

COMPASS MINERALS INTERNATIONAL INC

Form 4

March 13, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GOADBY DAVID J

(Last) (First) (Middle)

C/O COMPASS MINERALS INTERNATIONAL INC, 9900 WEST 109TH STREET, SUITE 100

(Street)

OVERLAND PARK, KS 66210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMPASS MINERALS INTERNATIONAL INC [CMP]

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2015

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)
Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/12/2015		M		2,162	A	\$ 0
							30,328
Common Stock	03/13/2015		S		2,162	D	\$ 92.88
							(1)
Common Stock	03/12/2015		M		942	A	\$ 0
							29,108
Common Stock	03/13/2015		S		942	D	\$ 92.88
							28,166

(2)

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

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SEC 1474
(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 (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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Restricted Stock Unit	\$ 0	03/12/2015		M	2,162	03/12/2015 03/12/2015	Common Stock	2,162
Restricted Stock Unit	\$ 0					03/11/2016 03/11/2016	Common Stock	1,840
Restricted Stock Unit	\$ 0					03/10/2017 03/10/2017	Common Stock	760
Restricted Stock Unit	\$ 0					03/10/2018 03/10/2018	Common Stock	981
Stock Option (Right to Buy)	\$ 78.51					03/10/2011 03/10/2017	Common Stock	5,520
Stock Option (Right to Buy)	\$ 86.47					03/10/2012 03/10/2018	Common Stock	3,400
Stock Option (Right to Buy)	\$ 71.69					03/12/2013 03/12/2019	Common Stock	4,280
Stock Option (Right to Buy)	\$ 76.99					03/11/2014 03/11/2020	Common Stock	4,580
Stock Option (Right to Buy)	\$ 87.18					03/10/2015 03/10/2021	Common Stock	4,080

Stock Option (Right to Buy)	\$ 91.75				03/10/2016	03/10/2022	Common Stock	5,964
Performance Stock Unit	\$ 0	03/12/2015	M	942 (4)	03/12/2015	03/12/2015	Common Stock	942
Performance Stock Unit	\$ 0				03/11/2016	03/11/2016	Common Stock	1,370
Performance Stock Unit	\$ 0				03/10/2017	03/10/2017	Common Stock	1,253
Performance Stock Unit(rTSR)	\$ 0				03/10/2018	03/10/2018	Common Stock	810
Performance Stock Unit(ROIC)	\$ 0				03/10/2018	03/10/2018	Common Stock	981

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOADBY DAVID J C/O COMPASS MINERALS INTERNATIONAL INC 9900 WEST 109TH STREET, SUITE 100 OVERLAND PARK, KS 66210			Vice President	

Signatures

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

03/13/2015

__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).
The 2,162 shares were traded in blocks ranging in price from \$92.72 to \$93.17. \$92.88 is the weighted average price. Information regarding the number of shares sold at each separate price is available upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (1) regarding the number of shares sold at each separate price is available upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (2) The 942 shares were traded in blocks ranging in price from \$92.72 to \$93.17. \$92.88 is the weighted average price. Information regarding the number of shares sold at each separate price is available upon request by the SEC staff, the issuer, or any security holder of the issuer.
- (3) All Restricted Stock Units have a conversion price of \$0.00.
- (4) The cumulative performance of the three one-year performance periods applicable to this PSU grant resulted in a decrease of 400 shares from the original target grant.
- (5) All Performance Stock Units have a conversion price of \$0.00.

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. t">The Royal Bank of Scotland Group Plc

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

Not Applicable

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Country of Origin: United Kingdom

Registered: Scotland

5 SOLE VOTING POWER

0

NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH

6 SHARED VOTING POWER

0

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

203,960

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0%

12 TYPE OF REPORTING PERSON

HC, CO

3

Explanation of Responses:

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Item 1(a). Name of Issuer:

The Thai Capital Fund

Item 1(b). Address of Issuer's Principal Executive Offices:

C/O Daiwa Securities Trust Company, One Evertrust Plaza, Jersey City, NJ 07302-3051

Item 2(a). Name of Person Filing:

This Schedule 13G is being filed by The Royal Bank of Scotland Group Plc ("RBSG"), a public limited company incorporated in the United Kingdom and registered in Scotland. The persons reporting information on this Schedule 13G include, in addition to RBSG, The Royal Bank of Scotland Plc. ("RBS"), a public limited company incorporated and registered in the United Kingdom and registered in Scotland. RBSG is a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended. All of the shares of RBS are owned by RBSG.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The registered offices of RBSG are located at 36 St. Andrew Square, Edinburgh, Scotland EH12 1HQ.

The registered office of RBS is located at 36 St. Andrew Square, Edinburgh, Scotland EH12 1HQ.

Item 2(c). Citizenship:

RBSG and RBS are organized in the United Kingdom.

Item 2(d). Title of Class of Securities:

Common Stock US\$0.01

Item 2(e). CUSIP Number:

882905201

Item 3. If this Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

Explanation of Responses:

- (g) o A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) o A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) o Group, in accordance with §240.13d-1(b)(1)(ii)(J).

None of the above.

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of issuer identified in Item 1.

- (a) Amount beneficially owned: RBS is the record owner of 0 shares of the Issuer (the “Record Shares”) as of August 22, 2012. As RBSG owns 100% of the shares of RBS, RBSG may be deemed to own, beneficially, any Record Shares.
- (b) Percent of class: See Line 11 of cover sheets. The percentages set forth on the cover sheets are calculated based on 3,564,814 shares of Common Stock reported to be outstanding.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote: See Line 5 of cover sheets
- (ii) Shared power to vote or to direct the vote: See Line 6 of cover sheets.
- (iii) Sole power to dispose or to direct the disposition of: See Line 7 of cover sheets.
- (iv) Shared power to dispose or to direct the disposition of: See Line 8 of cover sheets.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable. The Reporting Persons expressly disclaim membership in a “group” as used in Rule 13d-1(b)(ii)(J).

Explanation of Responses:

Item 9.

Notice of Dissolution of Group.

Not applicable.

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Item 10.

Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 31, 2012

THE ROYAL BANK OF SCOTLAND
GROUP Plc and THE ROYAL BANK OF
SCOTLAND Plc

By: /s/ Richard Hopkins
Name: Richard Hopkins
Title: Manager, Share
Aggregation Unit

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AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby agree that this statement containing the information required by Schedule 13G is filed on behalf of each of the undersigned with respect to the ownership of shares of The Thai Capital Fund, Inc.

EXECUTED as a sealed instrument this 31st day of August 2012.

THE ROYAL BANK OF SCOTLAND
GROUP Plc and THE ROYAL BANK OF
SCOTLAND Plc

By: /s/ Richard Hopkins
Richard Hopkins
Manager, Share
Aggregation Unit