

SYMANTEC CORP  
Form DEF 14A  
August 30, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A INFORMATION**

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
- Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**SYMANTEC CORPORATION**

(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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**350 Ellis Street**

**Mountain View, California 94043**

**NOTICE OF 2012 ANNUAL MEETING OF STOCKHOLDERS**

**to be held on:**

**October 23, 2012**

**9:00 a.m. Pacific Time**

Dear Stockholder:

You are cordially invited to attend our 2012 Annual Meeting of Stockholders, which will be held at 9:00 a.m. (Pacific Time) on Tuesday, October 23, 2012, at Symantec Corporation's offices located at 350 Ellis Street, Mountain View, California 94043. For your convenience, we are pleased to offer a live and re-playable webcast of the Annual Meeting at [www.symantec.com/invest](http://www.symantec.com/invest).

We are holding the Annual Meeting for the following purposes, which are more fully described in the proxy statement:

1. To elect the nine nominees named in the proxy statement to Symantec's Board of Directors;
2. To ratify the appointment of KPMG LLP as Symantec's independent registered public accounting firm for the 2013 fiscal year;
3. To hold an advisory vote to approve executive compensation;
4. To consider and vote upon one stockholder proposal, if properly presented at the meeting; and

5. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof. Only stockholders of record as of the close of business on August 24, 2012 are entitled to notice and to vote at the Annual Meeting or any postponement or adjournment thereof. A list of stockholders entitled to vote will be available for inspection at our offices for ten days prior to the Annual Meeting. If you would like to view this stockholder list, please contact Investor Relations at (650) 527-5523.

We are pleased to continue our practice of furnishing proxy materials over the Internet. We believe doing so allows us to provide our stockholders with the information they need, while lowering the costs of the delivery of the materials and reducing the environmental impact of printing and mailing hard copies. Stockholders who continue to receive hard copies of proxy materials may help us to reduce costs further by

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opting to receive future proxy materials by e-mail. To register for electronic delivery, please enroll at <https://enroll1.icsdelivery.com/symc/Default.aspx>.

Each share of stock that you own represents one vote, and your vote as a stockholder of Symantec is very important. For questions regarding your stock ownership, you may contact Investor Relations at (650) 527-5523 or, if you are a registered holder, our transfer agent, Computershare Investor Services, by email through their website at [www.computershare.com/contactus](http://www.computershare.com/contactus) or by phone at (877) 282-1168 (within the U.S. and Canada) or (781) 575-2879 (outside the U.S. and Canada).

BY ORDER OF THE BOARD OF DIRECTORS

SCOTT C. TAYLOR

*Executive Vice President, General*

*Counsel and Secretary*

Mountain View, California

August 30, 2012

**Every stockholder vote is important. To assure that your shares are represented at the Annual Meeting, please vote over the Internet or by telephone, whether or not you plan to attend the meeting. If you received a paper proxy card and voting instructions by mail, you may vote your shares by completing, dating and signing the enclosed proxy and mailing it promptly in the postage-paid envelope provided, whether or not you plan to attend the meeting. You may revoke your proxy at any time before it is voted.**

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This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

**2012 ANNUAL MEETING OF STOCKHOLDERS INFORMATION**

Date and Time: Tuesday, October 23, 2012 at 9:00 a.m. Pacific Time  
 Place: Symantec Corporation's offices located at 350 Ellis Street, Mountain View, California 94043  
 Webcast: A live and re-playable webcast of the annual meeting is available on our Investor Relations website at [www.symantec.com/invest](http://www.symantec.com/invest)  
 Record Date: August 24, 2012

**VOTING MATTERS**

| <b>Proposals</b>   | <b>Board Recommendation</b> | <b>Page Number for Additional Information</b> |
|--|-----------------------------|---|
| 1. Election of Directors   | FOR                         | 15  |
| 2. Ratification of Independent Registered Public Accounting Firm     | FOR                         | 23  |
| 3. Advisory Vote to Approve Executive Compensation                   | FOR                         | 25  |
| 4. Stockholder Proposal, if properly presented at the Annual Meeting | AGAINST                     | 26  |

**OUR DIRECTOR NOMINEES**

| <b>Name</b>            | <b>Age</b> | <b>Director Since</b> | <b>Principal Occupation</b>   | <b>Independent</b> | <b>AC</b> | <b>Committee Memberships<br/>CC</b> | <b>NGC</b> | <b>Other Current Public Boards</b> |
|------------------------|------------|-----------------------|---|--------------------|-----------|-------------------------------------|------------|------------------------------------|
| Stephen M. Bennett     | 58         | 2010                  | Chairman of the Board, President and Chief Executive Officer  | No                 |           |                                     |            | 2                                  |
| Michael A. Brown       | 53         | 2005                  | Chairman of the Board, Line 6, Inc.   | Yes                |           |                                     |            | 1                                  |
| Frank E. Dangeard      | 54         | 2007                  | Managing Partner, Harcourt  | Yes                |           |                                     |            | 4                                  |
| Stephen E. Gillett     | 36         | 2012                  | Executive Vice President and President, Best Buy Digital, Global Marketing and Strategy, Best Buy Co., Inc. | Yes                |           |                                     |            |                                    |
| Geraldine B. Laybourne | 65         | 2008                  | Chairman of the Board, Alloy, Inc.  | Yes                |           |                                     |            | 2                                  |
| David L. Mahoney       | 58         | 2003                  | Director  | Yes                |           |                                     |            | 1                                  |
| Robert S. Miller       | 70         | 1994                  | Chief Executive Officer, Hawker Beechcroft, Inc.  | Yes                |           |                                     |            | 1                                  |
| Daniel H. Schulman     | 54         | 2000                  | Group President- Enterprise Growth, American Express  | Yes                |           |                                     |            | 1                                  |
| V. Paul Unruh          | 63         | 2005                  | Director  | Yes                |           |                                     |            | 2                                  |

AC = Audit Committee      CC = Compensation Committee      NGC = Nominating & Governance Committee

= Member      = Chair





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|   |     |
|---|-----|
| Size of Board   | 9   |
| Number of Independent Directors                                   | 8   |
| Board Committees Consists Entirely of Independent Directors       | Yes |
| All Directors Attended at least 75% of Meetings Held              | Yes |
| Annual Election of All Directors                                  | Yes |
| Majority Voting for Directors                                     | Yes |
| Separate Chairman & CEO   | No  |
| Lead Independent Director   | Yes |
| Independent Directors Meet Regularly in Executive Session         | Yes |
| Annual Board and Committee Self-Evaluations                       | Yes |
| Stockholder Ability to Call Special Meetings (15% threshold)      | Yes |
| Stockholder Ability to Act by Written Consent                     | Yes |
| Non-stockholder Approved Poison Pill                              | No  |
| Annual Advisory Approval of Executive Compensation                | Yes |
| Stock Ownership Requirements for Directors and Executive Officers | Yes |

**OUR EXECUTIVE COMPENSATION PHILOSOPHY AND PRACTICES**

The overriding principle driving our compensation programs is our belief that it benefits all of our constituencies for management's compensation to be tied to our current and long-term performance. The following factors demonstrate our continued and heightened commitment to pay-for-performance and to corporate governance best practices:

A significant percentage (over 50%) of our executive officers' compensation consists of long-term equity incentive awards, which consists entirely of performance-based restricted stock units and restricted stock units (RSUs).

We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code, and any potential severance payments are well under 3 times our executive officers' total target cash compensation.

We have clawback provisions, providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct.

Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities.

While our cash incentive compensation is designed to reward outstanding performance of our executive officers, payouts under each plan are capped to discourage excessive or inappropriate risk taking by our executive officers.

**COMPENSATION COMPONENTS:**

| <b>Component</b>                | <b>Key Characteristics</b>   |
|---------------------------------|--|
| Base Salary                     | Based on positioning relative to market, individual role, performance and contribution levels.   |
| Annual Incentive Award          | Our executive officers are eligible to receive performance-based compensation contingent upon (i) our achievement of targeted annual revenue; (ii) our achievement of targeted annual non-GAAP earnings per share; and (iii) the executive officer's business unit's performance (except for our CEO). |
| Long-term Incentive Plan (LTIP) | Our executive officers are eligible to receive performance-based compensation contingent upon our achievement of targeted operating cash flow and being employed with us for two additional years after achievement of the LTIP  |

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|   |  |
|---|--|
|   | metric.  |
| Restricted Stock Units                          | Restricted stock units vest over four years.   |
| Performance-based Restricted Stock Units (PRUs) | Under our PRUs, our executive officers are eligible to receive shares following a three fiscal year performance period under the award based upon (i) our achievement of targeted annual non-GAAP earnings per share for the first fiscal year; and (ii) the achievement of the total shareholder return ( TSR ) ranking for our company as compared to the S&P 500 for the two and three years ended as of the end of the second and third fiscal year, respectively. |

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**SYMANTEC CORPORATION**

**2012 ANNUAL MEETING OF STOCKHOLDERS**

**PROXY STATEMENT**

**Information About Solicitation and Voting**

The accompanying proxy is solicited on behalf of Symantec Corporation's Board of Directors (the "Board") for use at Symantec's 2012 Annual Meeting of Stockholders (the "Annual Meeting") to be held at Symantec's offices located at 350 Ellis Street, Mountain View, California 94043 on Tuesday, October 23, 2012, at 9:00 a.m. (Pacific Time), and any adjournment or postponement thereof. We will provide a live and re-playable webcast of the Annual Meeting, which will be available on the events section of our investor relations website at [www.symantec.com/invest](http://www.symantec.com/invest).

**Internet Availability of Proxy Materials**

Under rules adopted by the U.S. Securities and Exchange Commission (the "SEC"), we are furnishing proxy materials to our stockholders primarily via the Internet, instead of mailing printed copies of those materials to each stockholder. On or about September 4, 2012, we expect to send to our stockholders (other than those who previously requested electronic or paper delivery) a Notice of Internet Availability of Proxy Materials ("Notice of Internet Availability") containing instructions on how to access our proxy materials, including our proxy statement and our annual report. The Notice of Internet Availability also instructs you on how to access your proxy card to vote through the Internet or by telephone.

This process is designed to expedite stockholders' receipt of proxy materials, lower the cost of the annual meeting, and help conserve natural resources. If you previously elected to receive our proxy materials electronically, you will continue to receive these materials via e-mail unless you elect otherwise. However, if you would prefer to receive printed proxy materials, please follow the instructions included in the Notice of Internet Availability.

**About the Annual Meeting**

**What is the purpose of the Annual Meeting?**

At our Annual Meeting, stockholders will act upon the proposals described in this proxy statement. In addition, following the meeting, management will report on the performance of Symantec and respond to questions from stockholders.

**What proposals are scheduled to be voted on at the Annual Meeting?**

Stockholders will be asked to vote on four proposals. The proposals are:

1. The election to the Board of the nine nominees named in this proxy statement;
2. The ratification of the appointment of KPMG LLP ("KPMG") as our independent registered public accounting firm for the 2013 fiscal year;
3. An advisory vote to approve executive compensation; and
4. To consider and vote upon a stockholder proposal, if properly presented at the meeting.

**What is the recommendation of the Board on each of the proposals scheduled to be voted on at the Annual Meeting?**

The Board recommends that you vote **FOR** each of the nominees to the Board (Proposal 1), **FOR** the ratification of the appointment of KPMG as our independent registered public accounting firm for the 2013 fiscal year (Proposal 2); **FOR** the approval of compensation to our named executive officers (Proposal 3); and **AGAINST** the stockholder proposal (Proposal 4).

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### **Could other matters be decided at the Annual Meeting?**

Our Bylaws require that we receive advance notice of any proposal to be brought before the Annual Meeting by stockholders of Symantec, and we have not received notice of any such proposals. If any other matter were to come before the Annual Meeting, the proxy holders appointed by the Board will have the discretion to vote on those matters for you.

### **Who can vote at the Annual Meeting?**

Stockholders as of the record date for the Annual Meeting, August 24, 2012, are entitled to vote at the Annual Meeting. At the close of business on the record date, there were outstanding and entitled to vote 701,944,486 shares of Symantec common stock.

#### ***Stockholder of Record: Shares Registered in Your Name***

If on August 24, 2012, your shares were registered directly in your name with our transfer agent, Computershare Investor Services, then you are considered the stockholder of record with respect to those shares. As a stockholder of record, you may vote at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting, we urge you to vote over the Internet or by telephone, or if you received paper proxy materials by mail, by filling out and returning the proxy card.

#### ***Beneficial Owner: Shares Registered in the Name of a Broker or Nominee***

If on August 24, 2012, your shares were held in an account with a brokerage firm, bank or other nominee, then you are the beneficial owner of the shares held in street name. As a beneficial owner, you have the right to direct your nominee on how to vote the shares held in your account, and it has enclosed or provided voting instructions for you to use in directing it on how to vote your shares. However, the organization that holds your shares is considered the stockholder of record for purposes of voting at the Annual Meeting. Because you are not the stockholder of record, you may not vote your shares at the Annual Meeting unless you request and obtain a valid proxy from the organization that holds your shares giving you the right to vote the shares at the Annual Meeting.

### **How do I vote?**

If you are a stockholder of record, you may:

vote in person we will provide a ballot to stockholders who attend the Annual Meeting and wish to vote in person;

vote via the Internet or via telephone instructions are shown on your Notice of Internet Availability or proxy card; or

vote by mail if you received a paper proxy card and voting instructions by mail, simply complete, sign and date the enclosed proxy card and return it before the Annual Meeting in the envelope provided.

Votes submitted via the Internet or by telephone must be received by 11:59 p.m., Eastern Time, on October 22, 2012. Submitting your proxy, whether via the Internet, by telephone or by mail if you received a paper proxy card, will not affect your right to vote at the Annual Meeting should you decide to attend the meeting.

If you are not the stockholder of record, please refer to the voting instructions provided by your nominee to direct it how to vote your shares.

Your vote is important. Whether or not you plan to attend the Annual Meeting, we urge you to vote by proxy to ensure that your vote is counted. You may still attend the Annual Meeting if you have already voted by proxy.

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### **What is the quorum requirement for the Annual Meeting?**

A majority of our outstanding shares as of the record date must be present at the meeting in order to hold the meeting and conduct business. This presence is called a quorum. Your shares are counted as present at the meeting if you are present and vote in person at the meeting or if you have properly submitted a proxy.

### **How are abstentions and broker non-votes treated?**

Abstentions (shares present at the meeting and voted `abstain` ) are counted for purposes of determining whether a quorum is present, and have no effect on the election of directors. For the purpose of determining whether the stockholders have approved all other matters, abstentions have the same effect as an `against` vote.

