MASSOUD I JOSEPH
Form 4
May 06, 2009

FORM 4

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

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
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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).

(Print or Type Responses)

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

(Last) (First) (Middle)

SIXTY ONE WILTON ROAD, SECOND FLOOR

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Compass Diversified Holdings [CODI]

3. Date of Earliest Transaction (Month/Day/Year)
05/04/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
See Remarks (a)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 (1)	05/04/2009		P		200	A (2)	$ 9.15	277,374	I	Through Pharos I LLC (3)
Shares (1)	05/04/2009		P		106	A (2)	$ 9.26	277,480	I	Through Pharos I LLC (3)
Shares (1)	05/04/2009		P		181	A (2)	$ 9.2689	277,661	I	Through Pharos I LLC (3)
Shares (1)	05/04/2009		P		594	A	$ 9.27	278,255	I	Through

				(2)				Pharos I LLC (3)
Shares (1)	05/05/2009	P	100	A (2)	$ 9.05	278,355	I	Through Pharos I LLC (3)
Shares (1)	05/05/2009	P	200	A (2)	$ 9.11	278,555	I	Through Pharos I LLC (3)
Shares (1)	05/05/2009	P	100	A (2)	$ 9.13	278,655	I	Through Pharos I LLC (3)
Shares (1)	05/05/2009	P	200	A (2)	$ 9.2	278,855	I	Through Pharos I LLC (3)
Shares (1)	05/05/2009	P	100	A (2)	$ 9.24	278,955	I	Through Pharos I LLC (3)
Shares (1)	05/05/2009	P	388	A (2)	$ 9.25	279,343	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	100	A (2)	$ 9.08	279,443	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	200	A (2)	$ 9.16	279,643	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	100	A (2)	$ 9.17	279,743	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	81	A (2)	$ 9.18	279,824	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	101	A (2)	$ 9.21	279,925	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	100	A (2)	$ 9.22	280,025	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	100	A (2)	$ 9.23	280,125	I	Through Pharos I LLC (3)
Shares (1)	05/06/2009	P	100	A (2)	$ 9.34	280,225	I	Through Pharos I LLC (3)

Shares [(1)]	05/06/2009	P	100	A [(2)]	$ 9.41	280,325	I	Through Pharos I LLC [(3)]
Shares [(1)]	05/06/2009	P	100	A [(2)]	$ 9.49	280,425	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.

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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 Owne Follo Repo 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 — 05/06/2009

[**]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 T

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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