

Proxy Tabular Disclosure

The Basics

Overview

In 2006, the SEC dramatically changed proxy disclosure requirements. Six required tables provide a quantitative picture of companies' executive pay in the prior one to three years. Each is discussed below.

Companies must generally disclose compensation amounts for the top five highest paid executive officers, including the Chief Executive Officer, the Chief Financial Officer and the next three highest paid executive officers. This group is referred to as the Named Executive Officers or NEOs. Pay for additional executive officers may need to be reported if some were employed for only a partial year.

Summary Compensation Table

The Summary Compensation table shows NEO total compensation, by individual executive. The table includes amounts paid or granted (depending on the item) in the three most recently completed fiscal years, including: base salary, cash incentive or bonus payouts, grant date fair value of equity awards, changes in pension plan values, preferential earnings on deferred compensation and other compensation including employer contributions to non-pension retirement plans, perquisites, and relocation and expatriate payments.

Grants of Plan Based Awards Table

The Grants of Plan Based Awards table provides line-by-line disclosure of each award made to an NEO in the prior fiscal year. Disclosure must be made of non-equity incentive (e.g., annual incentives) and equity incentive plans.

Disclosure will include the following as applicable: threshold, target and maximum payouts; number of shares or stock options granted; exercise prices of stock options; and grant date value of each equity award (calculated in accordance with ASC Topic 718 as for accounting purposes).

Outstanding Equity Awards at Fiscal Year-End Table

The Outstanding Equity Awards at Fiscal Year-End table displays, by award, unexercised stock options, unvested equity and outstanding equity incentive plans for each NEO as of the end of the fiscal year.

Option Exercises and Stock Vested Table

The Option Exercises and Stock Vested table discloses the value received by each NEO during the prior fiscal year through stock awards that vested or through stock option exercises.

Pension Benefits Table

The Pension Benefits table discloses the fiscal year-end benefit for each NEO of noncontributory defined benefit plans, both qualified and nonqualified.

Nonqualified Deferred Compensation Table

The Nonqualified Deferred Compensation table provides information related to the NEO's participation in all nonqualified defined contribution plans or other nonqualified deferred compensation arrangements during the most recently completed fiscal year. The table includes information on the executive's contributions, company's contributions, aggregate fiscal earnings and withdrawals/distributions and aggregate balance for each plan.

Note Regarding Potential Payments upon Termination or Change-in-Control

While there is no prescribed format to disclose Potential Payments Upon Termination or Change-in-Control, the rules have evolved through SEC comment letters to essentially require showing the total amount each NEO would potentially receive upon various types of termination events, including a change in control, in their component parts such as cash severance, equity vesting, excise tax gross-ups and other benefits.

The Details

Summary Compensation Table

The Summary Compensation table shows total compensation for each NEO. The table includes amounts paid or granted (depending on the item) in the three most recently completed fiscal years.

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Nonequity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
PEO									
PFO									
A									
B									
C									

Nonperformance-based bonus awards

Disclose ASC Topic 718 Grant Date Fair Value

Disclose incentive-based cash compensation not within scope of ASC Topic 718 when earned (includes incentive-based annual awards)

Disclose sum of increase in actuarial value of pension benefits and above-market earnings on deferred compensation

Catchall for any other compensation that cannot be covered else where

Sum of columns (c) thru (i)

Grants of Plan Based Awards Table

The Grants of Plan Based Awards table provides the detail shown below. Grant dates need only be shown for equity awards.

Name	Grant Date	Estimated Future Payout Under Non-Equity Incentive Awards			Estimated Future Payout Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares or Stock Units (#)	All Other Option Awards: Number of Securities Underlying Option (#)	Exercise or Base Price of Option Awards (\$/Sh)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(j)	(k)	(l)
PEO										
PFO										
A										
B										
C										

Disclose grant of incentive-based cash awards not accounted for under ASC Topic 718

Disclose grant of equity-based awards accounted for under ASC Topic 718

Outstanding Equity Awards Table

The Outstanding Equity Awards table displays the unexercised stock options, unvested equity and outstanding equity incentive plans for each NEO as of the end of the company's fiscal year. This disclosure is made on an award-by-award basis.

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
PEO									
PFO									
A									
B									
C									

Option Exercises and Stock Vested Table

The Option Exercises and Stock Vested table discloses the value received by each NEO during the most recently completed fiscal year for stock awards that vested, as well as the value realized upon stock option exercises.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized On Exercise (\$)	Number of shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
(a)	(b)	(c)	(d)	(e)
PEO				
PFO				
A				
B				
C				

Number of shares acquired through vesting (stock) or exercise (options)

Value realized on vesting (shares) or time of exercise (spread)

Pension Benefits Table

The Pension Benefits table discloses noncontributory defined benefit plan balances, both qualified and nonqualified.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
(a)	(b)	(c)	(d)	(e)
PEO				
PFO				
A	Separate disclosure for each plan for each NEO		Based on modified FAS 87 accumulated benefit obligation	
B				
C				

Nonqualified Deferred Compensation Table

The Nonqualified Deferred Compensation table provides information related to the NEO's participation in all nonqualified defined contribution plans or other nonqualified deferred compensation arrangements during the most recently completed fiscal year. The table includes information on the executive's contributions, company's contributions, aggregate fiscal earnings and withdrawals/distributions and aggregate balance for each plan.

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
(a)	(b)	(c)	(d)	(e)	(f)
PEO					
PFO					
A					
B					
C					