Broker non-votes occur when shares held by a broker for a beneficial owner are not voted either because (i) the broker did not receive voting instructions from the beneficial owner, or (ii) the broker lacked discretionary authority to vote the shares. Broker non-votes are counted for purposes of determining whether a quorum is present, and have no effect on the matters voted upon. Note that if you are a beneficial holder and do not provide specific voting instructions to your broker, the broker that holds your shares will not be authorized to vote on the election of directors, nor will the broker be authorized to vote on Proposal nos. 3 and 4. Accordingly, we encourage you to provide voting instructions to your broker, whether or not you plan to attend the Annual Meeting.

### **What is the vote required for each proposal?**

The votes required to approve each proposal are as follows:

*Proposal No. 1.* Each director must be elected by a majority of the votes cast, meaning the votes `FOR` a director must exceed the number of votes `AGAINST` a director.

*Proposal Nos. 2, 3 and 4.* Approval of each of Proposals 2, 3 and 4 requires the affirmative `FOR` vote of a majority of the shares entitled to vote on these proposals at the Annual Meeting and present in person or represented by proxy.

### **What if I return a proxy card but do not make specific choices?**

All proxies will be voted in accordance with the instructions specified on the proxy card. If you received a Notice of Internet Availability, please follow the instructions included on the notice on how to access your proxy card and vote over the Internet or by telephone. If you sign a physical proxy card and return it without instructions as to how your shares should be voted on a particular proposal at the meeting, your shares will be voted in accordance with the recommendations of our Board stated above.

If you do not vote and you hold your shares in street name, and your broker does not have discretionary power to vote your shares, your shares may constitute `broker non-votes` (as described above) and will not be counted in determining the number of shares necessary for approval of the proposals. However, shares that constitute `broker non-votes` will be counted for the purpose of establishing a quorum for the Annual Meeting. Voting results will be tabulated and certified by the inspector of elections appointed for the meeting.

### **Who is paying for this proxy solicitation?**

Symantec is paying the costs of the solicitation of proxies. We have retained Georgeson Inc. to help us solicit proxies from brokers, bank nominees and other institutions for a fee of \$8,500, plus reasonable out-of-pocket expenses. We will also reimburse brokerage firms and other persons representing beneficial owners of shares for their expenses in forwarding solicitation materials to such beneficial owners. In addition, our directors, officers, and other employees, without additional compensation, may solicit proxies personally or in writing, by telephone, e-mail, or otherwise. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for any Internet access charges you may incur.

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### **What does it mean if I receive more than one proxy card or Notice of Internet Availability?**

If you receive more than one proxy card or Notice of Internet Availability, your shares are registered in more than one name or are registered in different accounts. To make certain all of your shares are voted, please follow the instructions included on the Notice of Internet Availability on how to access each proxy card and vote each proxy card over the Internet or by telephone. If you received paper proxy materials by mail, please complete, sign and return each proxy card to ensure that all of your shares are voted.

### **How can I change my vote after submitting my proxy?**

A stockholder who has given a proxy may revoke it at any time before it is exercised at the meeting by:

delivering to the Corporate Secretary of Symantec (by any means, including facsimile) a written notice stating that the proxy is revoked;

signing and delivering a proxy bearing a later date;

voting again over the Internet or by telephone; or

attending and voting at the Annual Meeting (although attendance at the meeting will not, by itself, revoke a proxy).

Please note, however, that if your shares are held of record by a broker, bank or other nominee and you wish to revoke a proxy, you must contact that firm to revoke any prior voting instructions.

### **How can I get electronic access to the proxy materials?**

The Notice of Internet Availability will provide you with instructions regarding how to:

view our proxy materials for the Annual Meeting over the Internet; and

instruct us to send our future proxy materials to you electronically by email.

Choosing to receive your future proxy materials by email will save us the cost of printing and mailing documents to you and will reduce the impact of our annual meetings of stockholders on the environment. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by email will remain in effect until you terminate it.

### **Where can I find the voting results?**

The preliminary voting results will be announced at the Annual Meeting and posted on our website at [www.symantec.com/invest](http://www.symantec.com/invest). The final results will be tallied by the inspector of elections and filed with the U.S. Securities and Exchange Commission (SEC) in a current report on Form 8-K within four business days of the Annual Meeting.



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### **CORPORATE GOVERNANCE STANDARDS AND DIRECTOR INDEPENDENCE**

Symantec is strongly committed to good corporate governance practices. These practices provide an important framework within which our Board and management can pursue our strategic objectives for the benefit of our stockholders.

#### **Corporate Governance Standards**

Our Corporate Governance Standards generally specify the distribution of rights and responsibilities of the Board, management and stockholders, and detail the rules and procedures for making decisions on corporate affairs. In general, the stockholders elect the Board and vote on certain extraordinary matters; the Board is responsible for the general governance of our company, including selection and oversight of key management; and management is responsible for running our day-to-day operations.

Our Corporate Governance Standards are available on the Investor Relations section of our website, which is located at [www.symantec.com/invest](http://www.symantec.com/invest), by clicking on Company Charters, under Investor Resources. The Corporate Governance Standards are reviewed at least annually by our Nominating and Governance Committee, and changes are recommended to our Board for approval as appropriate. The fundamental premise of our board-level corporate governance standards is the independent nature of our Board and its responsibility to our stockholders.

#### **Code of Conduct and Code of Ethics**

We have adopted a code of conduct that applies to all of our Board members, officers and employees. We have also adopted a code of ethics for our Chief Executive Officer and senior financial officers, including our principal financial officer and principal accounting officer. Our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* are posted on the Investor Relations section of our website located at [www.symantec.com/invest](http://www.symantec.com/invest), by clicking on Company Charters, under Investor Resources. Any amendments or waivers of our *Code of Conduct* and *Code of Ethics for Chief Executive Officer and Senior Financial Officers* pertaining to a member of our Board or one of our executive officers will be disclosed on our website at the above-referenced address.

#### **Majority Vote Standard and Director Resignation Policy**

Our Bylaws and Corporate Governance Standards provide for a majority voting standard for the election of directors. Under the majority vote standard, each nominee must be elected by a majority of the votes cast by the shares present in person or represented by proxy and entitled to vote at any meeting for the election of directors at which a quorum is present. A majority of the votes cast means the votes cast for a nominee's election must exceed the votes cast against that nominee's election. A plurality voting standard will apply instead of the majority voting standard if: (i) a stockholder has provided us with notice of a nominee for director in accordance with our Bylaws; and (ii) that nomination has not been withdrawn as of 10 days before we first deliver proxy materials to stockholders.

To effectuate this policy with regard to incumbent directors, the Board will not nominate an incumbent director for re-election unless prior to such nomination the director has agreed to promptly tender a resignation if such director fails to receive a sufficient number of votes for re-election at the stockholder meeting with respect to which such nomination is made. Such resignation will be effective upon the earlier of (i) the Board's acceptance of such resignation or (ii) the 90th day after certification of the election results of the meeting; provided, however, that prior to the effectiveness of such resignation, the Board may reject such resignation and permit the director to withdraw such resignation.

If an incumbent director fails to receive the required vote for re-election, the Nominating and Governance Committee shall act on an expedited basis to determine whether to recommend acceptance or rejection of the director's resignation and will submit such recommendation for prompt consideration by the Board. The Board intends to act promptly on the Committee's recommendation and will decide to accept or reject such resignation and publicly disclose its decision within 90 days from the date of certification of the election results. The Nomi-

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nating and Governance Committee and the Board may consider such factors they deem relevant in deciding whether to accept or reject a resignation tendered in accordance with this policy. The Board expects a director whose resignation is under consideration to abstain from participating in any decision regarding the resignation.

### **Stock Ownership Guidelines**

It is the policy of the Board that our directors and officers interests align with those of our stockholders. In furtherance of this policy, our Board adopted stock ownership guidelines to better align our directors' interests with those of our stockholders. Details of our directors' stock ownership guidelines are disclosed under Director Compensation on page 20, and details of our executive officers' stock ownership guidelines are disclosed under Stock Ownership Requirements on page 51. The Nominating and Governance Committee oversees the establishment of the ownership guidelines.

### **Board Leadership Structure**

Currently, our Board leadership structure consists of our Chairman, who is also our CEO, and our Lead Independent Director, who was elected by the independent directors. The Board believes this structure is in the best interest of our company since it provides independent Board leadership while providing the benefit of having our CEO, the individual with primary responsibility for managing the Company's day-to-day operations, chair regular Board meetings as our Board discusses key business and strategic issues. Our Lead Independent Director chairs regular executive sessions of the independent members of the Board without management present. We believe this structure provides strong independent oversight of management. At this time, the Board believes that the Company is best served by having the same individual as both Chairman of the Board and CEO, but will continue to consider the appropriateness of this structure.

### **Lead Independent Director**

The Lead Independent Director of the Board is chosen by the independent directors of the Board, and has the general responsibility to preside at all meetings of the Board when the Chairman is not present and regular executive sessions of the independent members of the Board without management present. The Lead Independent Director also serves as liaison between the Chairman and independent directors; determines the meeting agenda for the executive sessions of the Board; and has the authority to call meetings of the independent directors when appropriate. Daniel H. Schulman was appointed Lead Independent Director on July 24, 2012.

### **Board Independence**

It is the policy of the Board and NASDAQ's rules require that listed companies have a board of directors with at least a majority of independent directors, as defined under NASDAQ's Marketplace Rules. Currently, each member of our Board, other than our President and Chief Executive Officer, Stephen M. Bennett, is an independent director and all standing committees of the Board are composed entirely of independent directors, in each case under NASDAQ's independence definition. The NASDAQ independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. In addition, the Board has made a subjective determination as to each independent director that no relationship exists which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making these determinations, the directors reviewed and discussed information provided by the directors and the Company with regard to each director's business and other activities as they may relate to Symantec and our management. Based on this review and consistent with our independence criteria, the Board has affirmatively determined that the following directors are independent: Michael A. Brown, Frank E. Dangeard, Stephen E. Gillett, Geraldine B. Laybourne, David L. Mahoney, Robert S. Miller, Daniel H. Schulman, and V. Paul Unruh.

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### **Change in Director Occupation**

Our Corporate Governance Standards include a policy that our Board should consider whether a change in any director's professional responsibilities directly or indirectly impacts that person's ability to fulfill his or her directorship obligations. To facilitate the Board's consideration, all directors shall submit a resignation as a matter of course upon retirement, a change in employer, or other significant change in their professional roles and responsibilities. Such resignation may be accepted or rejected in the discretion of the Board.

### **Outside Advisors**

The Board and its committees are free to engage independent outside financial, legal and other advisors as they deem necessary to provide advice and counsel on various topics or issues, at Symantec's expense, and are provided full access to our officers and employees.

### **Board and Committee Effectiveness**

It is important to Symantec that our Board and its committees are performing effectively and in the best interests of Symantec and its stockholders. An evaluation of the Board's and its committees' operations and performance is conducted annually by the Nominating and Governance Committee. Changes are recommended by the Nominating and Governance Committee for approval by the full Board as appropriate.

### **Board's Role in Risk Oversight**

The Board executes its risk management responsibility directly and through its committees. The Audit Committee has primary responsibility for overseeing the Company's enterprise risk management process. The Audit Committee receives updates and discusses individual and overall risk areas during its meetings, including the Company's financial risk assessments, risk management policies and major financial risk exposures and the steps management has taken to monitor and control such exposures. The Compensation Committee oversees risks associated with our compensation policies and practices with respect to both executive compensation and compensation generally. The Compensation Committee receives reports and discusses whether Symantec's compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

The Board is kept abreast of its committees' risk oversight and other activities via reports of the committee chairmen to the full Board during the Board meetings. In addition, the Board participates in regular discussions with our senior management of many core subjects, including strategy, operations and finance, in which risk oversight is an inherent element. The Board believes that its leadership structure, as described above under **Board Leadership Structure**, facilitates the Board's oversight of risk management because it allows the Board, with leadership from the Lead Independent Director and each independent committee chair, to participate actively in the oversight of management's actions.

### **Board Structure and Meetings**

The Board and its committees meet throughout the year on a set schedule, and also hold special meetings and act by written consent from time to time. The Board held a total of eight meetings during fiscal 2012. During this time, no directors attended fewer than 75% of the aggregate of the total number of meetings held by the Board and the total number of meetings held by all committees of the Board on which such director served (during the period which such director served).

Agendas and topics for board and committee meetings are developed through discussions between management and members of the Board and its committees. Information and data that are important to the issues to be considered are distributed in advance of each meeting. Board meetings and background materials focus on key strategic, operational, financial, governance and compliance matters applicable to us, including the following:

Reviewing annual and longer-term strategic and business plans;

Reviewing key product, industry and competitive issues;

Reviewing and determining the independence of our directors;

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Reviewing and determining the qualifications of directors to serve as members of committees, including the financial expertise of members of the Audit Committee;

Selecting and approving director nominees;

Selecting, evaluating and compensating the Chief Executive Officer;

Reviewing and discussing succession planning for the senior management team, and for lower management levels to the extent appropriate;

Reviewing and approving material investments or divestitures, strategic transactions and other significant transactions that are not in the ordinary course of business;

Evaluating the performance of the Board;

Overseeing our compliance with legal requirements and ethical standards; and

Overseeing our financial results.

**Executive Sessions**

After each regularly scheduled Board meeting, the independent members of our Board hold a separate closed meeting, referred to as an executive session. These executive sessions are used to discuss such topics as the independent directors deem necessary or appropriate. At least annually, the independent directors will hold an executive session to evaluate the Chief Executive Officer's performance and compensation. Executive sessions of the Board are led by the Lead Independent Director.

**Succession Planning**

Our Board recognizes the importance of effective executive leadership to Symantec's success, and meets to discuss executive succession planning at least annually.

**Table of Contents****THE BOARD AND ITS COMMITTEES**

There are three primary committees of the Board: the Audit Committee, Compensation Committee and Nominating and Governance Committee. The Board has delegated various responsibilities and authorities to these different committees, as described below and in the committee charters. The Board committees regularly report on their activities and actions to the full Board. Each member of the Audit Committee, Compensation Committee and Nominating and Governance Committee was appointed by the Board. Each of the Board committees has a written charter approved by the Board and available on our website at [www.symantec.com/invest](http://www.symantec.com/invest), by clicking on Company Charters, under Investor Resources.

The following table shows our current directors, their independence status, their roles on the Board and its committees, and the number of meetings the Board and each of its committees held in fiscal 2012:

| Director                          | Independent | Board | Audit | Compensation | Nominating & Governance |
|-----------------------------------|-------------|-------|-------|--------------|-------------------------|
| Stephen M. Bennett                | No          |       |       |              |                         |
| Michael A. Brown                  | Yes         |       |       |              |                         |
| Frank E. Dangeard                 | Yes         |       |       |              |                         |
| Stephen E. Gillett                | Yes         |       |       |              |                         |
| Geraldine B. Laybourne            | Yes         |       |       |              |                         |
| David L. Mahoney                  | Yes         |       |       |              |                         |
| Robert S. Miller                  | Yes         |       |       |              |                         |
| Daniel H. Schulman                | Yes         | Lead  |       |              |                         |
| V. Paul Unruh                     | Yes         |       |       |              |                         |
| Number of Meetings in Fiscal 2012 |             | 8     | 9     | 6            | 4                       |

= Member      = Chair

**Audit Committee**

Our Audit Committee oversees our accounting and financial reporting processes and the audits of our financial statements, including oversight of our systems of internal controls and disclosure controls and procedures, compliance with legal and regulatory requirements, internal audit function and the appointment and compensation of our independent registered public accounting firm; oversees our accounting and financial reporting processes and the audits of our financial statements, including oversight of our systems of internal controls and disclosure controls and procedures, compliance with legal and regulatory requirements, internal audit function and the appointment and compensation of our independent registered public accounting firm; reviews and evaluates the independence and performance of our independent registered public accounting firm; and facilitates communication among our independent registered public accounting firm, our financial and senior management and our Board.

