

CABOT OIL & GAS CORP
Form DEF 14A
March 26, 2012

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

CABOT OIL & GAS CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(4) Date Filed:

March 26, 2012

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of Cabot Oil & Gas Corporation to be held on Tuesday, May 1, 2012, at 8:00 a.m., local time, in our offices, located at 840 Gessner Road, Suite 1400, Houston, Texas 77024.

The attached Notice of Annual Meeting of Stockholders and Proxy Statement cover the formal business of the meeting. To better acquaint you with the directors, the Proxy Statement contains biographical information on each nominee and each director continuing in office. Directors and officers of the Company will be present at the meeting to respond to your questions.

Whether or not you plan to attend the Annual Meeting, it is important that your shares be represented. Please complete, sign, date and return the enclosed proxy card in the postage-paid envelope provided, or if your proxy card or voting instructions form so indicates, vote electronically via the Internet or telephone.

If you plan to attend the Annual Meeting, please bring a valid government-issued photo identification. If your shares are held in the name of a broker or other nominee, please bring with you a letter (and a legal proxy if you wish to vote your shares) from your broker or nominee confirming your ownership as of the record date.

Sincerely,

DAN O. DINGES

Chairman, President and Chief Executive Officer

CABOT OIL & GAS CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD May 1, 2012

The Annual Meeting of Stockholders of Cabot Oil & Gas Corporation (the Company), a Delaware corporation, will be held at the Company's offices, 840 Gessner Road, Suite 1400, Houston, Texas 77024 on Tuesday, May 1, 2012, at 8:00 a.m., local time, for the following purposes:

- I. To elect the three persons named in this proxy statement to the Board of Directors of the Company.
- II. To ratify the appointment of the firm PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for its 2012 fiscal year.
- III. To approve, by non-binding advisory vote, the compensation of our named executive officers.
- IV. To approve an amendment to our Certificate of Incorporation to increase the number of authorized shares of common stock of the Company.
- V. To approve an amendment to our by-laws to eliminate a classified board of directors.
- VI. To consider two stockholder proposals, if properly presented at the meeting.

VII. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof. Only holders of record of the Common Stock at the close of business on March 13, 2012 are entitled to receive notice of and to vote at the Annual Meeting. The transfer books of the Company will not be closed.

It is important that your shares be represented and voted at the Annual Meeting. Stockholders are urged to vote their shares by one of the following methods whether or not they plan to attend the Annual Meeting:

vote via the Internet or by telephone using the instructions on the proxy card, if this option is available to you (please refer to your proxy card to determine if this option is available to you); or

complete, sign, date and return the accompanying proxy card in the enclosed self-addressed envelope (the self-addressed envelope requires no postage if mailed in the United States).

You may vote in person if you attend the Annual Meeting. **To attend the Annual Meeting, you must show proof of stock ownership. Registered stockholders will be asked to present a valid government-issued photo identification. If your shares are held in the name of your broker, bank, or other nominee, you must bring to the meeting a valid government-issued photo identification and an account statement or letter (and a legal proxy if you wish to vote your shares) from the nominee indicating that you beneficially owned the shares on March 13, 2012, the record date for voting.**

For safety and security reasons, cameras, camera phones, recording equipment, electronic devices, large bags, brief cases or packages will not be permitted in the meeting.

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Please exercise your right to vote at your earliest convenient time.

BY ORDER OF THE BOARD OF DIRECTORS,

DEIDRE L. SHEARER

Corporate Secretary and Managing Counsel

Houston, Texas

March 26, 2012

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to Be Held on May 1, 2012:

This proxy statement, along with the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 and the 2011 Annual Report to Stockholders, are available free of charge at <http://www.cabotog.com/2012AnnualMeeting>.

CABOT OIL & GAS CORPORATION

840 Gessner Road, Suite 1400

Houston, Texas 77024

PROXY STATEMENT

Annual Meeting of Stockholders

To Be Held May 1, 2012

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of Cabot Oil & Gas Corporation (the Company) of proxies for use at its 2012 Annual Meeting of Stockholders, to be held at the Company's offices, 840 Gessner Road, Suite 1400, Houston, Texas 77024 on Tuesday, May 1, 2012, at 8:00 a.m. (local time), or any adjournment or postponement thereof (the Annual Meeting), for the purposes set forth in the accompanying Notice of Annual Meeting of Stockholders. You may revoke your proxy at any time prior to its use by a written communication to Ms. Deidre L. Shearer, Corporate Secretary of the Company, or by a duly executed proxy bearing a later date.

