

MASSOUD I JOSEPH

Form 4

February 05, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MASSOUD I JOSEPH

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/05/2009

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)  
See Remarks (a)

(Street)  
WESTPORT, CT 06880

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

(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)
			Code	V	Amount	(A) or (D)	Price			
Shares <u>(1)</u>	02/05/2009		P		100	<u>A</u> <u>(2)</u>	\$ 10.58	275,444	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	02/05/2009		P		100	<u>A</u> <u>(2)</u>	\$ 10.59	275,544	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	02/05/2009		P		200	<u>A</u> <u>(2)</u>	\$ 10.62	275,744	I	Through Pharos I LLC <u>(3)</u>
Shares <u>(1)</u>	02/05/2009		P		100	A	\$	275,844	I	Through

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				(2)	10.63			Pharos I LLC (3)
Shares (1)	02/05/2009	P	100	A (2)	\$ 10.65	275,944	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	100	A (2)	\$ 10.69	276,044	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	100	A (2)	\$ 10.73	276,144	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	1	A (2)	\$ 10.9	276,145	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	15	A (2)	\$ 10.91	276,160	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	20	A (2)	\$ 10.93	276,180	I	Through Pharos I LLC (3)
Shares (1)	02/05/2009	P	100	A (2)	\$ 10.96	276,280	I	Through Pharos I LLC (3)
Shares (1)						113,515	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)

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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number

of  
Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSOUD I JOSEPH SIXTY ONE WILTON ROAD SECOND FLOOR WESTPORT, CT 06880				See Remarks (a)

## Signatures

/s/ I. Joseph Massoud, by James J. Bottiglieri as  
attorney-in-fact

02/05/2009

\_\_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) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Pharos I LLC on May 29, 2008.
- (3) Amounts with respect to Mr. Massoud reflect his beneficial ownership of Shares through his interest in, and control as Managing Member of, Pharos I LLC.

### Remarks:

(a) Mr. Massoud is a Director and the Chief Executive Officer for Compass Group Diversified Holdings LLC, Sponsor of the "

(b) Form 2 of 2: Due to SEC Regulations concerning the limit of 30 transactions per table, the transactions have been reported

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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