SEC Form 4

FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).	

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Lazarus Mark H	Compass Diversified Trust [CODI]	Director 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2007	Officer (give title below) X Other (specify below)
SIXTY ONE WILTON ROAD SECOND FLOOR		See Remarks (a)
(Street) WESTPORT CT 06880	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person
(City) (State) (Zip)		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)]	01/03/2007		P		1,122	A	$17.7643	1,122	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Each Share represents one undivided beneficial interest in the Trust property and corresponds to one trust interest of Compass Group Diversified Holdings LLC held by the Trust.

Remarks:

(a) Mr. Lazarus is a Director of Compass Group Diversified Holdings LLC, Sponsor of the Trust.

/s/ Mark H. Lazarus   01/04/2007

** Signature of Reporting Person   Date

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

* 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).

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

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 Number.

POWER OF ATTORNEY

I, Mark H. Lazarus, Director of Compass Group Diversified Holdings LLC the
sponsor of Compass Diversified Trust (the "Trust"), hereby authorize and
designate each of I. Joseph Massoud and James J. Bottiglieri as my agent and
attorney-in-fact, with full power of substitution to:

(1) prepare and sign on my behalf any Form 3, Form 4 or Form 5 under Section l6
of the Securities Exchange Act of 1934, as amended, and file the same with the
Securities and Exchange Commission and each stock exchange on which the Shares
of the Trust are listed;

(2) prepare and sign on my behalf any Form 144 Notice under the Securities Act
of 1933, as amended, and file the same with the Securities and Exchange
Commission; and

(3) take any other action of any type whatsoever in connection with the
foregoing which, in the opinion of such attorney-in-fact, may be of benefit to,
in the best interest of, or legally required by, the undersigned, it being
understood that the documents executed by such attorney-in-fact on behalf of the
undersigned pursuant to this Power of Attorney shall be in such form and shall
contain such terms and conditions as such attorney-in-fact may approve in such
attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and
authority to do and perform any and every act and thing whatsoever requisite,
necessary or proper to be done in the exercise of any of the rights and powers
herein granted, as fully to all intents and purposes as the undersigned might or
could do if personally present, with full power of substitution or revocation,
hereby ratifying and confirming all that such attorney-in-fact, or such
attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be
done by virtue of this power of attorney and the rights and powers herein
granted.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in
such capacity at the request of the undersigned, are not assuming, nor is the
Trust assuming, any of the undersigned's responsibilities to comply with Section
16 of the Securities Exchange Act of 1934, as amended, or Section 5 of the
Securities Act of 1933, as amended, or Rule 144 promulgated under such Act.
This Power of Attorney shall remain in effect until the undersigned is no longer
required to file Forms 3, 4, 5 and 144 with respect to the undersigned's
holdings of and transactions in securities issued by the Trust, unless earlier
revoked by the undersigned in a signed writing delivered to the foregoing
attorneys-in-fact.

Dated: January 4, 2007

/s/ Mark H. Lazarus
    Mark H. Lazarus