

BURNS GORDON M
Form 4
May 19, 2011

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 *
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)

SIXTY ONE WILTON ROAD, SECOND FLOOR

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/17/2011

____ Director
____ Officer (give title below) 10% Owner
 Other (specify below)
See Remark (a)

WESTPORT, CT 06880

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

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------------|
| | | | | (A) or (D) | Price | | | | |
| Shares <u>(1)</u> | 05/17/2011 | | P | 5,000 | A | \$ 15.4272 <u>(2)</u> | 10,987 | I | By Trust Account <u>(3)</u> |
| Shares <u>(1)</u> | 05/17/2011 | | P | 5,000 | A | \$ 15.4288 <u>(4)</u> | 10,824 | I | By Trust Account <u>(5)</u> |
| Shares <u>(1)</u> | | | | | | | 49,280 | I | By IRA |
| Shares <u>(1)</u> | | | | | | | 4,369 | D | |

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| | | | |
|-----------------------------|--------|---|-------------------------------|
| <u>Shares</u> <u>(1)</u> | 70,000 | I | By Revocable Trust <u>(6)</u> |
| <u>Shares</u> <u>(1)</u> | 6,195 | I | By Trust Account <u>(7)</u> |

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)

| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title or Number of Shares | | |

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

05/19/2011

**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).

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- (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.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from

- (2) \$15.409 to \$15.44, inclusive. Full information regarding the number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

- (3) Shares beneficially owned by the Reporting Person through the Talley Burns Executor Trust.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from

- (4) \$15.408 to \$15.44, inclusive. Full information regarding the number of shares purchased at each separate price will be provided upon request by the SEC staff, the issuer, or any security holder of the issuer.

- (5) Shares beneficially owned by the Reporting Person through the Peter Burns Executor Trust.

- (6) Shares beneficially owned by the Reporting Person through the Gordon M. Burns 2009 Revocable Trust.

- (7) Shares beneficially owned by the Reporting Person through the Burns Family Trust.

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.