Stockholders attending the Annual Meeting may vote their shares in person even though they have already executed a proxy. Properly executed proxies not revoked will be voted in accordance with the specifications thereon at the Annual Meeting and at any adjournment or postponement thereof. At the meeting, stockholders will be asked to consider and act upon the following matters discussed in the attached proxy statement. Proxies delivered by record stockholders without voting instructions marked will be voted:

- | | | |
|----------------|----------------------|---|
| FOR | Proposal I | the election of director candidates named herein; |
| FOR | Proposal II | ratification of the appointment of the firm PricewaterhouseCoopers LLP as the independent registered public accounting firm for the Company for its 2012 fiscal year; |
| FOR | Proposal III | the approval of the advisory vote on executive compensation; |
| FOR | Proposal IV | the approval of an amendment to our Certificate of Incorporation to increase the number of authorized shares of common stock of the Company; |
| FOR | Proposal V | the approval of amendments to our by-laws to eliminate the classified board of directors; and |
| AGAINST | Proposals VI and VII | the stockholder proposals, if properly presented at the meeting. |

Proxies will be voted in the best judgment of the proxy holders on any other matters that may properly come before the meeting.

Only holders of record of the Company's Common Stock, par value \$.10 per share (Common Stock), as of the close of business on March 13, 2012, are entitled to vote at the Annual Meeting. As of that date, the Company had outstanding and entitled to vote 209,425,348 shares of Common Stock.

Each share of Common Stock is entitled to one vote per share. There is no provision for cumulative voting. A quorum for the consideration of business at the Annual Meeting consists of a majority of all outstanding shares of stock entitled to vote at the Annual Meeting. The Proxy Statement and form of Proxy are being first sent or given to stockholders on or about March 26, 2012.

In accordance with Delaware law, a stockholder entitled to vote for the election of directors can withhold authority to vote for all nominees for director or can withhold authority to vote for certain nominees for director. Abstentions and broker non-votes (proxies submitted by brokers that do not indicate a vote for a proposal because they do not have discretionary voting authority and have not received instructions from the beneficial owners of the shares as to how to vote on that proposal) are counted as present in determining whether the quorum requirement is satisfied. For purposes of determining the outcome of any question as to which the broker has physically indicated on the proxy that it does not have discretionary authority to vote, these shares will be treated as not present and not entitled to vote with respect to that question, even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other questions.

Brokers holding shares must vote according to specific instructions they receive from the beneficial owners of those shares. If brokers do not receive specific instructions, brokers may in some cases vote the shares in their discretion. However, the New York Stock Exchange (the NYSE) precludes brokers from exercising voting discretion on certain proposals without specific instructions from the beneficial owner. Importantly, NYSE rules prohibit brokers holding shares in street name for their beneficial holder clients from voting in uncontested director elections or on advisory votes regarding executive compensation or frequency of those votes on behalf of the clients without receiving specific voting instructions from those clients. Under NYSE rules, brokers will have discretion to vote only on Proposal II (ratification of appointment of auditor). Brokers cannot vote on any of the other proposals without instructions from the beneficial owners. **If you do not instruct your broker how to vote on each of the other proposals your broker will not vote for you.**

Because the vote required for Proposal I (election of directors) is a majority of the votes present in person or by proxy at the meeting and entitled to vote on the proposal, with majority meaning that the number of shares voted for a director's election exceeds the number of shares voted against such director's election, abstentions and broker non-votes will have no effect on the outcome of the voting on the proposal. Because the vote required for approval of Proposal II (ratification of auditors), Proposal III (executive compensation) and Proposals VI and VII (stockholder proposals), is a majority of the shares present in person or by proxy at the meeting and entitled to vote on the proposal, abstentions will have the same effect as votes against the proposal, but broker non-votes will not affect the outcome of the voting on the proposal. Because the vote required for approval of Proposal IV (increase authorized shares) and Proposal V (amend by-laws to eliminate classified board) is a majority of the shares outstanding and entitled to vote on the record date, abstentions and broker non-votes will have the same effect as votes against the proposal.

