## Edgar Filing: BURNS GORDON M - Form 4

BURNS GORDON M         Form 4         December 28, 2012         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 1(b).       State Average Section 17(a) of the Investment Company Act of 1940 30(h) of the Investment Company Act of 1940											
1. Name and Address of Reporting Person <u>*</u> BURNS GORDON M				1	and Ticke ersified H		Ū.	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) SIXTY ONE WILTON ROAD, SECOND FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 12/26/2012					Director 10% Owner Officer (give titleX Other (specify below) See Remark (a)			
WESTPO	4. If Amendment, Date Original Filed(Month/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> <li>Person</li> </ul>					
(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)		ate, if /Year)	Code (Instr. 8)	4. Securi por Dispo (Instr. 3, Amount	sed of		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)	
Shares (1)	12/26/2012			Р	2,000	А	\$ 14.2454 (2)	17,282	D		
$\frac{\text{Shares}}{(1)}$	12/27/2012			Р	2,000	А	\$ 14.106 (3)	12,987	Ι	By Trust Account (4)	
Shares (1)	12/27/2012			Р	2,000	А	\$ 14.105 (5)	12,824	Ι	By Trust Account (6)	
Shares (1)								49,280	Ι	By IRA	
								80,000	Ι		

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Shares (1) Shares (1)						6,195	Ι		Trust By T		
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.											
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. Transactio Code (Instr. 8)	of		ate	Unde Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
r o the second	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 attorney-in-fact	12/28/2012						
<u>**</u> Signature of Repor	ting 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) \$14.24 to \$14.25, 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.

- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from
  (3) \$14.01 to \$14.21, 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.
- (4) 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
(5) \$14.01 to \$14.20, 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.

- (6) Shares beneficially owned by the Reporting Person through the Peter Burns Executor Trust.
- (7) Shares beneficially owned by the Reporting Person through the Gordon M. Burns 2009 Revocable Trust.
- (8) 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.