

Compass Diversified Holdings  
Form 4  
April 27, 2009

**FORM 4**

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

OMB APPROVAL

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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 \*  
Edwards Harold S

2. Issuer Name and Ticker or Trading Symbol  
Compass Diversified Holdings  
[CODI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/23/2009

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  10% Owner  
\_\_\_\_ Other (specify below)  
See Remarks (a)

SIXTY ONE WILTON ROAD, SECOND FLOOR

(Street)

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

WESTPORT, CT 06880

(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   |                                   |
| Shares <sup>(1)</sup>           | 04/23/2009                           |  | P                              | A   | \$ 2,400  | 21,825   | D                                 |
|                                 |                                      |  |                                |   | 8.3991  |  |                                   |
| Shares <sup>(1)</sup>           | 04/23/2009                           |  | P                              | A   | \$ 1,000  | 22,825   | D                                 |
|                                 |                                      |  |                                |   | 8.4225  |  |                                   |
| Shares <sup>(1)</sup>           | 04/23/2009                           |  | P                              | A   | \$ 1,000  | 23,825   | D                                 |
|                                 |                                      |  |                                |   | 8.247   |  |                                   |
| Shares <sup>(1)</sup>           | 04/23/2009                           |  | P                              | A   | \$ 900  | 24,725   | D                                 |
|                                 |                                      |  |                                |   | 8.3143  |  |                                   |
| Shares <sup>(1)</sup>           | 04/23/2009                           |  | P                              | A   | \$ 400  | 25,125   | D                                 |
|                                 |                                      |  |                                |   | 8.3489  |  |                                   |

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Shares <sup>(1)</sup> 04/23/2009 P 100 A \$ 8.2 25,225 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. 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       | See Remarks (a) |
|---|---------------|-----------|---------|-------|-----------------|
|   | Director      | 10% Owner | Officer | Other |                 |
| Edwards Harold S<br>SIXTY ONE WILTON ROAD<br>SECOND FLOOR<br>WESTPORT, CT 06880 |               |           |         |       |                 |

**Signatures**

/s/ Harold S. Edwards, by James J. Bottiglieri as attorney-in-fact 04/27/2009  
 \*\*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) Each Share represents one undivided beneficial interest in Compass Diversified Holdings (the "Trust") property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.

**Remarks:**

(a) Mr. Edwards is a Director of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

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