

Jornayvaz Robert P III  
 Form 4  
 November 19, 2009

**FORM 4**

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

OMB APPROVAL

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

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 \*  
 Jornayvaz Robert P III

2. Issuer Name and Ticker or Trading Symbol  
 Intrepid Potash, Inc. [IPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/17/2009

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chairman/CEO

707 17TH STREET, SUITE 4200

(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

DENVER, CO 80202

(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)
Common Stock	11/17/2009		S <sup>(1)</sup>	V Amount (A) or (D) Price 73,200 D 27.32 <u>(2)</u>	\$ 15,587,800	I	By Intrepid Production Corporation
Common Stock	11/17/2009		S <sup>(1)</sup>	V Amount (A) or (D) Price 151,602 D 27.89 <u>(3)</u>	\$ 15,436,198	I	By Intrepid Production Corporation
Common Stock	11/18/2009		S <sup>(1)</sup>	V Amount (A) or (D) Price 125,198 D 28.57 <u>(4)</u>	\$ 15,311,000	I	By Intrepid Production Corporation
Common Stock					120 <u>(5)</u>	I	By Daughter

Common  
Stock

17,578 <sup>(6)</sup> D

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

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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 Beneficially Owned Following Reported Transaction (Instr. 3)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Jornayvaz Robert P III 707 17TH STREET, SUITE 4200 DENVER, CO 80202	X	X	Chairman/CEO	

## Signatures

/s/ Jennifer D'Alessandro, as attorney-in-fact  
 Date: 11/19/2009  
 \*\*Signature of Reporting Person

## 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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 sales plan adopted by the reporting person on November 9, 2009.
  - (2) The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.70 to \$27.69, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the

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range set forth in this Form 4.

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.70 to \$28.13, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the
- (3) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- The price reported in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.35 to \$28.85, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the
- (4) Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (5) The reporting person disclaims beneficial ownership of these shares.

- (6) Grant of Restricted Common Stock that will vest in three equal annual installments beginning on February 25, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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