Each member is an independent director as defined by current NASDAQ listing standards for Audit Committee membership. Our Board has unanimously determined that all Audit Committee members are financially literate under current NASDAQ listing standards, and at least one member has financial sophistication under NASDAQ listing standards. In addition, our Board has unanimously determined that V. Paul Unruh qualifies as an audit committee financial expert under SEC rules and regulations. Mr. Unruh is independent as defined by current NASDAQ listing standards for Audit Committee membership. Designation as an audit committee financial expert is an SEC disclosure requirement and does not impose any additional duties, obligations or liability on any person so designated.

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### **Compensation Committee**

Our Compensation Committee reviews and recommends to the independent directors of our Board all compensation arrangements for our Chief Executive Officer; reviews and approves all compensation arrangements for our other executive officers; reviews the overall strategy for employee compensation including review of compensation-related risk management; administers our equity incentive plans; reviews and recommends to the Board compensation for non-employee members of the Board; and reviews and discusses with management our company's disclosures under the caption "Compensation Discussion & Analysis" for use in our proxy statements and reports filed with the SEC.

Each member is an independent director as defined by current NASDAQ listing standards.

The Compensation Committee has retained Mercer, an outside consulting firm, to provide advice and ongoing recommendations on executive compensation matters. The Compensation Committee consulted with Mercer on certain executive compensation matters during fiscal year 2012. As the Compensation Committee requested and to assist the Compensation Committee as it made decisions with respect to compensation matters, Mercer provided certain qualitative and quantitative information regarding compensatory practices in the market for executive talent, analyzed existing Symantec executive compensation arrangements, and was available to the Compensation Committee to provide technical and other information it requested in connection with performing its function throughout the fiscal year 2012. Mercer's role during fiscal year 2012 is further discussed in the Compensation Discussion & Analysis section.

### **Nominating and Governance Committee**

Our Nominating and Governance Committee identifies, considers and nominates candidates for membership on our Board; develops, recommends and evaluate corporate governance standards and a code of business conduct and ethics applicable to our Company; oversees and reviews our policies and programs concerning to corporate citizenship and social responsibility, including charitable giving and political activities and expenditures; implements and oversees a process for evaluating our Board and its committees; oversees our Board's evaluation of our Chief Executive Officer; makes recommendations regarding the structure and composition of our Board and Board committees; and advises the Board on corporate governance matters.

Each member is an independent director as defined by current NASDAQ listing standards.

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### **DIRECTOR NOMINATIONS AND COMMUNICATION WITH DIRECTORS**

#### **Criteria for Nomination to the Board**

The Nominating and Governance Committee will consider candidates submitted by Symantec stockholders, as well as candidates recommended by directors and management, for nomination to the Board. The Nominating and Governance Committee has generally identified nominees based upon suggestions by outside directors, management and executive recruiting firms. The goal of the Nominating and Governance Committee is to assemble a Board that offers a diverse portfolio of perspectives, backgrounds, experiences, knowledge and skills derived from high-quality business and professional experience. The Nominating and Governance Committee annually reviews the appropriate skills and characteristics required of directors in the context of the current composition of the Board, our operating requirements and the long-term interests of our stockholders.

The key attributes, experience and skills we consider important for our directors in light of our current business and structure are:

*Industry and Technology Expertise.* Since we are a technology and software provider, education or experience in relevant technology is useful in understanding our research and development efforts, competing technologies, the various products and processes that we develop, and the market segments in which we compete.

*Global Expertise.* We are a global organization with offices in many countries. Directors with global expertise can provide a useful business and cultural perspective regarding many significant aspects of our business.

*Leadership Experience.* Directors who have served in senior leadership positions are important to us, because they bring experience and perspective in analyzing, shaping, and overseeing the execution of important operational and policy issues at a senior level.

*Public Company Board Experience.* Directors who have served on other public company boards can offer advice and insights with regard to the dynamics and operation of a board of directors; the relations of a board to the CEO and other management personnel; the importance of particular agenda and oversight matters; and oversight of a changing mix of strategic, operational, and compliance-related matters.

*Mergers and Acquisitions (M&A) Experience.* Directors who have a background in M&A transactions can provide insight into developing and implementing strategies for growing our business through combination with other organizations.

*Financial Expertise.* Knowledge of financial markets, financing operations, and accounting and financial reporting processes is important because it assists our directors in understanding, advising, and overseeing Symantec's capital structure, financing and investing activities, financial reporting, and internal control of such activities.

*Diversity.* In addition to a diverse portfolio of professional background, experiences, knowledge and skills, the composition of the Board should reflect the benefits of diversity as to gender, race and ethnic background.

The information provided under **Director Qualifications** below each of the brief biographical descriptions set forth under Proposal 1. Election of Directors Nominees for Director below includes the key individual attributes, experience and skills of each of our directors that led to the conclusion that each director should serve as a member of the board of directors at this time.

#### **Process for Identifying and Evaluating Nominees**

The Nominating and Governance Committee considers candidates by first evaluating the current members of the Board who intend to continue in service, balancing the value of continuity of service with that of obtaining new perspectives, skills and experience. If the Nominating and



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Governance Committee determines that an opening exists, it identifies the desired skills and experience of a new nominee, including the need to satisfy rules of the SEC and NASDAQ.

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The Nominating and Governance Committee generally will evaluate each candidate based on the extent to which the candidate contributes to the range of talent, skill and expertise appropriate for the Board generally, as well as the candidate's integrity, business acumen, diversity, availability, independence of thought, and overall ability to represent the interests of Symantec's stockholders. The Nominating and Governance Committee does not assign specific weights to particular criteria, and no particular criterion is necessarily applicable to all prospective nominees. Although the Nominating and Governance Committee uses these and other criteria as appropriate to evaluate potential nominees, it has no stated minimum criteria for nominees. In addition, we do not have a formal written policy with regard to the consideration of diversity in identifying candidates; however, as discussed above, diversity is one of the numerous criteria the Nominating and Governance Committee reviews before recommending a candidate. We have from time to time engaged, for a fee, a search firm to identify and assist the Nominating and Governance Committee with identifying, evaluating and screening Board candidates for Symantec and may do so in the future.

### **Stockholder Proposals for Nominees**

The Nominating and Governance Committee will consider potential nominees properly submitted by stockholders. Stockholders seeking to do so should provide the information set forth in our corporate Bylaws regarding director nominations. The Nominating and Governance Committee will apply the same criteria for candidates proposed by stockholders as it does for candidates proposed by management or other directors.

To be considered for nomination by the Nominating and Governance Committee at next year's annual meeting of stockholders, submissions by stockholders must be submitted by mail and must be received by the Corporate Secretary no later than May 7, 2013 to ensure adequate time for meaningful consideration by the Nominating and Governance Committee. Each submission must include the following information:

the full name and address of the candidate;

the number of shares of Symantec common stock beneficially owned by the candidate;

a certification that the candidate consents to being named in the proxy statement and intends to serve on the Board if elected; and

biographical information, including work experience during the past five years, other board positions, and educational background, such as is provided with respect to nominees in this proxy statement.

Information regarding requirements that must be followed by a stockholder who wishes to make a stockholder nomination for election to the Board for next year's annual meeting is described in this proxy statement under **Additional Information** **Stockholder Proposals for the 2013 Annual Meeting**.

### **Contacting the Board of Directors**

Any stockholder who wishes to contact members of our Board may do so by mailing written communications to:

**Symantec Corporation**

**350 Ellis Street**

**Mountain View, California 94043**

**Attn: Corporate Secretary**

The Corporate Secretary will review all such correspondence and provide regular summaries to the Board or to individual directors, as relevant, will retain copies of such correspondence for at least six months, and make copies of such correspondence available to the Board or individual directors upon request. Any correspondence relating to accounting, internal controls or auditing matters will be handled in accordance with Symantec's policy regarding accounting complaints and concerns.

**Attendance of Board Members at Annual Meetings**

We encourage our directors to attend our annual meetings of stockholders. All directors who were elected to the Board at our 2011 Annual Meeting were in attendance at the meeting.

**Table of Contents****PROPOSAL NO. 1****ELECTION OF DIRECTORS**

Our Board of Directors currently consists of nine directors, each of whom is nominated and standing for election at the Annual Meeting. Each director is elected to serve a one-year term, with all directors subject to annual election.

Unless proxy cards are otherwise marked, the persons named as proxies will vote all proxies **FOR** the election of each nominee named in this section. Proxies submitted to Symantec cannot be voted at the Annual Meeting for nominees other than those nominees named in this proxy statement. However, if any director nominee is unable or unwilling to serve at the time of the Annual Meeting, the persons named as proxies may vote for a substitute nominee designated by the Board. Alternatively, the Board may reduce the size of the Board. Each nominee has consented to serve as a director if elected, and the Board does not believe that any nominee will be unwilling or unable to serve if elected as a director. Each director will hold office until the next annual meeting of stockholders and until his or her successor has been duly elected and qualified or until his or her earlier resignation or removal.

**Nominees for Director**

At the recommendation of the Nominating and Governance Committee, our Board has nominated the following nominees listed below to serve as directors for the term beginning at the Annual Meeting. The names of each nominee for director, their ages as of August 1, 2012, and other information about each nominee is shown below.

| Nominee                | Age | Principal Occupation  | Director Since |
|------------------------|-----|---|----------------|
| Stephen M. Bennett     | 58  | Chairman of the Board, President and Chief Executive Officer  | 2010           |
| Michael A. Brown       | 53  | Chairman of the Board, Line 6, Inc.   | 2005           |
| Frank E. Dangeard      | 54  | Managing Partner, Harcourt  | 2007           |
| Stephen E. Gillett     | 36  | Executive Vice President and President, Best Buy Digital, Global Marketing and Strategy, Best Buy Co., Inc. | 2012           |
| Geraldine B. Laybourne | 65  | Chairman of the Board, Alloy, Inc.  | 2008           |
| David L. Mahoney       | 58  | Director  | 2003           |
| Robert S. Miller       | 70  | Chief Executive Officer, Hawker Beechcroft, Inc.  | 1994           |
| Daniel H. Schulman     | 54  | Group President- Enterprise Growth, American Express  | 2000           |
| V. Paul Unruh          | 63  | Director  | 2005           |

*Mr. Bennett* has served as a member of our Board since February 2010, our Chairman of the Board since October 2011 and as our President and Chief Executive Officer since July 2012. Mr. Bennett was President and Chief Executive Officer of Intuit, Inc. from January 2000 to January 2008. Prior to Intuit, Mr. Bennett was at General Electric Corporation (GE) for 23 years. From December 1999 to January 2000, he was an executive vice president and a member of the board of directors of GE Capital, the financial services subsidiary of GE. From July 1999 to November 1999, he was President and Chief Executive Officer of GE Capital e-Business, and he was President and Chief Executive Officer of GE Capital Vendor Financial Services from April 1996 through June 1999. Mr. Bennett also serves as a director of Qualcomm Incorporated, AMR Corporation and a private company. He has previously served as a director of a variety of companies, including Intuit, Inc. and Sun Microsystems, Inc. He holds a degree in finance and real estate from the University of Wisconsin.

**Director Qualifications:**

*Industry and Technology Experience* former President and Chief Executive Officer of Intuit, Inc. and various current and former Board directorships, including Qualcomm Incorporated and Sun Microsystems, Inc.

*Leadership Experience* former President and Chief Executive Officer of Intuit, Inc. and various executive management positions at General Electric Corporation.



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*Public Company Board Experience* currently serves on the board of Qualcomm Incorporated and AMR Corporation, and served on the boards of Intuit, Inc. and Sun Microsystems, Inc.

*Financial Experiences* former President and Chief Executive Officer of Intuit, Inc., executive management positions at GE, including GE Capital and GE Capital Vendor Financial Services.

*Mr. Brown* has served as a member of our Board since July 2005 following the acquisition of Veritas. Mr. Brown had served on the Veritas board of directors since 2003. Mr. Brown is currently the Chairman of Line 6, Inc., a provider of musical instruments, amplifiers and audio gear that incorporate digital signal processing. From 1984 until September 2002, Mr. Brown held various senior management positions at Quantum Corporation, a leader in computer storage products, and most recently as Chief Executive Officer from 1995 to 2002 and Chairman of the Board from 1998 to 2003. Mr. Brown is a member of the board of directors of Quantum Corporation and three private companies. He has previously served as a director of a variety of public companies, including Digital Impact, Maxtor Corporation and Nektar Therapeutics. Mr. Brown holds a master's of business administration from Stanford Business School and a bachelor's degree from Harvard University.

Director Qualifications:

*Industry and Technology Experience* former Chief Executive Officer and Chairman of Quantum Corporation; current member of the boards of Quantum Corporation and Mozes; former member of the boards of Equal Logic and Digital Impact.

*Leadership Experience* Chairman of Line 6, Inc. and former Chief Executive Officer and Chairman of Quantum Corporation.

*Public Company Board Experience* served as Chairman of Quantum Corporation and as a board member of Nektar Therapeutics, Maxtor Corporation and Digital Impact.

*Financial Experiences* Chairman of Line 6, former Chief Executive Officer of Quantum; former Chairman of Equal Logic; and serves on the Audit Committee of Line 6 and served on the Audit Committee of Digital Impact.

*Mr. Dangeard* has served as a member of our Board since January 2007. He has been the Managing Partner of Harcourt, an advisory and investment firm, since March 2008. Mr. Dangeard was Chairman and Chief Executive Officer of Thomson S.A., a provider of digital video technologies, solutions and services, from September 2004 to February 2008. From September 2002 to September 2004, he was Deputy CEO of France Telecom, a global telecommunications operator. From 1997 to 2002, Mr. Dangeard was Senior Executive Vice President of Thomson and Vice Chairman in 2000. Prior to joining Thomson, Mr. Dangeard was managing director of SG Warburg & Co. Ltd. from 1989 to 1997, and Chairman of SG Warburg France from 1995 to 1997. Prior to that, Mr. Dangeard was a lawyer with Sullivan & Cromwell LLP, in New York and London. Mr. Dangeard also serves on the boards of Moser Baer, SonaeCom SGPS and Telenor. He is also Chairman of Atari. Mr. Dangeard has previously served as a director of a variety of companies, including Thomson S.A. and Electricité de France S.A. He graduated from the École des Hautes Études Commerciales, the Paris Institut d'Études Politiques and from Harvard Law School.