PROPOSAL I

ELECTION OF DIRECTORS

The Board of Directors is currently divided into three classes of directors serving staggered three-year terms. The size of the Board of Directors is currently set at nine members, with three members in each class. Rhys J. Best, Robert Kelley and P. Dexter Peacock are currently directors and have been nominated for election at the Annual Meeting for terms of three years, each to hold office until the expiration of his term in 2015 and until his successor shall have been elected and shall have qualified. Regardless of whether stockholders approve Proposal V (amend by-laws to eliminate classified board), none of the current directors, or the nominees for director standing for election at the 2012 Annual Meeting, would have their terms of office shortened as a result of the amendments. Please read Proposal V for more information.

It is the intention of the persons named in the enclosed form of proxy to vote such proxies **FOR** the election of Messrs. Best, Kelley and Peacock for terms of three years. If any one of the nominees is not available at the time of the Annual Meeting to serve, proxies received will be voted for substitute nominees to be designated by the Board of Directors or, in the event no such designation is made by the Board, proxies will be voted for a lesser number of nominees. In no event will the proxies be voted for more than the number of nominees set forth above.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR THE ELECTION OF MESSRS. BEST, KELLEY AND PEACOCK TO THE BOARD OF DIRECTORS.

Certain Information Regarding Nominees and Directors

Set forth below, as of March 1, 2012, for each continuing director and for each nominee for election as a director of the Company, is information regarding age, position(s) with the Company, membership on committees of the Board of Directors, the period served as a director and term of office, business experience during at least the past five years, and other directorships held at any time during the past five years. Mr. Dinges, Chairman, President and Chief Executive Officer, is the only employee or former employee of the Company on the Board of Directors. Information regarding William P. Vititoe and David M. Carmichael, who are currently serving on the Board, has been omitted because they are scheduled to retire at the Annual Meeting, pursuant to our director retirement policy. There is currently no plan to replace them and we anticipate that the size of the Board of Directors will be reduced to seven members at the May 2012 Board meeting.

Rhys J. Best

Age: 65
 Director Since: 2008
 Committee Memberships: Audit, Compensation, and Safety and Environmental Affairs
 Term of Office Expires: 2012 (Nominee for Director)
 Business Experience:
 Crosstex Energy L.P.
 Non-Executive Chairman of the Board February 2009 to present
 Seren Management LLC (private investment company)
 President 2007 to present
 Lone Star Technologies, Inc.
 Chairman and Chief Executive Officer 1999 to 2007
 Other Directorships:
 Crosstex Energy L.P.
 Trinity Industries, Inc.
 Austin Industries, Inc. (private company)
 MCR Global Inc., (formerly McJunkin Red Man Corporation)
 Commercial Metals Company
 Lone Star Technologies, Inc. until 2007

Dan O. Dinges

Age: 58
 Director Since: 2001
 Committee Memberships: Executive
 Position: Chairman, President and Chief Executive Officer
 Term of Office Expires: 2014
 Business Experience:
 Cabot Oil & Gas Corporation
 Chairman, President and Chief Executive Officer May 2002 to present
 President and Chief Operating Officer September 2001 to May 2002
 Samedan Oil Corporation (a subsidiary of Noble Affiliates, Inc., now Noble Energy Inc.)
 Senior Vice President and Division General Manager, Offshore Division 1998 to September 2001
 Other Directorships:
 United States Steel Corporation
 American Exploration & Production Council
 American Natural Gas Alliance
 Spitzer Industries, Inc. (private company)
 Foundation for Energy Education
 Boy Scouts of America Sam Houston Area Council
 Palmer Drug Abuse Program
 Lone Star Technologies, Inc. until 2007

James R. Gibbs

Age: 67
 Director Since: 2010
 Committee Memberships: Audit, Compensation, Corporate Governance and Nominations and Executive
 Term of Office Expires: 2014
 Business Experience:
 Frontier Oil Corporation (now HollyFrontier Corporation)
 Chairman 2009 to 2010
 Chairman, President, Chief Executive Officer 1999 to 2009
 Other Directorships/Trusteeships:
 Frost National Bank Houston (Advisory Director)
 Southern Methodist University
 Smith International, Inc. until 2010
 Veritas DGC Inc. until 2006

Robert L. Keiser

Age: 69
 Director Since: 2006
 Committee Memberships: Safety and Environmental Affairs (Chairman), Audit
 Term of Office Expires: 2013
 Business Experience:
 Retired June 1999
 Kerr-McGee Corporation
 Chairman of the Board February 1999 to June 1999
 Oryx Energy Company (merged with Kerr-McGee Corporation)
 Chairman and Chief Executive Officer 1995 to February 1999
 Other Directorships:
 Lone Star Technologies, Inc. until 2007

