#### HONEYFIELD DAVID W

Form 4

March 01, 2010

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

5 Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person \*

| HONEYFII                             | 2. Issuer Name and Ticker or Trading Symbol Intrepid Potash, Inc. [IPI] |   |                                 |             |                                  | Issuer  (Check all applicable)   |             |  |  |          |  |  |
|--------------------------------------|---|---|---------------------------------|-------------|----------------------------------|--|-------------|--|--|----------|--|--|
| (Last)                               | (First)   | (Middle)  | 3. Date of Earliest Transaction |             |                                  |  |             | (Check all applicable)  Director 10% Owner   |  |          |  |  |
| 707 17TH S                           | (Month/Day/Year)<br>02/25/2010  |   |                                 |             |                                  |  |             |  |  |          |  |  |
|                                      | 4. If Amendment, Date Original  |   |                                 |             |                                  | 6. Individual or Joint/Group Filing(Check  |             |  |  |          |  |  |
| DENVER,                              | Filed(Month/Day/Year)   |   |                                 |             |                                  | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |             |  |  |          |  |  |
| (City)                               | (State)   | (Zip)   | Tabl                            | e I - Non-D | erivative                        | Secur  | ities Acq   | uired, Disposed o  | f, or Beneficial   | ly Owned |  |  |
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Da<br>(Month/Day/Year                                    | Fransaction Date 2A. Deemed onth/Day/Year)  Execution Date, if any (Month/Day/Year) |                                 |             | 4. Securi on(A) or Di (Instr. 3, | ispose   | d of (D)    | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) |          |  |  |
| Common<br>Stock                      | 02/25/2010  |   |                                 | F           | 747 (1)                          | D  | \$<br>27.51 | 35,387 <u>(2)</u>  | D  |          |  |  |
| Common<br>Stock                      | 02/28/2010  |   |                                 | F           | 765 <u>(3)</u>                   | D  | \$<br>27.52 | 34,622 (4)   | 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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5.         | 6. Date Exerc   | cisable and     | 7. Title                 | and    | 8. Price of | 9. Nu  |
|-------------|-------------|---------------------|--------------------|------------|------------|-----------------|-----------------|--------------------------|--------|-------------|--------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orNumber   | Expiration Date |                 | Amount                   | t of   | Derivative  | Deriv  |
| Security    | or Exercise |                     | any                | Code       | of         | (Month/Day/     | Year)           | Underly                  | ing    | Security    | Secui  |
| (Instr. 3)  | Price of    |                     | (Month/Day/Year)   | (Instr. 8) | Derivative | e               |                 | Securitie                | es     | (Instr. 5)  | Bene   |
|             | Derivative  |                     |                    |            | Securities |                 |                 | (Instr. 3                | and 4) |             | Own    |
|             | Security    |                     |                    |            | Acquired   |                 |                 |                          |        |             | Follo  |
|             | •           |                     |                    |            | (A) or     |                 |                 |                          |        |             | Repo   |
|             |             |                     |                    |            | Disposed   |                 |                 |                          |        |             | Trans  |
|             |             |                     |                    |            | of (D)     |                 |                 |                          |        |             | (Instr |
|             |             |                     |                    |            | (Instr. 3, |                 |                 |                          |        |             |        |
|             |             |                     |                    |            | 4, and 5)  |                 |                 |                          |        |             |        |
|             |             |                     |                    |            |            |                 |                 | ^                        | mount  |             |        |
|             |             |                     |                    |            |            |                 |                 |                          | mount  |             |        |
|             |             |                     |                    |            |            | Date            | Expiration Date | or<br>Title Number<br>of |        |             |        |
|             |             |                     |                    |            |            | Exercisable     |                 |                          |        |             |        |
|             |             |                     |                    | C + V      | (A) (D)    |                 |                 |                          |        |             |        |
|             |             |                     |                    | Code V     | (A) (D)    |                 |                 | S                        | hares  |             |        |

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

HONEYFIELD DAVID W 707 17TH STREET, SUITE 4200 DENVER, CO 80202

Exec.

VP/CFO/Treas./Sec.

## **Signatures**

/s/ Geoffrey T. Williams, Jr., attorney-in-fact

03/01/2010 Date

\*\*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 disposition represents the net share settlement of shares for income taxes upon the vesting of restricted shares on February 25, 2010.
- (2) Represents 14,389 vested, unrestricted shares and 20,998 unvested, restricted shares.
  - The disposition represents the net share settlement of shares for income taxes upon the vesting of restricted shares on February 28, 2010.
- (3) The restricted shares that vested on February 28, 2010 were part of an award granted to Mr. Honeyfield in 2008 when he was hired by Intrepid in order to compensate Mr. Honeyfield for the forfeiture of certain equity awards granted by his then current employer.
- (4) Represents 15,968 vested, unrestricted shares and 18,654 unvested, restricted shares.

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.

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