Director Qualifications:

*Industry and Technology Experience* former Chairman and Chief Executive Officer of Thomson S.A. and former Deputy CEO of France Telecom

*Global Expertise* Member of the boards of Telenor (Norway), SonaeCom (Portugal), MoserBaer (India); former Chairman and Chief Executive Officer of Thomson S.A. (France); and former Deputy CEO of France Telecom (France).

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*Leadership Experience* Managing Partner of Harcourt, Chairman of Atari, former Chairman and Chief Executive Officer of Thomson S.A., Deputy CEO of France Telecom, Chairman of SG Warburg France and Managing Director of SG Warburg & Co. Ltd.

*Public Company Board Experience* current member of the boards of Telenor, Atari, Moser Baer and SonaeCom SGPS; and former member of the board of Electricite de France S.A., Thomson S.A.

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*M&A Experience* Chairman of SG Warburg France and lawyer at Sullivan & Cromwell LLP

*Financial Experiences* Chairman of the Audit Committee of Atari, former Chairman and Chief Executive Officer of Thomson, former Deputy CEO of France Telecom, member of the Audit Committee of Moser Baer and former Chairman of the Audit Committee of Electricite de France.

*Mr. Gillett* has served as a member of our Board since January 2012. He has served as Executive Vice President and President, Best Buy Digital, Global Marketing and Strategy of Best Buy Co., Inc., since March 2012. From May 2008 to March 2012, Mr. Gillett was Executive Vice President, Digital Ventures and Chief Information Officer at Starbucks, Inc. Mr. Gillett served as Chief Information Officer of Corbis Corporation, a digital media company, from May 2006 to May 2008. Prior to his role at Corbis, Mr. Gillett held senior technology positions with various technology companies including Yahoo! Inc., CNET Networks and Sun Microsystems, Inc. He received a bachelor's degree from University of Oregon and a master's degree in business administration from San Francisco State University.

Director Qualifications:

*Industry and Technology Expertise* currently Executive Vice President and President of Best Buy Digital, Global Marketing and Strategy of Best Buy Co., Inc.; former Executive Vice President, Digital Ventures and Chief Information Officer at Starbucks, Inc., former Chief Information Officer of Corbis Corporation and additional senior technology positions with various technology companies including Yahoo! Inc., CNET Networks and Sun Microsystems, Inc.

*Global Expertise* currently Executive Vice President and President of Best Buy Digital, Global Marketing and Strategy of Best Buy Co., Inc. and former Executive Vice President, Digital Ventures and Chief Information Officer at Starbucks, Inc.

*Leadership Experience* currently Executive Vice President and President of Best Buy Digital, Global Marketing and Strategy of Best Buy Co., Inc.; former Executive Vice President, Digital Ventures and Chief Information Officer at Starbucks, Inc., former Chief Information Officer of Corbis Corporation and additional senior technology positions with various technology companies including Yahoo! Inc., CNET Networks and Sun Microsystems, Inc.

*Financial Expertise* former Executive Vice President, Digital Ventures and Chief Information Officer at Starbucks, Inc.

*Ms. Laybourne* has served as a member of our Board since January 2008. She has been the Chairman of Alloy, Inc., a private media company, since November 2010. She founded Oxygen Media in 1998 and served as its Chairman and Chief Executive Officer until November 2007 when the network was acquired by NBC Universal. Prior to starting Oxygen Media, Ms. Laybourne spent 16 years at Nickelodeon. From 1996 to 1998, Ms. Laybourne was President of Disney/ABC Cable Networks where she was responsible for overseeing cable programming for the Walt Disney Company and ABC. Ms. Laybourne also serves on the boards of Electronic Arts, Inc. and J.C. Penney Company, Inc. She earned a bachelor of arts degree in art history from Vassar College and a master of science degree in elementary education from the University of Pennsylvania.

Director Qualifications:

*Leadership Experience* Chairman of the Board of Alloy, Inc., Founder and former Chairman and Chief Executive Officer of Oxygen Media LLC, President of Disney/ABC Cable Networks, President of Nickelodeon and Vice Chairman of MTV Networks.

*Public Company Board Experiences* current board member of Electronic Arts, Inc. and J.C. Penney Company, Inc. Former board member of Move, Inc.



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*M&A Experience* Founder, former Chairman and Chief Executive Officer of Oxygen Media LLC until it was acquired by NBC Universal.

*Mr. Mahoney* has served as a member of our Board since April 2003. Mr. Mahoney previously served as co-Chief Executive Officer of McKesson HBOC, Inc., a healthcare services company, and as Chief Executive Officer of iMcKesson LLC, also a healthcare services company, from July 1999 to February 2001. Mr. Mahoney

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is a member of the board of directors of Corcept Therapeutics Incorporated, and several private and non-profit organizations. He has previously served as a director of a variety of companies, including Tercica Incorporated. Mr. Mahoney has a bachelor's degree from Princeton University and a master's of business administration from Harvard University.

### Director Qualifications:

*Industry and Technology Experience* Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.

*Leadership Experience* Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.

*Public Company Experience* currently serves on the board of Corcept Therapeutics and served on the board of Tercica Incorporated.

*M&A Experience* Co-Chief Executive Officer of McKesson HBOC, Inc., Chief Executive Officer of iMcKesson LLC, various executive roles at McKesson Corporation, Principal at McKinsey & Co.

*Financial Experiences* former roles at McKesson HBOC, serves on the Audit Committee of Corcept Therapeutics and served on the Audit Committee of Tercica Incorporated.

*Mr. Miller* has served as a member of our Board since September 1994. Mr. Miller has served as Chief Executive Officer of Hawker Beechcraft, an aircraft manufacturing company, since February 2012. Mr. Miller served as Executive Chairman of Delphi Corporation, an auto parts supplier from January 2007 until November 2009 and as Chairman and Chief Executive Officer from July 2005 until January 2007. From January 2004 to June 2005, Mr. Miller was non-executive Chairman of Federal Mogul Corporation, an auto parts supplier. From September 2001 until December 2003, Mr. Miller was Chairman and Chief Executive Officer of Bethlehem Steel Corporation, a large steel producer. Prior to joining Bethlehem Steel, Mr. Miller served as Chairman and Chief Executive Officer on an interim basis upon the departure of Federal Mogul's top executive in September 2000. Hawker Beechcraft filed a voluntary petition for reorganization under the United States Bankruptcy Code (USBC) in May 2012; Delphi Corporation and certain of its subsidiaries filed voluntary petitions for reorganization under the USBC in October 2005; and Federal Mogul Corporation and Bethlehem Steel Corporation and certain of their subsidiaries, filed voluntary petitions for reorganization under the USBC in October 2001. Mr. Miller is currently Chairman of American International Group (AIG), an insurance and financial services organization, and MidOcean Partners, a private equity firm specializing in leveraged buyouts, recapitalizations and growth capital investments in middle-market companies. Mr. Miller is also a member of the board of directors of Hawker Beechcraft and another private company in addition to AIG and MidOcean Partners. Mr. Miller has previously served as a director of a variety of companies, including Delphi Corporation. Mr. Miller earned a degree in economics from Stanford University, a law degree from Harvard Law School and a master's of business administration, majoring in finance from Stanford Business School.

### Director Qualifications:

*Global Expertise* Chief Executive Officer of Hawker Beechcraft, Inc. and Chairman of AIG.

*Leadership Experience* Chief Executive Officer of Hawker Beechcraft, Inc.; Chairman of AIG and Mid Ocean Partners; former Chairman and Chief Executive Officer of Delphi Corporation; former Chairman and Chief Executive Officer of Federal Mogul Corporation; and former Chairman and Chief Executive Officer of Bethlehem Steel Corporation.

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*Public Company Board Experience* currently serves on the boards of Hawker Beechcraft Inc. and AIG and served on the boards of UAL Corporation and Delphi Corporation.

*M&A Experience* Chief Executive Officer of Hawker Beechcraft, Inc.

*Financial Experiences* serves on the Audit Committee of AIG and served on the Audit Committees of UAL Corporation, Reynolds American, Waste Management and Pope & Talbot.

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*Mr. Schulman* has served as a member of our Board since March 2000. Mr. Schulman has served as Group President, Enterprise Group of American Express, a financial products and travel-related services provider, since August 2010. Mr. Schulman was President, Prepaid Group of Sprint Nextel Corporation, a cellular phone service provider, from November 2009 until August 2010, when Sprint Nextel acquired Virgin Mobile USA, a cellular phone service provider. Mr. Schulman served as Chief Executive Officer of Virgin Mobile USA from September 2001 to November 2009, and a member of the board of directors of Virgin Mobile USA from October 2001 to November 2009. From May 2000 until May 2001, Mr. Schulman was President and Chief Executive Officer of priceline.com Incorporated, an online travel company, after serving as President and Chief Operating Officer from July 1999. He is a member of the board of directors of Flextronics International Ltd. and a non-profit company. He received a bachelor's degree in economics from Middlebury College, and a master's degree in business administration, majoring in Finance, from New York University.

Director Qualifications:

*Industry and Technology Experience* Group President, Enterprise Group of American Express and former Chief Executive Officer and Chief Operating Officer of priceline.com.

*Leadership Experience* Group President, Enterprise Group of American Express, former President, Prepaid Group of Sprint Nextel Corporation, former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

*Public Company Board Experience* currently serves on the board of Flextronics International Ltd and served on the board of Virgin Mobile USA.

*M&A Experience* former Chief Executive Officer of Virgin Mobile USA.

*Financial Experiences* Group President, Enterprise Group of American Express, former President, Prepaid Group of Sprint Nextel Corporation, former Chief Executive Officer of Virgin Mobile USA and former Chief Executive Officer and Chief Operating Officer of priceline.com.

*Mr. Unruh* has served as a member of our Board since July 2005 following the acquisition of Veritas. Mr. Unruh had served on Veritas' board of directors since 2003. Mr. Unruh retired as Vice Chairman of Bechtel Group, Inc., a global engineering and construction services company, in June 2003. During his 25-year tenure at Bechtel Group, he held a number of management positions including Treasurer, Controller, and Chief Financial Officer. Mr. Unruh also served as President of Bechtel Enterprises, the finance, development and ownership arm from 1997 to 2001. He is a member of the board of directors of Move, Inc., Heidrick & Struggles International, Inc., and three private companies. Mr. Unruh is a certified public accountant.

Director Qualifications:

*Global Expertise* former Vice Chairman and various executive positions of Bechtel Group, Inc. and former President of Bechtel Enterprises.

*Leadership Experience* former Vice Chairman and various executive positions of Bechtel Group, Inc. and former President of Bechtel Enterprises.

*Public Company Board Experience* currently serves on the boards of Move, Inc. and Heidrick & Struggles International Inc.

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*M&A Experience* former board member of Veritas Corporation.

*Financial Experiences* a certified public accountant; former Chief Financial Officer, Treasurer and Controller of Bechtel Group, Inc.; former President of Bechtel Enterprises; and serves on the Audit Committees of Move, Inc. and Heidrick & Struggles International, Inc.

**Table of Contents****Summary of Director Qualifications and Experience**

|   | Bennett | Brown | Dangeard | Gillett | Laybourne | Mahoney | Miller | Schulman | Unruh |
|---|---------|-------|----------|---------|-----------|---------|--------|----------|-------|
| <i>Industry and Technology Expertise.</i>             | Ö       | Ö     | Ö        | Ö       |           | Ö       |        | Ö        | Ö     |
| <i>Global Expertise.</i>                              |         |       | Ö        | Ö       |           |         | Ö      |          | Ö     |
| <i>Leadership Experience.</i>                         | Ö       | Ö     | Ö        | Ö       | Ö         | Ö       | Ö      | Ö        | Ö     |
| <i>Public Company Board Experience.</i>               | Ö       | Ö     | Ö        |         | Ö         | Ö       | Ö      | Ö        | Ö     |
| <i>Mergers and Acquisitions (M&amp;A) Experience.</i> |         |       | Ö        |         | Ö         | Ö       | Ö      | Ö        | Ö     |
| <i>Financial Expertise.</i>                           | Ö       | Ö     | Ö        | Ö       |           | Ö       | Ö      | Ö        | Ö     |
| <i>Diversity.</i>                                     |         |       |          |         | Ö         |         |        |          |       |

**Director Compensation**

The following table provides information for fiscal year 2012 compensation for all of our non-employee directors:

**Fiscal Year 2012 Director Compensation**

| Name                   | Fees Earned                    |                             |                           | Total<br>(\$) |
|------------------------|--------------------------------|-----------------------------|---------------------------|---------------|
|                        | or Paid in<br>Cash<br>\$(1)(2) | Stock<br>Awards<br>\$(3)(4) | Option<br>Awards<br>\$(5) |               |
| Stephen M. Bennett(6)  | 15,025                         | 293,381(7)                  |                           | 308,406       |
| Michael A. Brown       | 95,006                         | 199,994                     |                           | 295,000       |
| William T. Coleman     | 70,006                         | 199,994                     |                           | 270,000       |
| Frank E. Dangeard      | 85,006                         | 199,994                     |                           | 285,000       |
| Stephen E. Gillett(8)  | 13,093                         | 37,363(9)                   |                           | 50,456        |
| Geraldine B. Laybourne | 65,006                         | 199,994                     |                           | 265,000       |
| David L. Mahoney       | 85,006                         | 199,994                     |                           | 285,000       |
| Robert S. Miller(10)   | 65,007                         | 249,993(7)                  |                           | 315,000       |
| Daniel H. Schulman     | 95,006                         | 199,994                     |                           | 295,000       |
| V. Paul Unruh          | 110,006                        | 199,994                     |                           | 310,000       |

- (1) Non-employee directors receive an annual retainer fee of \$50,000 plus an additional annual fee of \$15,000 (Compensation Committee and Nominating and Governance Committee) or \$20,000 (Audit Committee) for membership on each committee. The chair of each committee receives an additional annual fee of \$15,000 (Compensation Committee and Nominating and Governance Committee) or \$25,000 (Audit Committee).
- (2) Includes cash payout of \$5.60 for fractional share from stock awards granted to Messrs. Bennett, Brown, Coleman, Dangeard, Mahoney, Miller, Schulman and Unruh and Ms. Laybourne.
- (3) Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASB Accounting Standards Codification Topic 718 for awards granted during the fiscal year.
- (4) Messrs. Bennett, Brown, Coleman, Dangeard, Mahoney, Miller, Schulman and Unruh and Ms. Laybourne were each granted 10,152 restricted stock units on May 16, 2011, with a per share fair value of \$19.70 and a full grant date fair value of \$199,994.