Robert Kelley

Age: 66
 Director Since: 2003
 Committee Memberships: Audit (Chairman), Safety and Environmental Affairs
 Term of Office Expires: 2012 (Nominee for Director)
 Business Experience:
 Kellco Investments, Inc. (private investment company)
 President April 2001 to present
 Noble Affiliates, Inc. (now Noble Energy Inc.)
 Chairman of the Board 1992 to April 2001
 President and CEO 1986 to October 2000
 Other Directorships:
 OGE Energy Corporation
 Smith International, Inc. until 2010
 Lone Star Technologies, Inc. until 2007

P. Dexter Peacock

Age: 70
Director Since: 1998
Committee Memberships: Executive (Chairman), Compensation, Corporate Governance and Nominations
Position: Lead Director
Term of Office Expires: 2012 (Nominee for Director)
Business Experience:
Andrews Kurth L.L.P., Houston, Texas
Of Counsel 1998 to present
Partner 1975 to 1997
Managing Partner 1986 to 1991
Other Directorships:
Rowan Companies, Inc.

W. Matt Ralls

Age: 62
Director Since: 2011
Committee Memberships: Corporate Governance and Nominations and Safety and Environmental Affairs
Term of Office Expires: 2013
Business Experience:
Rowan Companies, Inc.
President and Chief Executive Officer 2009 to present
GlobalSante Fe Corporation (merged with Transocean in 2007)
Executive Vice President and Chief Operating Officer 2005 to 2007
Other Directorships:
Rowan Companies, Inc.
Complete Production Services
Enterprise Products, GP and Enterprise GP Holdings, L.P. until 2007
El Paso Pipeline Partners L.P. until 2009

CORPORATE GOVERNANCE MATTERS

Board of Directors Independence

The Company's Corporate Governance Guidelines require that at least a majority of the Company's directors be independent under the New York Stock Exchange (NYSE) listing standards and all other applicable legal requirements. Additionally, all members of the audit committee, compensation committee and corporate governance and nominations committee are required to be independent. The NYSE listing standards include objective tests that can disqualify a director from being treated as independent, as well as a subjective element, under which the Board must affirmatively determine that each independent director has no material relationship with the Company or management. In making its independence determinations, the Board considered all material relationships with each director, and all transactions since the start of 2009 between the Company and each director nominee, members of their immediate families or entities associated with them.

As contemplated by NYSE rules then in effect, the Board adopted categorical standards in 2004 to assist it in making independence determinations. A relationship falls within these categorical standards if it:

Is a type of relationship addressed in Section 303A2(b) of the NYSE Listed Company Manual, but under those rules does not preclude a determination of independence;

Is a type of relationship or transaction addressed in Item 404 of Regulation S-K, but under that regulation does not require disclosure; or

Consists of charitable contributions by the Company to an organization where a director is an executive officer and does not exceed the greater of \$1 million or 2% of the organization's gross revenue in any of the last three years.

The Board of Directors has determined that each director's relationship with the Company, with the exception of Mr. Dinges, the Chairman, President and Chief Executive Officer, falls within the categorical standards and that all directors, with the exception of Mr. Dinges, are independent. In making its subjective determination that each non-employee director is independent, the Board reviewed and discussed additional information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. The Board considered the transactions in the context of the NYSE's objective listing standards, the categorical standards noted above, the additional standards established for members of audit committees, and the SEC and U.S. Internal Revenue Service standards for compensation committee members. Some members of the Company's Board also serve as directors of other entities with which the Company does business. Each of these relationships is reviewed by the Company's Board, which examines the amount of business done by the Company and the gross revenue for each of the other entities. This review is for each of the last three fiscal years for which financial data is available. This review applied to Messrs. Best, Kelley, Peacock and Ralls. None of these relationships involved payments in excess of the greater of \$1 million or 2% of the relevant entity's consolidated gross revenue for 2009, 2010 or 2011.

Based on all of the foregoing, the Board made a subjective determination as required by NYSE rules that, because of the nature of the transaction, the director's relationship with the entity and/or the amount involved, no relationships exist that, in the opinion of the Board, would impair the director's independence. Further, the Board of Directors has determined that all members of the audit committee, compensation committee and corporate governance and nominations committee are independent.

