

BURNS GORDON M
Form 4
December 31, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BURNS GORDON M

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)
12/29/2009

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
See Remark (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)
X 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				
Shares ⁽¹⁾	12/29/2009		S	5,000 D	\$ 13.017 ⁽²⁾	9,182	I	By Trust Account
Shares ⁽¹⁾	12/30/2009		S	3,000 D	\$ 12.9503 ⁽³⁾	6,182	I	By Trust Account
Shares ⁽¹⁾	12/29/2009		S	5,000 D	\$ 13.026 ⁽⁴⁾	8,877	I	By Trust Account
Shares ⁽¹⁾	12/30/2009		S	3,000 D	\$ 12.95	5,877	I	By Trust Account
Shares ⁽¹⁾						980	I	By IRA

Edgar Filing: BURNS GORDON M - Form 4

Shares ⁽¹⁾	55,850	I	By IRA
Shares ⁽¹⁾	1,690	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURNS GORDON M SIXTY ONE WILTON ROAD SECOND FLOOR WESTPORT, CT 06880				See Remark (a)

Signatures

/s/ Gordon M. Burns, by James J. Bottiglieri as attorney-in-fact

12/31/2009

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.
- (2)

Edgar Filing: BURNS GORDON M - Form 4

The sales price reported in this Form 4 was between the range of \$13.00 per share to \$13.04 per share. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

- (3) The sales price reported in this Form 4 was between the range of \$12.95 per share to \$12.96 per share. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

- (4) The sales price reported in this Form 4 was between the range of \$13.02 per share to \$13.05 per share. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

Remarks:

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

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.