- (5) In fiscal years 2012, 2011 and 2010, there were no stock option grants to any person who served as a non-employee director. The outstanding stock options held by each non-employee director at 2012 fiscal year-end were: Mr. Brown (175,630), Mr. Mahoney (106,000), Mr. Miller (84,000), Mr. Schulman (36,000), and Mr. Unruh (180,630).
- (6) Mr. Bennett was appointed independent Chairman of the Board, effective October 25, 2011. As a result, Mr. Bennett received a prorated fee for his role as independent Chairman, which he elected to receive in the form of our common stock. Accordingly, he was granted 2,339 restricted stock units on October 25, 2011, with a per share value of \$18.55 and a full grant date fair value of \$43,388. A cash payout of \$18.14 for a fractional share is reported in the Fees Earned or Paid in Cash column in the table above.

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- (7) In lieu of cash, Messrs. Bennett and Miller each received 100% of their annual retainer fee of \$50,000 in the form of our common stock. Accordingly, pursuant to the terms of the 2000 Director Equity Incentive Plan, they were each granted 2,538 shares at a per share fair value of \$19.70 and a full grant date fair value of \$49,999. The balance of their fees was paid in cash as reported in the Fees Earned or Paid in Cash column in the table above.
- (8) Mr. Gillett was appointed to the Board effective January 30, 2012. Accordingly, he received prorated compensation under the director compensation policies described below.
- (9) Since Mr. Gillett was appointed to the Board after the beginning of the fiscal year, he was granted a prorated award of 2,193 restricted stock units on January 30, 2012, with a per share value of \$17.03 and a full grant date fair value of \$37,347. A cash payout of \$15.85 for fractional share from the stock award is reported in the Fees Earned or Paid in Cash column in the table above.
- (10) Mr. Miller received an additional annual fee in the amount of \$30,000 for his role as Lead Independent Director. The policy of the Board is that compensation for independent directors should be a mix of cash and equity-based compensation. Symantec does not pay employee directors for Board service in addition to their regular employee compensation. Independent directors may not receive consulting, advisory or other compensatory fees from us. The Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation.

*Director Stock Ownership Guidelines:* Since May 2007, the Compensation Committee has instituted the following stock ownership guidelines to better align our directors' interests with those of our stockholders:

Directors must maintain a minimum holding of 10,000 shares of Company stock;

New directors will have three years to reach the minimum holding level; and

Notwithstanding the foregoing, directors may sell enough shares to cover their income tax liability on vested grants.

*Annual Fees:* In accordance with the recommendation of the Compensation Committee, the Board determined the non-employee directors compensation for fiscal year 2012 as follows:

\$50,000 annual cash retainer

\$15,000 annual fee for committee membership (\$20,000 for Audit Committee membership)

\$15,000 annual fee for chairing a committee of the Board (\$25,000 for chairing the Audit Committee)

\$30,000 annual fee for the Lead Independent Director

\$100,000 annual fee for the independent Chairman

The payment of the annual cash retainer is subject to the terms of the 2000 Director Equity Incentive Plan, as amended, which allows directors to choose to receive common stock in lieu of cash for all or a portion of the retainer payable to each director for serving as a member. We pay the



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annual retainer fee and any additional annual fees to each director at the beginning of the fiscal year. Directors who join the Company after the beginning of the fiscal year receive a prorated cash payment in respect of their annual retainer fee and fees. These payments are considered earned when paid. Accordingly, we do not require them to be repaid in the event a director ceases serving in the capacity for which he or she was compensated.

*Annual Equity Awards.* All grants to non-employee directors will be made on a discretionary basis under the 2004 Equity Incentive Plan. Pursuant to a Non-Employee Director Grant Policy adopted by our Board, each non-employee member of the Board receives an annual award of fully-vested restricted stock having a fair market value on the grant date equal to a pre-determined dollar value, which was \$200,000 during fiscal 2012. The restricted stock awards granted for fiscal year 2012 were granted on May 16, 2011 and are fully vested.

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Since the beginning of fiscal year 2007, we have not made option grants to our directors. Option grants made to our non-employee directors in fiscal 2006 and prior years were subject to a four-year vesting schedule. In the event of a merger or consolidation in which Symantec is not the surviving corporation or another similar change in control transaction involving Symantec, all unvested stock option and restricted stock unit awards made to non-employee directors under the programs described above will accelerate and vest in full.

Symantec stock ownership information for each of our directors is shown under the heading Security Ownership of Certain Beneficial Owners and Management on page 32 of this proxy statement.

**THE BOARD RECOMMENDS A VOTE *FOR* ELECTION OF  
EACH OF THE NINE NOMINATED DIRECTORS.**

**Table of Contents****PROPOSAL NO. 2****RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has appointed KPMG LLP as Symantec's principal independent registered public accounting firm to perform the audit of Symantec's consolidated financial statements for fiscal year 2013. As a matter of good corporate governance, the Audit Committee has decided to submit its selection of independent audit firm to stockholders for ratification. In the event that this appointment of KPMG is not ratified by a majority of the shares of common stock present or represented at the Annual Meeting and entitled to vote on the matter, the Audit Committee will review its future selection of KPMG as Symantec's independent registered public accounting firm.

The Audit Committee first approved KPMG as our independent auditors in September 2002, and KPMG audited Symantec's financial statements for Symantec's 2012 fiscal year. Representatives of KPMG are expected to be present at the meeting, in which case they will be given an opportunity to make a statement at the meeting if they desire to do so, and will be available to respond to appropriate questions.

**Principal Accountant Fees and Services**

We regularly review the services and fees from our independent registered public accounting firm, KPMG. These services and fees are also reviewed with the Audit Committee annually. In accordance with standard policy, KPMG periodically rotates the individuals who are responsible for Symantec's audit. Symantec's Audit Committee has determined that the providing of certain non-audit services, as described below, is compatible with maintaining the independence of KPMG.

In addition to performing the audit of Symantec's consolidated financial statements, KPMG provided various other services during fiscal years 2012 and 2011. Symantec's Audit Committee has determined that KPMG's provisioning of these services, which are described below, does not impair KPMG's independence from Symantec. The aggregate fees billed for fiscal years 2012 and 2011 for each of the following categories of services are as follows:

| <b>Fees Billed to Symantec</b> | <b>2012</b>          | <b>2011</b>          |
|--------------------------------|----------------------|----------------------|
| Audit fees(1)                  | \$ 9,240,888         | \$ 9,600,201         |
| Audit related fees(2)          | 802,098              | 880,979              |
| Tax fees(3)                    | 122,734              | 60,787               |
| All other fees(4)              | 134,818              | 41,628               |
| <b>Total fees</b>              | <b>\$ 10,300,538</b> | <b>\$ 10,583,595</b> |

The categories in the above table have the definitions assigned under Item 9 of Schedule 14A promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), and these categories include in particular the following components:

- (1) *Audit fees* include fees for audit services principally related to the year-end examination and the quarterly reviews of Symantec's consolidated financial statements, consultation on matters that arise during a review or audit, review of SEC filings, audit services performed in connection with Symantec's acquisitions and statutory audit fees.
- (2) *Audit related fees* include fees which are for assurance and related services other than those included in Audit fees.
- (3) *Tax fees* include fees for tax compliance and advice.
- (4) *All other fees* include fees for all other non-audit services, principally for services in relation to certain information technology audits.

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An accounting firm other than KPMG performs supplemental internal audit services for Symantec. Another accounting firm provides the majority of Symantec's outside tax services.

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**Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm**

The Audit Committee's policy is to pre-approve all audit and permissible non-audit services provided by the independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Pre-approval is detailed as to the particular service or category of services and is generally subject to a specific budget. The independent registered public accounting firm and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent registered public accounting firm in accordance with this pre-approval, and the fees for the services performed to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

All of the services relating to the fees described in the table above were approved by the Audit Committee.

**THE BOARD RECOMMENDS A VOTE *FOR* APPROVAL OF PROPOSAL NO. 2**

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**PROPOSAL NO. 3**

**ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

In accordance with Section 14A of the Exchange Act, stockholders are entitled to cast an advisory vote to approve the compensation of our named executive officers, as disclosed in this proxy statement. Accordingly, you are being asked to vote on the following resolution at the Annual Meeting:

**RESOLVED**, that the compensation paid to Symantec Corporation's named executive officers, as disclosed in this proxy statement pursuant to the Securities and Exchange Commission's compensation disclosure rules, including the Compensation Discussion & Analysis, compensation tables and narrative discussion, is hereby approved.

As described more fully in the Compensation Discussion & Analysis section of this proxy statement, our named executive officers are compensated in a manner consistent with our pay-for-performance philosophy and corporate governance best practices. A few highlights, which are discussed further in the Compensation Discussion & Analysis, are:

For fiscal 2012, approximately 91% of our former CEO's target total direct compensation was at risk and, on average, approximately 89% of the target total direct compensation for our other named executive officers was at risk.

In fiscal 2012, we granted performance-based restricted stock units to our named executive officers in lieu of stock option grants. Our performance-based restricted units program uses non-GAAP EPS and relative total stockholder return as performance metrics, two metrics strongly tied to long-term stockholder value creation. As a result, approximately 68% of the target value of our former CEO's fiscal 2012 equity compensation was in the form of performance-based restricted stock units and approximately 32% was in the form of time-based restricted stock units.

In April 2012, we enhanced our long-standing stock ownership guidelines for our executive officers, requiring them to hold a higher minimum value in shares so that they have an even greater financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders.

We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code, and any potential severance payments are well under 3 times our executive officers' total target cash compensation.

We have clawback provisions, providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct.

Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities.

While our cash incentive compensation is designed to reward outstanding performance of our executive officers, payouts under each plan are capped to discourage excessive or inappropriate risk taking by our executive officers.

We believe that our compensation program balances the interests of all of our constituencies—our stockholders, our executive officers, the remainder of our employee base, our business partners and our community by, among other things, focusing on achievement of corporate objectives, attracting and retaining highly-qualified executive management and maximizing long-term stockholder value. We encourage you to read the Compensation Discussion & Analysis, compensation tables and narrative discussion in this proxy statement.

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The vote to approve the compensation of our named executive officers is advisory, and therefore not binding. Although the vote is non-binding, the Compensation Committee and the Board value your opinion and will consider the outcome of the vote in establishing compensation philosophy and making future compensation decisions.

**THE BOARD RECOMMENDS A VOTE *FOR* APPROVAL OF PROPOSAL NO. 3**

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**STOCKHOLDER PROPOSAL**

Proposal 4 is a stockholder proposal. If the stockholder proponent, or representative who is qualified under state law, is present at the Annual Meeting and submits the proposal for a vote, then the proposal will be voted upon. The stockholder proposal is included in this proxy statement exactly as submitted by the stockholder proponent. The Board's recommendation on the proposal is presented immediately following the proposal. We will promptly provide you with the name, address and, to Symantec's knowledge, the number of voting securities held by the proponent of the stockholder proposal, upon receiving a written or oral request directed to: Symantec Corporation, Attn: Scott C. Taylor, Corporate Secretary, 350 Ellis Street, Mountain View, California 94043, telephone: (650) 527-8000.

**PROPOSAL NO. 4**

**STOCKHOLDER PROPOSAL REGARDING EXECUTIVES TO RETAIN SIGNIFICANT STOCK**

**4 Executives To Retain Significant Stock**

RESOLVED, Shareholders urge that our executive pay committee adopt a policy requiring that senior executives retain a significant percentage of stock acquired through equity pay programs until reaching normal retirement age and to report to shareholders regarding this policy before our next annual shareholder meeting.

Shareholders recommend that a percentage of at least 25% of net after-tax stock be required. This policy shall apply to future grants and awards of equity pay and should address the permissibility of transactions such as hedging transactions which are not sales but reduce the risk of loss to executives. This proposal asks for a retention policy starting as soon as possible.

Requiring senior executives to hold a significant portion of stock obtained through executive pay plans would focus our executives on our company's long-term success. A Conference Board Task Force report on executive pay stated that hold-to-retirement requirements give executives an ever-growing incentive to focus on long-term stock price performance.

This proposal should also be evaluated in the context of our Company's overall corporate governance as reported in 2012:

The Corporate Library, an independent investment research firm rated our company "High Concern" in Executive Pay \$8 million for our CEO Enrique Salem.

This \$8 million included \$3 million in stock options and restricted stock units, both of which vest simply over time. Equity pay should include performance-vesting features. Moreover, market-priced stock options may provide rewards due to a rising market alone, regardless of an executive's performance. Furthermore, initial amounts were determined using only one-year performance periods, which is the antithesis of long-term equity pay.

In addition, The Corporate Library said the equity ownership guideline of 150,000 shares for our CEO was too low, considering he received 430,000 stock options and 120,000 restricted stock units in 2011. Finally, our CEO would potentially be entitled to \$10 million for a change in control.

Robert Steve Miller was designated a "flagged (problem) director" by The Corporate Library due to his tenure on the Federal-Mogul board as it filed for bankruptcy. In spite of this Mr. Miller was given extra responsibilities and assigned to our audit and nomination committees. Our nomination committee also had two directors who received our highest negative votes, Michael Brown and Frank Dangeard. Mr. Dangeard was also on our audit committee.



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Plus our company has taken no action in response to our 51% vote in 2011 for 10% of shareholders to be able to call a special meeting. Please encourage our board to respond positively to this proposal for improved governance:

**Executives To Retain Significant Stock -Yes on 4.****Our Board of Directors Statement in Opposition to Proposal 4**

We believe that it is important that our compensation policies and practices firmly align the interests of our executive officers with those of our stockholders and encourage a focus on the Company's long-term success and performance. We further believe that our existing compensation policies and practices, which include (i) stock ownership requirements, (ii) anti-hedging and recoupment policies, and (iii) an appropriate mix of long-term equity incentive compensation, strike the appropriate balance; therefore, this proposal is unnecessary and not in the best interests of our stockholders.

***Our executive officers are subject to stock ownership requirements that appropriately align their interests with the long-term interests of our stockholders.*** We believe that in order to better align the interests of our executive officers with those of our stockholders, our executive officers should have a financial stake in our company. Since October 2005, we have implemented stock ownership requirements for our executive officers. We review the requirements on an annual basis, and after further review of our peer group's stock ownership requirements in April 2012, we increased the minimum levels our executive officers are expected to hold so that our chief executive officer is now required to hold five times (5x) his base salary in Symantec shares. Mr. Salem, our former CEO, had a requirement to hold \$4,000,000 worth of Symantec shares, and he held an amount that exceeded this requirement. Our chief financial officer is required to hold three times (3x) his base salary and the rest of the executive officers are required to hold two times (2x) their base salaries in Symantec shares. Stock options and unvested restricted stock awards or performance-based restricted stock units do not count towards satisfying our stock ownership guidelines. In addition, an executive officer who has not satisfied the applicable stock ownership level must retain at least 50% of all net (after-tax) equity grants until the required stock ownership level has been met. We found that our revised stock ownership and retention requirements are consistent with our peers' requirements.