Board of Directors Qualifications

Mr. Dinges was chosen to serve on the Board of Directors, and to lead the Company as Chairman of the Board, President and CEO, for his executive management experience at the Company and while at Noble Energy Inc., a publicly traded company involved in the oil and natural gas business. Mr. Best was chosen to serve on the Board of Directors for his executive management experience at Lone Star Technologies, Inc., a former publicly traded company servicing the oil and natural gas industry, and for his banking and finance experience. Mr. Gibbs was selected to serve on the Board of Directors for his executive management experience at Frontier Oil Corporation, a publicly traded oil refining company. Mr. Keiser was selected to serve on the Board of Directors for his executive management experience at Kerr-McGee Corporation and Oryx Energy Company, both former publicly traded companies involved in the energy industry, and for his engineering background. Mr. Kelley was selected to serve on the Board of Directors for his executive management experience at Noble Energy Inc., and for his financial background as a Certified Public Accountant. Mr. Peacock was selected to serve on the Board of Directors for his business experience managing a large professional organization and for his legal experience representing energy companies in corporate law, securities matters and mergers and acquisitions at Andrews Kurth L.L.P. Mr. Ralls was selected to serve on the Board of Directors for his executive management and industry experience as the CEO and a director of Rowan Companies, Inc., a publicly traded provider of international and domestic oil and gas contract drilling services.

Board of Directors Diversity

The Board of Directors does not have a formal diversity policy. The board considers candidates that will make the board as a whole reflective of a range of talents, skills, diversity and expertise, particularly in the areas of (i) management, (ii) strategic planning, (iii) accounting and finance, (iv) corporate governance, and (v) the oil and natural gas industry sufficient to provide sound and prudent guidance about the Company's operations and interests.

Board of Directors Leadership Structure

Mr. Dinges serves as the Chairman of the Board, President and Chief Executive Officer of the Company. Mr. Peacock serves as the Lead Director. With the separate Lead Director, the Board of Directors believes that the combined role of Chairman and CEO strengthens the communication between the Board of Directors and Company management.

Mr. Peacock, as Lead Director, serves as a mentor to Mr. Dinges (along with the other board members) and his specific responsibilities are to preside over an executive session of the non-management and independent directors at each regularly scheduled meeting of the Board of Directors and to serve as a liaison between Mr. Dinges and the independent directors.

Board of Directors Oversight of Risk

The Board of Directors oversees the Company's risk management through the audit committee. Annually and with the assistance of the Company's internal auditors, KPMG LLP, a thorough review of risk factors is presented to and discussed by the audit committee. This process elicits areas of concern that are thereafter reviewed and audited, if appropriate. Results of these reviews and audits are presented to the audit committee throughout the year. The audit committee reports the results of these reviews and audits to the entire Board throughout the year.

Corporate Governance Guidelines

The Cabot Oil & Gas Corporation Corporate Governance Guidelines outline the functions and responsibilities of the Board, director qualifications, and various processes and procedures designed to ensure effective and responsive governance. The guidelines are reviewed from time to time, most recently in February 2012, in response to changing regulatory requirements and best practices and are revised accordingly. The full text of the Corporate Governance Guidelines can be found on the Company's website at www.cabotog.com by clicking Investor Info, and then clicking Governance.

Code of Business Conduct

All employees, officers and directors are required to comply with the Company's long-standing Code of Business Conduct to help ensure that the Company's business is conducted in accordance with the highest standards of moral and ethical behavior. The Code of Business Conduct covers all areas of professional conduct, including conflicts of interest, customer relationships, insider trading, financial disclosure, intellectual property and confidential information, as well as requiring strict adherence to all laws and regulations applicable to the Company's business. Employees, officers and directors annually are required to reply to a Code of Conduct Questionnaire, which is designed to elicit information related to any known or possible violation of the Code. The full text of the Code of Business Conduct can be found on the Company's website at www.cabotog.com by clicking Investor Info, and then clicking Governance.

Executive Sessions of the Board of Directors

The Board of Directors generally holds an executive session of the non-management and independent directors during each of its regularly scheduled meetings. The executive sessions are presided over by the Lead Director, Mr. Peacock.

Communications with the Board of Directors

The Company's Board of Directors has a process for stockholders and other interested parties to send communications to the Board. Communications should be addressed to the Board of Directors, a specified committee of the Board, an individual director (including the Lead Director) or the Non-management Directors in care of:

Corporate Secretary and Managing Counsel

Corporate Legal Department

840 Gessner, Suite 1400

Houston, Texas 77024

(281)589-4890

(281)589-4808 (fax)

(Outside the U.S. or U.S. long distance-call collect)

Deidre.Shearer@cabotog.com (email)

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All communications received as described above and intended for the Board of Directors, a committee of the Board of Directors, an individual director, or the non-management directors as a group will be relayed to the appropriate directors.

