ducey

**Signature of Reporting 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) 292,576 shares are vested and exercisable and 67,597 unvested 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. nline; FONT-FAMILY: Times New Roman; FONT-SIZE: 8pt"> CUSIP NO. 00101B103

- (d) No Reporting Person nor any person or entity listed on Schedule A annexed hereto has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person nor any person or entity listed on Schedule A annexed hereto has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or

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mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the individuals who are Reporting Persons or listed on Schedule A are citizens of the United States of America. Each of the entities who are Reporting Persons or listed on Schedule A are organized under the laws of the State of Delaware.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of the 36,268,411 Shares owned by Steel Partners II is approximately \$115,219,943, including brokerage commissions. The Shares owned by Steel Partners II were acquired with partnership funds.

The Shares beneficially owned by Messrs. Howard and Quicke represent Shares underlying Restricted Stock Awards and Non-Qualified Stock Options awarded to them in their capacities as directors of the Issuer.

Set forth on Schedule B annexed to Amendment No. 21 to the Schedule 13D ("Schedule B") is the aggregate purchase price of the Shares beneficially owned, if any, by each of the executive officers and directors of Steel Holdings GP who are not Reporting Persons.

Steel Partners II effects purchases of securities primarily through margin accounts maintained for it with prime brokers, which may extend margin credit to it as and when required to open or carry positions in the margin accounts, subject to applicable federal margin regulations, stock exchange rules and the prime brokers' credit policies. In such instances, the positions held in the margin accounts are pledged as collateral security for the repayment of debit balances in the accounts.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 108,832,141 Shares outstanding, which is the total number of Shares outstanding as of May 5, 2011 as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 10, 2011.

As of the close of business on May 19, 2011, Steel Partners II owned directly 36,268,411 Shares, constituting approximately 33.3% of the Shares outstanding. By virtue of their relationships with Steel Partners II discussed in further detail in Item 2, each of Steel Holdings, Partners LLC and Warren G. Lichtenstein may be deemed to beneficially own the Shares owned by Steel Partners II.

As of the close of business on May 19, 2011, Jack L. Howard beneficially owned 18,750 Shares underlying Restricted Stock Awards and beneficially owned an additional 28,125 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof, constituting in the aggregate less than 1% of the Shares outstanding.

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As of the close of business on May 19, 2011, John J. Quicke beneficially owned 18,750 Shares underlying Restricted Stock Awards and beneficially owned an additional 28,125 Shares underlying Non-Qualified Stock Options that are exercisable within 60 days of the date hereof, constituting in the aggregate less than 1% of the Shares outstanding.

Set forth on Schedule B is the aggregate number and percentage of Shares beneficially owned, if any, by each of the executive officers and directors of Steel Holdings GP who are not Reporting Persons. Unless otherwise indicated thereon, each of the persons listed on Schedule B has (i) the sole power to vote and dispose of the Shares they beneficially own, if any, and (ii) the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares that they beneficially own, if any.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), may be deemed to beneficially own the Shares owned by the other Reporting Persons.

Item 5(c) is hereby amended to add the following:

(c) Schedule C annexed hereto lists all transactions in the Shares by the Reporting Persons during the past 60 days. All of such transactions were effected in the open market.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Powers of Attorney.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 20, 2011 STEEL PARTNERS II, L.P.

By: Steel Partners II GP LLC

General Partner

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

STEEL PARTNERS HOLDINGS L.P.

By: Steel Partners Holdings GP Inc.

General Partner

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

STEEL PARTNERS LLC

By: /s/ Sanford Antignas

Sanford Antignas Chief Operating Officer

/s/ Sanford Antignas
SANFORD ANTIGNAS

as Attorney-In-Fact for Warren G. Lichtenstein

/s/ Jack L. Howard JACK L. HOWARD

/s/ Sanford Antignas SANFORD ANTIGNAS

as Attorney-In-Fact for John J. Quicke

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SCHEDULE A

General Partner of Steel Partners II, L.P.

Name	Present Principal Business	Business Address	
		590 Madison Avenue, 32nd	
	General Partner of Steel	Floor	
Steel Partners II GP LLC	Partners II, L.P.	New York, NY 10022	

General Partner of Steel Partners Holdings L.P.