***Our existing anti-hedging and recoupment policies further align the interests of our executives with the long-term interests of stockholders.*** Our Insider Trading Policy prohibits our employees, including our executive officers, from short-selling our stock, engaging in transactions involving Symantec-based derivative securities, or otherwise hedging the economic risk of their Symantec shares. This policy ensures that executives bear the full economic risk and reward of share ownership with respect to their holdings. Moreover, our compensation plans contain recoupment (or claw-back) provisions in which the executive may be required to pay back profit realized in the event of certain restatements of our financial statements. In addition, we require all executive officers to pre-clear any transactions involving Symantec shares with our Compliance Officer prior to entering into the transaction.

***Our executive compensation program encourages a focus on long-term performance.*** A significant percentage (over 50%) of our executive officers' compensation consists of long-term equity incentive awards, which consists entirely of performance-based restricted stock units (PRUs) and restricted stock units (RSUs). PRUs are contingent upon the Company achieving certain performance metrics over a three-year period, and are only awarded if the performance metrics are met. RSUs vest over four years. In addition, under our Long Term Incentive Plan (LTIP), our executive officers are eligible to receive performance-based compensation after three years and contingent upon the Company's performance under the LTIP performance metrics. We believe our long-term performance compensation enhances the alignment to long-term financial performance of the Company.

***A requirement for our executive officers to retain our stock until at least reaching normal retirement age could diminish our ability to attract and retain executive talent that is critical to our long-term success.*** In order to attract and retain executive executives in a competitive market, we must have a competitive compensa-

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tion program, including our stock retention program. We have reviewed various data sources on the stock ownership requirements utilized by our peers, and, similar to our current program, under the executive compensation programs currently offered by our peers, executive officers are able to realize value from their equity awards during the course of their employment after they have reached their company's holding requirement threshold. If we imposed a post-employment holding requirement, it could diminish our ability to attract and retain executives or require us to compensate executives in other less effective ways to remain competitive. We believe it is in the best interests of our stockholders that we retain the flexibility to establish executive compensation programs that are competitive in attracting and retaining executives who can best drive long-term stockholder value.

*Symantec has a strong and effective corporate structure practice.* Symantec is committed to strong corporate governance practices, and this is reflected by its strong corporate governance ratings. For example, Institutional Shareholder Services (ISS) has given us a Low Concern rating in each of the four areas it evaluates our governance practices: Audit, Board Structure, Compensation and Shareholder Rights. In addition, ISS recommended a FOR vote in favor of our Board members who were up for reelection at our 2011 Annual Meeting of Stockholders, with members receiving between 99.1% to 82.5% of the votes cast.

For these reasons, the Board believes that our existing stock ownership requirements and other compensation programs and policies effectively facilitate significant stock ownership by our executive officers and that establishing a holding requirement until reaching normal retirement age would not be in the best interests of our stockholders.

**THE BOARD RECOMMENDS A VOTE AGAINST PROPOSAL NO. 4.**

**PROXIES RECEIVED BY THE COMPANY WILL BE VOTED AGAINST**

**THIS PROPOSAL UNLESS OTHERWISE INSTRUCTED.**

**Table of Contents****EQUITY COMPENSATION PLAN INFORMATION**

The following table gives information about Symantec's common stock that may be issued upon the exercise of options, warrants and rights under all of Symantec's existing equity compensation plans as of March 30, 2012:

| Plan Category  | Equity Compensation Plan Information   |  |  |
|--|--|--|--|
|  | Number of Securities<br>to be Issued<br>Upon<br>Exercise of<br>Outstanding Options,<br>Warrants<br>and Rights<br>(a) | Weighted-Average<br>Exercise Price of<br>Outstanding Options,<br>Warrants and<br>Rights<br>(b) | Number of Securities<br>Remaining Available for<br>Future Issuance Under<br>Equity Compensation Plans<br>(Excluding Securities<br>Reflected in Column<br>(a))<br>(c) |
| Equity compensation plans approved by security holders     | 53,174,178   | \$ 12.66   | 105,825,922(1)   |
| Equity compensation plans not approved by security holders | (2)  |  |  |
| Total  | 53,174,178   | \$ 12.66   | 105,825,922  |

(1) Represents 76,536 shares remaining available for future issuance under Symantec's 2000 Director Equity Incentive Plan, 209,599 shares remaining available for future issuance under Symantec's 2002 Executive Officer's Stock Purchase Plan, 25,926,967 shares remaining available for future issuance under Symantec's 2008 Employee Stock Purchase Plan and 79,612,820 shares remaining available for future issuance as stock options, restricted stock units or other awards permitted under Symantec's 2004 Equity Incentive Plan.

(2) Excludes outstanding options covering 4,559,986 shares as of March 30, 2012 that were assumed as part of the Veritas acquisition. Also excludes 1,066,836 outstanding options as of March 30, 2012 that were assumed as part of other acquisitions. The weighted average exercise price of these outstanding options was \$19.16 as of March 30, 2012. In connection with these acquisitions, Symantec has only assumed outstanding options and rights, but not the plans themselves, and therefore, no further options or rights may be granted under these acquired-company plans.

**Table of Contents****OUR EXECUTIVE OFFICERS**

The names of our current executive officers, their ages as of August 1, 2012, and their positions are shown below.

| <b>Name</b>         | <b>Age</b> | <b>Position</b>  |
|---------------------|------------|--|
| Stephen M. Bennett  | 58         | President and Chief Executive Officer                      |
| James A. Beer       | 51         | Executive Vice President and Chief Financial Officer       |
| Janice D. Chaffin   | 58         | Group President, Consumer Business Unit                    |
| Andrew H. Del Matto | 53         | Senior Vice President and Chief Accounting Officer         |
| Francis A. deSouza  | 41         | Group President, Enterprise Products & Services            |
| Rebecca Ranning     | 53         | Executive Vice President and Chief Human Resources Officer |
| William T. Robbins  | 44         | Executive Vice President, Worldwide Sales & Services       |
| Scott C. Taylor     | 48         | Executive Vice President, General Counsel and Secretary    |
| Rowan M. Trollope   | 39         | Group President, SMB and Symantec.cloud                    |

The Board chooses executive officers, who then serve at the Board's discretion. In connection with the resignation of Enrique Salem, our former President and Chief Executive Officer, effective July 24, 2012, the Board appointed Stephen M. Bennett to serve as our President and Chief Executive Officer in addition to his current role as Chairman of the Board effective July 25, 2012. There is no family relationship between any of the directors or executive officers and any other director or executive officer of Symantec.

For information regarding Mr. Bennett, please refer to Proposal 1, Election of Directors Nominees for Director above.

*Mr. Beer* has served as our Executive Vice President and Chief Financial Officer since February 28, 2006. Prior to joining us, Mr. Beer was Senior Vice President and Chief Financial Officer of AMR Corporation and American Airlines, Inc., AMR's principal subsidiary, from January 2004 to February 2006. From September 1991 to January 2004, Mr. Beer held other various management positions in finance and operations at American Airlines including leading the airline's European and Asia Pacific businesses. Mr. Beer holds a bachelor of science in aeronautical engineering from Imperial College, London University and a master of business administration degree from Harvard Business School.

*Ms. Chaffin* has served as our Group President, Consumer Business Unit since April 2007. From May 2006 to April 2007, Ms. Chaffin served as our Executive Vice President and Chief Marketing Officer. Ms. Chaffin joined Symantec in May 2003 as Senior Vice President and Chief Marketing Officer. Prior to Symantec, Ms. Chaffin spent 21 years at Hewlett-Packard Company, a global provider of products, technologies, solutions and services, where she held a variety of marketing and business management positions and most recently served as Vice President of Enterprise Marketing and Solutions. Ms. Chaffin is a member of the board of directors of International Game Technology (IGT). She graduated summa cum laude from the University of California, San Diego with a bachelor's degree and earned a master's degree in business administration from the University of California, Los Angeles, where she was a Henry Ford Scholar.

*Mr. Del Matto* has served as our Senior Vice President and Chief Accounting Officer since April 2012. Mr. Del Matto had served as our Corporate Treasurer and Vice President of Finance Business Operations since September 2009. During his seven year tenure with our company, Mr. Del Matto had also led our Corporate Financial Planning and Analysis, and Revenue and Cost Accounting teams. Prior to joining Symantec in January 2005, Mr. Del Matto had been employed by Inktomi Corporation and SGI Corporation in a variety of finance and accounting leadership roles. Mr. Del Matto started his career with KPMG LLP as a certified public accountant. Mr. Del Matto holds a bachelor of science degree from Ohio University and a master's in business administration degree from Golden Gate University.

*Mr. deSouza* has served as our Group President, Enterprise Products and Services since May 2011. From January 2009 to May 2011, Mr. deSouza served as our Senior Vice President, Enterprise Security Group and from January 2008 to December 2008 as Vice President, Enterprise Messaging Management Group. Prior to joining Symantec, from February 2001 to February 2006, he was Founder and Chief Executive Officer of

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IMlogic, Inc., an enterprise instant messaging software company, that was acquired by Symantec. From February 1998 to February 2001, Mr. deSouza served as Product Unit Manager, Real-time Collaboration Group at Microsoft Corporation and from March 1997 to February 1998, he was co-founder and Chief Executive Officer of Flash Communications, an enterprise instant messaging company that was acquired by Microsoft. Mr. deSouza is Chairman of the board of directors of MedHelp International. Mr. deSouza received a bachelor's degree in electrical engineering and computer science with a minor in economics and a master's degree from Massachusetts Institute of Technology.

*Ms. Ranninger* has served as our Executive Vice President and Chief Human Resources Officer since May 2006, Senior Vice President, Human Resources from January 2000 to May 2006 and Vice President, Human Resources from September 1997 to January 2000. Prior to 1997, Ms. Ranninger served for over six years in the Legal Department. Prior to joining us in 1991, Ms. Ranninger was a business litigator with the law firm of Heller Ehrman White & McAuliffe. She also currently serves as President of Symantec Foundation. Ms. Ranninger graduated magna cum laude from Harvard University with a bachelor's degree, earned a bachelor's degree in jurisprudence from Oxford University and a juris doctorate from Stanford University.

*Mr. Robbins* has served as our Executive Vice President of Worldwide Sales and Services since January 2009. From July 2007 to January 2009, Mr. Robbins served as Senior Vice President of Sales for the Americas geography. From April 2006 to July 2007, he served as Senior Vice President of the Asia Pacific and Japan geography. Mr. Robbins joined Symantec through our acquisition of Veritas in July 2005 and served as our Vice President of Eastern United States and National Telecommunications Sales until April 2006. At Veritas, he served as Vice President of Eastern United States and National Telecommunications Sales from April 2005 to July 2005, Vice President, Northern Europe Sales from January 2005 to April 2005 and from April 2002 to December 2004, he served as Vice President, Worldwide Sales Operations. Mr. Robbins holds bachelor's degrees in business administration and economics, both with top honors from Southern Methodist University in Dallas. He is also a Certified Management Accountant.

*Mr. Taylor* has served as our Executive Vice President, General Counsel and Secretary since August 2008. From February 2007 to August 2008, Mr. Taylor served as our Vice President, Legal. Prior to joining Symantec, Mr. Taylor held various legal and administrative positions at Phoenix Technologies Ltd., a provider of core systems software, from January 2002 to February 2007, including most recently as Chief Administrative Officer, Senior Vice President and General Counsel. From May 2000 to September 2001, he was Vice President and General Counsel at Narus, Inc., a venture-backed private company that designs IP network management software. Mr. Taylor is a member of the board of directors of VirnetX. He holds a juris doctorate from George Washington University, and a bachelor's degree from Stanford University.

*Mr. Trollope* has served as our Group President, SMB and Symantec.cloud since May 2011. From April 2010 to May 2011, Mr. Trollope served as our Senior Vice President, Symantec Hosted Services. Mr. Trollope previously served as Senior Vice President, Consumer R&D and Marketing from April 2007 to April 2010, and as Vice President, Consumer Product Engineering from December 2005 to April 2007. From January 2004 to December 2005, Mr. Trollope led Symantec's high-end enterprise security business as Vice President of Security Management Solutions. Mr. Trollope has held various management positions and functional leadership roles at Symantec since September 1991, working as both an individual contributor and leader in nearly every function in the R&D organization. Mr. Trollope is also a co-founder and a member of the board of directors of Software Shelf, Inc.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth information, as of July 24, 2012, with respect to the beneficial ownership of Symantec common stock by (i) each stockholder known by Symantec to be the beneficial owner of more than 5% of Symantec common stock, (ii) each member of the Board, (iii) the named executive officers of Symantec included in the Summary Compensation Table appearing in on page 54 of this proxy statement and (iv) all current executive officers and directors of Symantec as a group.

Beneficial ownership is determined under the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Percentage ownership is based on 703,533,087 shares of Symantec common stock outstanding as of July 24, 2012 (excluding shares held in treasury). Shares of common stock subject to stock options and restricted stock units vesting on or before September 21, 2012 (within 60 days of July 24, 2012) are deemed to be outstanding and beneficially owned for purposes of computing the percentage ownership of such person but are not treated as outstanding for purposes of computing the percentage ownership of others.

| Name and Address of Beneficial Owner  | Amount and<br>Nature of<br>Beneficial<br>Ownership | Percent<br>of Class |
|---|--|---------------------|
| <b>5% Beneficial Owner</b>  |  |                     |
| Dodge & Cox(1)  | 59,569,866   | 8.4%                |
| BlackRock, Inc.(2)  | 55,607,777   | 7.9%                |
| <b>Directors and Executive Officers</b>   |  |                     |
| Enrique Salem*(3)   | 2,220,000  | **                  |
| James A. Beer(4)  | 813,188  | **                  |
| William T. Robbins(5)   | 469,086  | **                  |
| Michael A. Brown(6)   | 282,133  | **                  |
| Rowan M. Trollope(7)  | 225,456  | **                  |
| Robert S. Miller(8)   | 224,928  | **                  |
| V. Paul Unruh(9)  | 223,968  | **                  |
| Francis A. deSouza(10)  | 210,268  | **                  |
| David L. Mahoney(11)  | 205,502  | **                  |
| Daniel H. Schulman(12)  | 125,649  | **                  |
| Geraldine B. Laybourne  | 65,439   | **                  |
| Frank E. Dangeard   | 57,000   | **                  |
| Stephen M. Bennett  | 48,619   | **                  |
| Stephen E. Gillett  | 17,876   | **                  |
| All current Symantec executive officers and directors as a group (17 persons)(13) | 4,951,257  | **                  |

\* Mr. Salem resigned from the Company effective July 24, 2012.

\*\* Less than 1%.

(1) Based solely on a Schedule 13G filing made by Dodge & Cox on February 10, 2012, reporting sole voting and dispositive power over the shares. This stockholder's address is 555 California Street, 40th Floor, San Francisco, CA 94104.

