

DAY C SEAN
Form 4
May 13, 2010

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAY C SEAN

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)
05/11/2010

____ 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 Ownership (Instr. 4)
Shares ⁽¹⁾	05/11/2010		J ⁽²⁾	259,711	A \$ 0 302,760	D	
Shares ⁽¹⁾	05/12/2010		J ⁽³⁾	300,000	D \$ 0 2,760	D	
Shares ⁽¹⁾	05/11/2010		J ⁽²⁾	259,711	D \$ 0 0	I	By Grantor Retained Annuity Trust ⁽⁴⁾
Shares ⁽¹⁾	05/12/2010		J ⁽³⁾	300,000	A \$ 0 300,000	I	By Grantor Retained Annuity Trust ⁽⁵⁾

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Shares ⁽¹⁾	7,000	I	By Irrevocable Trust ⁽⁶⁾
Shares ⁽¹⁾	216,000	I	By Grantor Retained Annuity Trust ⁽⁷⁾

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

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(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 Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

/s/ Sean Day, by James J. Bottiglieri as
attorney-in-fact

05/13/2010

 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 securities were transferred by the Reporting Person from Christopher Sean Day 2009 GRAT #1 to C. Sean Day, individually.
- (3) The securities were transferred by the Reporting Person from C. Sean Day, individually, to the Christopher Sean Day 2010 GRAT #7.
- (4) Shares beneficially owned by the Reporting Person through the Christopher Sean Day 2009 GRAT #1.
- (5) Shares beneficially owned by the Reporting Person through the Christopher Sean Day 2010 GRAT #7.
- (6) Shares beneficially owned by the Reporting Person through the Day Family 2007 Irrevocable Trust.
- (7) Shares beneficially owned by the Reporting Person through the Christopher Sean Day 2009 GRAT #4.

Remarks:

(a) Mr. Day is Chairman of the Board of Directors 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.

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