Name	Present Principal Business	Business Address
		590 Madison Avenue, 32nd
Steel Partners Holdings GP	General Partner of Steel	Floor
Inc.	Partners Holdings L.P.	New York, NY 10022

Executive Officers of Steel Partners LLC

Name and Position	Present Principal Occupation	Business Address
Warren G. Lichtenstein,	Chairman and Chief	c/o Steel Partners LLC
Chairman and	Executive Officer of Steel	590 Madison Avenue, 32nd
Chief Executive Officer	Partners LLC, a global	Floor
	management firm	New York, NY 10022
Jack L. Howard, President	President of Steel Partners	
	LLC, a global management	c/o Steel Partners LLC
	firm, and a principal of	590 Madison Avenue, 32nd
	Mutual Securities, Inc., a	Floor
	registered broker dealer	New York, NY 10022
Sanford Antignas,	Managing Director, Chief	
Managing Director,	Operating Officer and	c/o Steel Partners LLC
Chief Operating Officer and	Secretary of Steel Partners	590 Madison Avenue, 32nd
Secretary	LLC, a global management	Floor
	firm	New York, NY 10022
	Vice President, Chief	
Michael Falk, Vice	Financial Officer,	
President,	Treasurer and Assistant	c/o Steel Partners LLC
Chief Financial Officer,	Secretary of Steel Partners	590 Madison Avenue, 32nd
Treasurer	LLC, a global management	Floor
and Assistant Secretary	firm	New York, NY 10022

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Executive Officers of Steel Partners II GP LLC

Name and Position	Present Principal Occupation	Business Address
Warren G. Lichtenstein,	Chairman and Chief	c/o Steel Partners LLC
Chairman and	Executive Officer of Steel	590 Madison Avenue, 32nd
Chief Executive Officer	Partners LLC, a global	Floor
	management firm	New York, NY 10022
Jack L. Howard, President	President of Steel Partners	
	LLC, a global management	c/o Steel Partners LLC
	firm, and a principal of	590 Madison Avenue, 32nd
	Mutual Securities, Inc., a	Floor
	registered broker dealer	New York, NY 10022
Sanford Antignas,	Managing Director, Chief	
Managing Director,	Operating Officer and	c/o Steel Partners LLC
Chief Operating Officer and	Secretary of Steel Partners	590 Madison Avenue, 32nd
Secretary	LLC, a global management	Floor
	firm	New York, NY 10022

Executive Officers and Directors of Steel Partners Holdings GP Inc.

Name and Position	Present Principal Occupation	Business Address
Warren G. Lichtenstein,	Chairman and Chief	c/o Steel Partners LLC
Chairman,	Executive Officer of Steel	590 Madison Avenue, 32nd
Chief Executive Officer and	Partners LLC, a global	Floor
Director	management firm	New York, NY 10022
Jack L. Howard, President	President of Steel Partners	c/o Steel Partners LLC
	LLC, a global management	590 Madison Avenue, 32nd
	firm, and a principal of	Floor
	Mutual Securities, Inc., a	New York, NY 10022
	registered broker dealer	
Sanford Antignas, Chief	Managing Director, Chief	c/o Steel Partners LLC
Operating Officer,	Operating Officer and	590 Madison Avenue, 32nd
Secretary and Director	Secretary of Steel Partners	Floor
	LLC, a global management	New York, NY 10022
Authors Donors Discotor	firm Vivo Chairman of MD David	A MD D of Free
Anthony Bergamo, Director	Vice Chairman of MB Real	c/o MB Real Estate
	Estate, a property	335 Madison Avenue, 14th Floor
	management company	
John D. MoNiff Dinaston	Doutnon of Mono Conital	New York, NY 10017
John P. McNiff, Director	Partner of Mera Capital Management LP, a private	c/o Mera Capital Management LP
	investment partnership	161 Washington Street, Suite
	mvestment partnersmp	1560
		Conshohocken, PA 19428
Joseph L. Mullen, Director	Managing Partner of Li	c/o Li Moran International
	Moran International, Inc., a	611 Broadway, Suite 722
	management consulting	New York, NY 10012
		•

General Richard I. Neal, Director	company President of Audio MPEG, Inc., a licensor of intellectual property	c/o Audio MPEG, Inc. 66 Canal Center Plaza, Suite 750 Alexandria, VA 22314
Allan R. Tessler, Director	Chairman and Chief Executive Officer of International Financial Group, Inc., an international merchant banking firm	c/o International Financial Group, Inc. 2500 North Moose Wilson Road Wilson, WY 83014

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SCHEDULE C

Transactions in the Securities of the Issuer During the Past 60 Days

Class of	Securities		Date of
Security	Purchased	Price (\$)	Purchase

STEEL PARTNERS II, L.P.

Common Stock	103,700	2.8500	05/18/11
Common Stock	196,600	2.8974	05/19/11