COMPASS MINERALS INTERNATIONAL INC
Form 8-K
February 15, 2005

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

FORM 8-K

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): February 11, 2005

Commission File Number 001-31921

COMPASS MINERALS INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	36-3972986
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

8300 College Blvd.
Overland Park, KS 66210
(913) 344-9200
(Address of principal executive offices and telephone number)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On February 11, 2005 the board of directors approved an increase in the annual retainer for non-employee directors from $25,000 to $75,000. The board eliminated the payment of meeting attendance fees and approved reimbursement of travel expenses. The board of directors approved additional annual retainer compensation for the chairman of the Audit Committee ($10,000) and for the chairmen of the Compensation Committee, the Nominating/Corporate Governance

Committee, and the Environmental, Health and Safety Committee ($5,000 each).

Annual retainer payments will be in cash, subject to deferral under the Directors' Deferred Compensation Plan (effective as of October 1, 2004) for the benefit of the eligible non-employee directors. Directors are expected to defer at least 50 percent of their retainer payments. Deferral amounts are converted into units equivalent to the value of Compass Minerals International, Inc. common stock, and accumulated deferred fees are distributed in Compass Minerals International, Inc. common stock. A copy of the Directors' Deferred Compensation Plan was filed as Exhibit 4.2 to our Form S-8 filed on September 30, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMPASS MINERALS INTERNATIONAL, INC.

Date: February 15, 2005

/s/ Rodney L. Underdown

Rodney L. Underdown
Chief Financial Officer