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- (2) Based solely on a Schedule 13G filing made by BlackRock, Inc. on February 10, 2012, reporting sole voting and dispositive power over the shares. This stockholder's address is 40 East 52nd Street, New York, NY 10022.
  
- (3) Includes 1,723,876 shares subject to options that will be exercisable as of September 21, 2012.
  
- (4) Includes 696,250 shares subject to options that will be exercisable as of September 21, 2012.
  
- (5) Includes 390,571 shares subject to options that will be exercisable as of September 21, 2012.

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(6) Includes 175,630 shares subject to options that are exercisable as of September 21, 2012.

(7) Includes 204,500 shares subject to options that will be exercisable as of September 21, 2012.

(8) Includes 84,000 shares subject to options that are exercisable as of September 21, 2012.

(9) Includes 180,630 shares subject to options that are exercisable as of September 21, 2012.

(10) Includes 178,187 shares subject to options that will be exercisable as of September 21, 2012.

(11) Includes 106,000 shares subject to options that are exercisable as of September 21, 2012.

(12) Includes 36,000 shares subject to options that are exercisable as of September 21, 2012.

(13) Includes 3,782,815 shares subject to options that will be exercisable and restricted stock units vesting as of September 21, 2012. Symantec has adopted a policy that executive officers and members of the Board hold an equity stake in the Company. The policy requires each executive officer to hold a minimum number of shares of Symantec common stock. Newly appointed executive officers are not required to immediately establish their position, but are expected to make regular progress to achieve it. The Nominating and Governance Committee reviews the minimum number of shares held by the executive officers and directors from time to time. The purpose of the policy is to more directly align the interests of our executive officers and directors with our stockholders. See *Stock Ownership Requirements* under the *Compensation Discussion & Analysis* for a description of the stock ownership requirements applicable to our executive officers.

**Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16 of the Exchange Act requires Symantec's directors, executive officers and any persons who own more than 10% of Symantec's common stock, to file initial reports of ownership and reports of changes in ownership with the SEC. Such persons are required by SEC regulation to furnish Symantec with copies of all Section 16(a) forms that they file.

Based solely on its review of the copies of such forms furnished to Symantec and written representations from the directors and executive officers, Symantec believes that all Section 16(a) filing requirements were met in fiscal year 2012.



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**EXECUTIVE COMPENSATION AND RELATED INFORMATION**

**COMPENSATION DISCUSSION & ANALYSIS (CD&A)**

**EXECUTIVE SUMMARY**

This compensation discussion and analysis describes the material elements of Symantec's executive compensation program for fiscal 2012. For fiscal 2012, our named executive officers (NEOs) were:

Enrique Salem, former President and Chief Executive Officer (resignation effective in fiscal 2013, as of July 24, 2012)

James A. Beer, Executive Vice President and Chief Financial Officer

Rowan M. Trollope, Group President, SMB and Symantec.cloud

Francis A. deSouza, Group President, Enterprise Products & Services

William T. Robbins, Executive Vice President, Worldwide Sales and Services

***Our Compensation Philosophy and Practices***

The overriding principle driving our compensation programs is our belief that it benefits all of our constituencies for management's compensation to be tied to our current and long-term performance. The following factors demonstrate our continued and heightened commitment to pay-for-performance and to corporate governance best practices:

In fiscal year 2012, we extended our commitment to pay for performance by reducing the fixed component targets of executive compensation, and increasing the variable, performance dependent targets, thereby furthering the goal of aligning executive pay with shareholder returns. This change will have the ultimate result of paying our executives at the 50<sup>th</sup> percentile unless we perform well. More specifically, we shifted our target pay positioning for our executive officers from the 65<sup>th</sup> percentile to the 50<sup>th</sup> percentile of the relevant market composite for salary, and are gradually shifting the percentile of the relevant market composite we target for other performance-based pay elements from the 50<sup>th</sup> percentile to the 65<sup>th</sup> percentile (such change to occur over time and subject to performance for any given executive officer).

We now grant performance-based restricted stock units to our named executive officers in lieu of stock option grants as a regular part of our annual executive compensation program, and, in light of our stockholders' support of our pay-for-performance philosophy, we now apply this practice to a larger group of our employees (all vice presidents and above). As of the end of fiscal year 2012, this movement to performance-based restricted stock units would have resulted in a payout of 61% of the target number of shares for those grants that were made in the previous year, reflecting our commitment to linking long-term compensation to relative total shareholder return.

In April 2012, we enhanced our long-standing stock ownership guidelines for our executive officers, requiring them to hold a higher minimum value in shares so that they have an even greater financial stake in our company, thereby further aligning the interests of our executive officers with those of our stockholders.

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We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code, and any potential severance payments are well under 3 times our executive officers' total target cash compensation.

We have clawback provisions, providing for the return of any excess compensation received by an executive officer if our financial statements are the subject of a restatement due to error or misconduct.

Our executive officers are prohibited from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities.

While our cash incentive compensation is designed to reward outstanding performance of our executive officers, payouts under each plan are capped to discourage excessive or inappropriate risk taking by our executive officers.

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**Table of Contents*****Summary of Compensation Matters During Fiscal 2012***

In fiscal 2012, Symantec delivered 9% year-over-year growth in revenue (6% adjusting for currency) and 4% growth in deferred revenue (5% adjusting for currency) driven by strength in our backup business, Software-as-a Service (SaaS), data loss prevention, and managed security services offerings. Our cash flow from operations remained strong, increasing 6% compared to fiscal 2011 while our cash and cash equivalents (including short-term investments) grew 9% year-over-year. Our non-GAAP net income increased by 7% and non-GAAP diluted earnings per share grew 13% year over year. We spent \$893 million to repurchase 51 million shares, reducing our common stock outstanding by 6.5%, or a net 4.3% after adjusting for the issuance of employee stock compensation.

As detailed below, during fiscal 2012, we used three core financial metrics, which we believe are strongly correlated to enterprise value for companies in our sector, to measure company performance under our executive compensation programs: revenue, non-GAAP earnings per share (EPS) and cash flow from operations. In addition, business unit performance metrics were a factor in the bonus awards of our named executive officers, other than our former CEO, under our Executive Annual Incentive Plan. Our revenue and non-GAAP EPS in fiscal 2012 were slightly below our targeted level of performance for the full fiscal year. Our cash flow from operations was higher than our targeted level of performance for fiscal 2012. Our named executive officers were compensated in a manner consistent with our core pay-for-performance compensation philosophy as well as with the terms of our compensation arrangements. The following are highlights of our named executive officers compensation for fiscal 2012 and are discussed in greater detail in this CD&A:

While the value of our NEOs' actual total direct compensation increased from fiscal 2011 to fiscal 2012, this increase was due to specific events within the company that needed to be addressed: two of the NEOs were promoted, which resulted in the need to align their compensation with their substantially greater responsibilities. The other two NEOs were subject to external recruiting efforts from competitors, and were given retention grants in order to ensure their continued service in a highly competitive environment. Nevertheless, a significantly higher proportion of their pay was at-risk compared to fiscal 2011. The primary reason for these increases is the larger equity awards given to the NEOs (other than our former CEO), including the promotional and retention-based grants (other than for our former CEO), which are described starting on page 47. The larger equity awards were consistent with our philosophy to pay for performance by emphasizing a more variable compensation target and lower base pay target for all executives.

For fiscal 2012, approximately 91% of our former CEO's target total direct compensation was at risk and, on average, approximately 89% of the target total direct compensation for our other NEOs was at risk.

For fiscal 2012, our named executive officers received 92.5% to 101.5% of their target payout under our FY12 Executive Annual Incentive Plans based on our revenue and non-GAAP EPS performance and, other than our former CEO, the named executive officer's business unit performance.

For fiscal 2012, our operating cash flow target was \$1,876 million and we achieved 101% of our target, resulting in a payout of 105% of target bonus amounts under our FY12 Long Term Incentive Plan (LTIP) for our named executive officers who remain our employees as of the end of fiscal 2014.

In fiscal 2012, we ceased granting stock options as a regular part of the annual equity compensation component of the compensation program for our named executive officers. We granted performance-based restricted stock units and restricted stock units to our named executive officers. Our performance-based restricted units program uses non-GAAP EPS and relative total stockholder return as performance metrics, two metrics strongly tied to long-term stockholder value creation. As a result, approximately 68% of the target value of our former CEO's fiscal 2012 equity compensation was in the form of performance-based restricted stock units and approximately 32% was in the form of time-based restricted stock units.

To enhance the alignment between our executive officers and stockholder interests, in April 2012 we increased the level of our stock ownership guidelines for our executive officers and implemented a holding requirement of 50% of all net (after-tax) equity grants until the target level of stock ownership is met.



**Table of Contents*****Our New CEO Compensation for Fiscal 2013***

After the resignation of Enrique Salem, our former President and Chief Executive Officer, effective July 24, 2012, the Board appointed our Chairman, Stephen M. Bennett, as our current President and Chief Executive Officer effective July 25, 2012. In August 2012, the Board approved Mr. Bennett's compensation for his role as our President and Chief Executive Officer for the remainder of fiscal 2013. In determining the appropriate compensation for Mr. Bennett for fiscal 2013, the Board considered, among other things, the fact that Mr. Bennett's role as President and Chief Executive Officer commenced in the second quarter of fiscal 2013 and his compensation should be based on performance during his time as President and Chief Executive Officer since his ability to influence the Company's performance in fiscal 2013 was materially limited by starting his employment at the end of July 2012. Since Mr. Bennett's performance metrics are the same as our other NEOs and reflect performance for the full fiscal 2013, the Board decided to adjust his Conditional PRU Award (as defined in his PRU Agreement) to assure that he would have an appropriate level of incentive for the two fiscal years after his first shortened fiscal year of service. The Board does not intend to provide such adjustments going forward for Mr. Bennett. For further details on Mr. Bennett's compensation for his role as our current President and Chief Executive Officer, please see the description under our Summary Compensation Table for Fiscal 2012 on page 54.

***CEO Pay Realized and Realizable Gains***

The Compensation Committee believes that our executive officers' total compensation should be reflective of our company's performance. Accordingly, a large portion of our executive officers' compensation is composed of equity awards, which derive their value based on our stock price performance. As a result, there can be no assurance that these grant date fair values will ever be realized by the named executive officers. This risk is illustrated in the chart below, which depicts our former CEO's total compensation values calculated based on grant date fair value equity values and realized and realizable equity gains.

The total compensation values based on realized and realizable gains are the sum of base salary, actual Annual Incentive Plan payout earned for the fiscal year, actual cash-LTIP payout earned for the fiscal year but not paid for 2 years after the fiscal year-end, and realized and realizable gains from the equity awards granted for the fiscal year. The realized and realizable gains of equity awards generally represent the intrinsic values of those equity awards, based upon the closing price for a share of our common stock of \$14.50 on July 2, 2012 (or, in the case of vested restricted stock unit awards, the closing price on the vesting date).

The performance-based restricted stock unit value is based on the estimated number of shares that may be earned based on probable outcome of performance conditions in light of our actual fiscal 2012 EPS performance and relative TSR performance as of the end of fiscal 2012 and the closing price of our common stock as of July 2, 2012.

**Table of Contents*****Say on Pay Advisory Vote on Executive Compensation***

We held our first annual advisory vote on executive compensation, commonly known as Say-on-Pay, last year at our 2011 Annual Meeting of Stockholders, and expect to hold these votes on an annual basis in the future, including at the 2012 Annual meeting of Stockholders. While these votes are not binding, we believe that it is important for our stockholders to have an opportunity to express their views regarding our executive compensation programs and philosophy as disclosed in our proxy statement on an annual basis. The Compensation Committee values our stockholders' opinions and the Board and the Compensation Committee will consider the outcome of the vote when making future compensation decisions for our named executive officers. In addition to an annual advisory vote on executive compensation, we are committed to ongoing engagement with our stockholders on executive compensation matters generally. These engagement efforts take place through telephone calls, in-person meetings and correspondence with our stockholders.

Approximately 98% of the votes cast on the advisory vote on executive compensation voted in favor of our executive compensation as disclosed in our 2011 Proxy Statement. The Board and the Compensation Committee considered this favorable outcome and believed it conveyed our stockholders' support of our existing executive compensation philosophy and programs, including the changes implemented at the beginning of fiscal 2012. As a result, the Compensation Committee has not made any material changes in the structure of our executive compensation programs or pay for performance philosophy. However, in light of the stockholders' support of our pay-for-performance philosophy, we applied this principle to a larger group of our employees by replacing time-based stock option grants with performance-based restricted stock units for all vice presidents and above.

***Roles of Our Compensation Committee, Executive Officers and Consultants in our Compensation Process***

The Compensation Committee, which is comprised entirely of independent directors, is responsible for overseeing all of Symantec's compensation programs, including the review and recommendation to the independent directors of our Board all compensation arrangements for our CEO and the review and approval of the compensation payable to our other named executive officers.

The independent directors of the Board evaluate the CEO's performance and the Compensation Committee then reviews and recommends to the independent members of the Board all compensation arrangements for the CEO. After discussion, the independent members of the Board determine the CEO's compensation. The Compensation Committee also discusses the performance of the other named executive officers with the CEO, reviews the compensation recommendations that the CEO submits for the other named executive officers, makes any appropriate adjustments, and approves their compensation. While our CEO provides input and makes compensation recommendations with respect to executive officers other than himself, our CEO does not make recommendations with respect to his own compensation or participate in the deliberations regarding the setting of his own compensation by the Board or the Compensation Committee.

Since fiscal 2004, the Compensation Committee has engaged Mercer, an outside consulting firm, to provide advice and ongoing recommendations on executive compensation matters. The Compensation Committee oversees Mercer's engagement. Mercer representatives meet informally with the Compensation Committee Chair and the Chief Human Resources Officer and also with the Compensation Committee during its regular meetings, including in executive sessions from time to time without any members of management present.

As part of its engagement in fiscal 2012, Mercer provided, among other services, advice and recommendations on the amount and form of executive and director compensation. For example, Mercer evaluated and advised the Compensation Committee on the peer group that the Compensation Committee uses to develop a market composite for purposes of establishing named executive officer pay levels (as described below), the competitiveness of our director and executive compensation programs, the design of awards under and proposed performance metrics and ranges for incentive plans, compensation-related trends and developments in our industry and the broader talent market and regulatory developments relating to compensation practices.

We paid Mercer approximately \$187,000 for executive compensation services in fiscal 2012. In addition, with the Compensation Committee's approval, management engaged and Symantec paid Mercer and its affiliates for other services, including approximately \$1.898 million for other unrelated consulting and business services. We also reimbursed Mercer and its affiliates for reasonable travel and business expenses. The Compensation

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Committee did not review or approve the other services provided by Mercer and its affiliates to Symantec, as those services were approved by management in the normal course of business. Based in part on policies and procedures implemented by Mercer to ensure the objectivity of its executive compensation consultants, the Compensation Committee believes that the consulting advice it receives from Mercer is objective and not influenced by Mercer's or its affiliates' other relationships with Symantec.