Annual Meeting Attendance

The Company's policy is that it expects all members of the Board of Directors to attend the Company's annual meeting of stockholders. In 2011, all of the members of the Board attended the annual meeting.

Board of Directors and Committee Meeting Attendance

The Board of Directors held six meetings during 2011. All directors attended more than 75% of the meetings of the Board of Directors and of the committees on which they served.

Director Compensation

During 2011, non-employee directors' annual compensation was based upon a fee of \$55,000, payable quarterly, for their services on the Company's Board of Directors and its committees. The Lead Director, Audit Committee Chairman and the Compensation Committee Chairman receive an additional \$12,500 annual retainer and the remaining committee chairmen receive an additional \$7,500 annual retainer, each payable quarterly, for their service. There are no per meeting fees paid.

In 2011, non-employee directors were entitled to an annual award of restricted stock units under the 2004 Incentive Plan, the restrictions on which lapse the date the non-employee director leaves the Board of Directors, with a targeted award value at grant date of \$160,000. In 2011, these directors each received 7,890 restricted stock units, with the exception of Mr. Ralls, who joined the Board in June 2011. Mr. Ralls received a pro-rated award with a grant date value of \$120,000, which resulted in a grant of 4,172 restricted stock units.

Effective January 1, 2012, the Board of Directors approved an increase in non-employee directors' annual compensation to an annual fee of \$65,000 and an annual award of restricted stock units with a targeted award value at grant date of \$175,000.

Directors who are employees of the Company receive no additional compensation for their duties as directors. All directors were reimbursed for travel expenses incurred for attending Board and committee meetings. Spouses of the directors were invited to attend one meeting during 2011 and travel expenses incurred by the spouses were reimbursed by the Company. For more information on director compensation, see Director Compensation Table below.

The table below summarizes the total compensation paid to each of the non-employee directors of the Company for the fiscal year ended December 31, 2011. Shares and share prices discussed in this proxy statement have been adjusted to reflect our two-for-one stock split, in the form of a stock dividend, effective as of January 26, 2012.

DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) (1), (2)	Option Awards (\$) (2)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$) (3)	Total (\$)
Rhys J. Best	\$ 55,000	\$ 160,009	-	-	-	\$ 1,629	\$ 216,638
David M. Carmichael	\$ 62,500	\$ 160,009	-	-	-	\$ 2,805	\$ 225,314
James R. Gibbs	\$ 55,000	\$ 160,009	-	-	-	\$ 2,710	\$ 217,719
Robert L. Keiser	\$ 62,500	\$ 160,009	-	-	-	\$ 5,272	\$ 227,781
Robert Kelley	\$ 67,500	\$ 160,009	-	-	-	\$ 3,837	\$ 231,346
P. Dexter Peacock	\$ 75,000	\$ 160,009	-	-	-	\$ 5,732	\$ 240,741
W. Matt Ralls	\$ 18,333	\$ 120,007	-	-	-	\$ 1,947	\$ 140,287
William P. Vititoe	\$ 67,500	\$ 160,009	-	-	-	\$ 7,310	\$ 234,819

(1) The amounts in this column reflect the grant date fair value with respect to restricted stock units in accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 for the fiscal year ended December 31, 2011. Assumptions used in the calculation of these amounts are included in Note 11 of the Notes to the Consolidated Financial Statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011 (the Form 10-K). In February 2011, each non-employee director other than Mr. Ralls received a grant of 7,890 restricted stock units, with a grant date fair value of \$160,009 based on the average of the high and low trading price of the Common Stock on February 17, 2011, the grant date. Mr. Ralls joined the board of directors on June 1, 2011 and received a grant of 4,172 restricted stock units with a grant date fair value of \$120,007 based on the average of the high and low trading price on the date of grant. The restricted stock units vest on the grant date, but are not payable by the Company in shares of Common Stock until the date the non-employee director ceases to be a director of the Company.

(2) The aggregate number of stock awards and the aggregate number of option awards outstanding at December 31, 2011 were as follows:

Name	Stock Awards	Stock Options
Rhys J. Best	29,130	