

Intrepid Potash, Inc.  
Form 4  
February 27, 2014

**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 \*  
HONEYFIELD DAVID W

(Last) (First) (Middle)

C/O INTREPID POTASH, INC., 707  
17TH STREET, SUITE 4200

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Intrepid Potash, Inc. [IPI]

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

02/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President & CFO

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 Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	02/25/2014		M	2,668	A <u>(1)</u>	82,929	D	
Common Stock	02/25/2014		F	6,676	D <u>(2)</u>	\$ 14.45	76,253	D
Common Stock	02/25/2014		A	51,470	A \$ 0 <u>(3)</u>	127,723 <u>(4)</u>	D	

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

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- Based on the company's actual production results in 2013 as compared to pre-established goals under the award, the compensation committee of the company's board of directors has certified that each performance unit (production) represents the right to receive 78.5%
- (5) of a share of company common stock, subject to the award's vesting terms. The award was originally granted on February 25, 2013, and vests in three equal annual installments beginning on February 25, 2014, subject to the reporting person's continued employment with the company through the vesting date.

- Based on the company's actual production results in 2012 as compared to pre-established goals under the award, the compensation committee of the company's board of directors has certified that each performance unit (production) represents the right to receive 61.2%
- (6) of a share of company common stock, subject to the award's vesting terms. The award was originally granted on March 5, 2012, and vests in three equal annual installments beginning on February 25, 2013, subject to the reporting person's continued employment with the company through the vesting date.

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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