The Compensation Committee establishes our compensation philosophy, approves our compensation programs and solicits input and advice from several of our executive officers and Mercer. As mentioned above, our CEO provides the Board of Directors and the Compensation Committee with feedback on the performance of our executive officers and makes compensation recommendations (other than with respect to his own compensation) that go to the Compensation Committee for their approval. Our CEO, CFO, Chief Human Resources Officer and General Counsel regularly attend the Compensation Committee's meetings to provide their perspectives on competition in the industry, the needs of the business, information regarding Symantec's performance, and other advice specific to their areas of expertise. In addition, at the Compensation Committee's direction, Mercer works with our Chief Human Resources Officer and other members of management to obtain information necessary for Mercer to make their own recommendations as to various matters as well as to evaluate management's recommendations.

### **FACTORS WE CONSIDER IN DETERMINING OUR COMPENSATION PROGRAMS**

We apply a number of compensation policies and analytic tools in implementing our compensation principles. These policies and tools guide the Compensation Committee in determining the mix and value of the compensation components for our named executive officers, consistent with our compensation philosophy. They include:

**Focus on Pay-for-Performance:** Our executive compensation program is designed to reward executives for results. As described below, the pay mix for our named executive officers emphasizes variable pay in the form of short- and long-term cash and equity awards. Short-term results are measured by annual revenue, non-GAAP earnings per share and, for all our named executive officers other than our CEO, business unit performance. Long-term results are measured by share price appreciation, and achievement of operating cash flow targets. With the introduction of performance-based restricted stock units as a regular part of our annual executive compensation program beginning with fiscal 2012, our long-term results are also measured by the achievement of the total stockholder return ranking for our company as compared to the S&P 500.

**A Total Rewards Approach:** Elements of the total rewards offered to our executive officers include base salary, short- and long-term incentives including equity awards, health benefits, a deferred compensation program and a consistent focus on individual professional growth and opportunities for new challenges.

**Appropriate Market Positioning:** Our general pay positioning strategy is to target the levels of base salary, annual short-term cash incentive structure and long-term incentive opportunities and benefits for our named executive officers with reference to the relevant market data for each position. The Compensation Committee may set the actual components for an individual named executive officer above or below the positioning benchmark based on factors such as experience, performance achieved, specific skills or competencies, the desired pay mix (e.g., emphasizing short- or long-term results), and our budget.

For fiscal 2012, to further strengthen our pay for performance focus, we shifted our target pay positioning for our executive officers from the 65<sup>th</sup> percentile to the 50<sup>th</sup> percentile of the relevant market composite for salary, and are gradually shifting the percentile of the relevant market composite we target for the variable pay elements from the 50<sup>th</sup> percentile to the 65<sup>th</sup> percentile, subject to individual performance. Prior to this change, our policy was to target the base salary for our executive officers at the 65<sup>th</sup> percentile of the relevant market data and variable compensation target for our executive officers at the 50<sup>th</sup> percentile of the relevant market data. We believe that these adjustments align our executive officers compensation more directly with the Company's performance. See also "Appropriate Pay Mix" below for more information about this change.

**Competitive Market Assessments:** Market competitiveness is one factor that the Compensation Committee considers each year in determining a named executive officer's overall compensation package, including pay mix. The Compensation Committee relies on various data sources to evaluate the market competitiveness of each pay element, including publicly-disclosed data from a peer group of companies (see discussion below) and pub-

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lished survey data from a broader set of information technology companies that the Compensation Committee, based on the advice of Mercer, believes represent Symantec’s competition in the broader talent market. The peer group’s proxy statements provide detailed pay data for the top five positions. Survey data provides compensation information from a broader group of information technology companies, with positions matched based on specific job scope and responsibilities. The Compensation Committee considers data from these sources as a framework for making compensation decisions for each named executive officer’s position.

The information technology industry in which we compete is characterized by rapid rates of change and intense competition from small and large companies, and the companies within this industry have significant cross-over in leadership talent needs. As such, we compete for executive talent with leading software and services companies as well as in the broad information technology industry. We particularly face intense competition with companies located in the geographic areas where Symantec operates, regardless of specific industry focus or company size. Further, because we believe that stockholders measure our performance against a wide array of technology peers, the Compensation Committee uses a peer group that consists of a broader group of high technology companies in different market segments that are of a comparable size to us. The Compensation Committee uses this peer group, as well as other relevant market data, to evaluate named executive officer pay levels (as described above).

The Compensation Committee reviews our peer group on an annual basis, and the group may be adjusted from time to time based on a comparison of market capitalization, industry and peer group performance. We did not make any changes to our peer group for fiscal 2012. The following companies were included in our peer group analysis:

| <b>Symantec Peer Group</b> |                    |                  |
|----------------------------|--------------------|------------------|
| Adobe Systems              | Analog Devices     | Apple            |
| CA                         | Cisco Systems      | Electronic Arts  |
| EMC                        | Harris Corp        | Juniper Networks |
| Lexmark International      | NetApp             | Oracle           |
| Qualcomm                   | Seagate Technology | Yahoo!           |

**Appropriate Pay Mix:** Consistent with our pay-for-performance philosophy, our executive officers’ compensation is structured with a large portion of their total direct compensation paid based on the performance of our company and the applicable business unit. In determining the mix of the various reward elements and the value of each component, the Compensation Committee takes into account the executive’s role, the competitiveness of the market for executive talent, company performance, business unit performance, internal pay equity and historical compensation. In making its determinations with regard to compensation, the Compensation Committee reviews the various compensation elements for the CEO and our other named executive officers (including base salary, target annual bonus, target and accrued award payments under the Long Term Incentive Plans, and the value of vested and unvested equity awards actually or potentially issued).



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The percentage of an executive officer's compensation opportunity that is at-risk, or variable instead of fixed, is based primarily on the officer's level of influence at Symantec. Executive officers generally have a greater portion of their pay at risk through short- and long-term incentive programs than the rest of our employee population because of their relatively greater responsibility and ability to influence our company's performance. Typically, a materially higher proportion of the CEO's compensation opportunity is at-risk relative to our other named executive officers because the nature of his role and ability to influence our company's performance. For fiscal 2012, the proportion of the compensation opportunity was relatively the same for all NEOs due to the retention-based and promotional restricted stock units granted to the named executive officers other than our former CEO. As illustrated by the following charts, for fiscal 2012, approximately 91% of our former CEO's target total direct compensation (sum of base salary, target annual incentive, target cash long-term-incentive and grant date fair value of equity awards) was at-risk, and on average approximately 89% of our other named executive officers' compensation opportunity was at-risk compensation.

**FY12 CEO Target Direct Compensation****Mix****FY12 All Other NEOs Average Target****Direct Compensation Mix**

\* The values of PRU grants were calculated using the grant date fair value.

**Form and Mix of Long-Term Equity Incentive Compensation:** Beginning in fiscal 2012, we replaced stock options with performance-based restricted stock units so that the long-term equity incentive compensation component of our regular annual executive compensation program consists entirely of performance-based restricted stock units and restricted stock units for our named executive officers. With this change, we allocated a significantly larger portion of the value of the CEO's target total long-term equity incentive award in the form of performance-based restricted stock units than in time-vested restricted stock units, as depicted in the chart above. We believe these allocations strike the appropriate balance for long-term equity incentives awards between performance and retention.

For fiscal 2012, our former CEO received approximately 68% of the value of his target long-term equity incentive award compensation in the form of performance-based restricted stock units, and 32% in restricted stock units. Other named executive officers received, on average, approximately 31% of the target value of their equity compensation in the form of performance-based restricted stock units and 69% in restricted stock units, reflecting the impact of retention-based and promotional restricted stock unit grants made to our named executive officers (other than our former CEO) in fiscal 2012, which caused a shift in the mix of fiscal 2012 long-term incentives toward restricted stock unit grants and away from performance-based restricted stock unit grants. Excluding the retention-based and promotional restricted stock unit grants, on average, 56% of our other named executive officers' fiscal 2012 target equity incentive award value was based on performance-based restricted stock units and 44% based on restricted stock units.

These percentages (and other percentage-based equity awards values discussed below) are based on the grant date fair value of the shares of common stock underlying the restricted stock units, and the grant date fair value of the performance-based restricted stock units at the target level award size. The awards made to our named executive officers, other than the CEO, are determined by the Compensation Committee after reviewing recommendations made by the CEO. In determining its recommendations to the independent directors of the

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Board, in the case of CEO compensation, and in making compensation decisions with respect to other named executive officers, the Compensation Committee may consider factors such as the individual's responsibilities, the individual's performance, business unit performance, industry experience, current pay mix, total compensation competitiveness, long-term equity and cash awards previously granted to the individual, retention considerations, and other factors.

**Compensation Risk Assessment:** The Compensation Committee, in consultation with Mercer, has conducted its annual risk analysis on Symantec's compensation policies and practices, and does not believe that our compensation programs encourage excessive or inappropriate risk taking by our executives or are reasonably likely to have a material adverse effect on Symantec.

## **COMPENSATION COMPONENTS**

The major components of compensation for our named executive officers continue to be: (i) base salary, (ii) short-term cash incentive awards, (iii) long-term cash incentive awards, and (iv) equity incentive awards. Reflecting the global nature of our business, one of our named executive officers, Rowan M. Trollope, was on international assignment in the United Kingdom prior to becoming a Symantec executive officer in fiscal 2012. Mr. Trollope received additional benefits for certain relocation and transportation expenses and tax payments in connection with his international assignment in the United Kingdom. While these amounts reflect a significant component of his total compensation reported in the Summary Compensation Table on page 54, they were not a factor in the Compensation Committee's decisions with respect to his compensation for fiscal 2012 because they did not relate to Mr. Trollope's service as an executive officer and were designed to minimize any financial detriment to him from his prior assignment.

### **Base Salary**

The Compensation Committee reviews the named executive officers' salaries annually as part of its overall competitive market assessment and may make adjustments based on positioning relative to market, individual role, performance, contribution levels, and our overall salary budget. The independent members of the Board of Directors review the CEO's salary in executive session (*i.e.*, without any executives present), and changes are considered in light of market pay assessments and the Board's annual CEO performance evaluation, in each case without the participation of our CEO. In setting the base salaries for the other named executive officers, the Compensation Committee also considers the recommendations of the CEO based upon his annual review of their performance. Although the Compensation Committee takes into account the factors and information described above during its review and determination of the base salary for each executive officer, it does not assign a specific weight to any element and does not measure individual performance against an objective standard in the evaluation of an executive officer's base salary. Instead, these reviews and determinations are based on the Compensation Committee's subjective judgment taking into account all available information, including the competitive market assessment.

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Based on a competitive market assessment conducted by Mercer and taking into account the factors described above, the Compensation Committee increased our former CEO's base salary for fiscal 2012 by 6.7% to \$800,000, an amount the Compensation Committee recognized was well below the median levels of our peer group and the broader survey peer group data. Prior to this and the increase from fiscal 2010 to fiscal 2011, our former CEO's base salary had remained the same since he was promoted to Chief Operating Officer in January 2008 and was not adjusted when he was promoted to Chief Executive Officer in April 2009 due to an overall company salary freeze driven by the challenging economic environment. Base salaries for James Beer and William Robbins remained the same from the previous year, as base salary increases for fiscal 2011 were deemed effective in continuing to achieve the Compensation Committee's goals for this component of executive compensation. Rowan Trollope and Francis deSouza were each appointed to the position of Group President at the beginning of fiscal 2012. In connection with these promotions, each officer received an 8.7% increase in recognition of his increased responsibilities. The following table presents each named executive officer's base salary for fiscal 2012 as compared to fiscal 2011:

|                    | FY12<br>(\$) | FY11<br>(\$) | Change<br>(%) |
|--------------------|--------------|--------------|---------------|
| Enrique Salem      | 800,000      | 750,000      | 6.7(1)        |
| James A. Beer      | 700,000      | 700,000      | 0.0           |
| Rowan M. Trollope  | 435,000      | 400,000      | 8.7(2)        |
| Francis A. deSouza | 435,000      | 400,000      | 8.7(2)        |
| William T. Robbins | 475,000      | 475,000      | 0.0           |

(1) Notwithstanding the 6.7% increase received by Mr. Salem, his base salary remained below the median of the peer group.

(2) The increases received by Messrs. Trollope and deSouza were given in recognition of their increased responsibilities with their promotions.

**Executive Annual Incentive Plan**

The Executive Annual Incentive Plans for our executive officers are adopted pursuant to the Senior Executive Incentive Plan (SEIP) most recently approved by our stockholders in 2008. The Executive Annual Incentive Plans adopted under the SEIP are annual cash incentive plans that are designed to reward named executive officers (and other participants) for generating strong financial results for our Company in the short term. To support collaboration within the senior leadership group, all named executive officers earn incentive compensation based on performance against pre-determined corporate goals described below. The Compensation Committee may choose to measure the named executive officers' achievement against specific business unit or individual performance targets as well.

**Executive Annual Incentive Plan Target Opportunities:** Under the Executive Annual Incentive Plans for a given fiscal year, each named executive officer has a target award opportunity, expressed as a percentage of base salary, with the ability to earn above or below that target based on actual performance. Target award opportunities for our Executive Annual Incentive Plans are established by the Compensation Committee using peer group and survey data and taking into account other factors, such as internal equity and competitive pressures affecting retention. The following table presents each named executive officer's target bonus opportunity (on an actual and percentage of base salary basis) for fiscal 2012 as compared to fiscal 2011:

|                    | FY12 Target<br>% of Base | FY11 Target<br>% of Base | FY12<br>(\$) | FY11<br>(\$) | Change<br>(%) |
|--------------------|--------------------------|--------------------------|--------------|--------------|---------------|
| Enrique Salem      | 150                      | 150                      | 1,200,000    | 1,125,000    | 6.7           |
| James A. Beer      | 95                       | 90                       | 665,000      | 630,000      | 5.6           |
| Rowan M. Trollope  | 80                       | 70                       | 348,000      | 280,000      | 24.3          |
| Francis A. deSouza | 80                       | 70                       | 348,000      | 280,000      | 24.3          |
| William T. Robbins | 95                       | 80                       | 451,250      | 380,000      | 18.8          |



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The award opportunities for fiscal 2012 were determined based on the relevant market data, desired market positions, the desired mix between cash and equity-based incentive pay, internal pay equity goals, and the role of the named executive officer. Taking into account these factors for fiscal 2012, the Compensation Committee increased the target award opportunity as a percentage of base salary for all of the NEOs with the exception of Enrique Salem. The bonus target increases for the NEOs (other than Enrique Salem) were made based on our new compensation market positioning strategy to target market 65<sup>th</sup> percentile level for short- and long-term incentives and total direct compensation. The promotion to Group President also contributed to the increase in the applicable target award percentage under the Executive Annual Incentive Plan for Messrs. Trollope and deSouza, and increased the absolute value of such award opportunities due to the related increase in the base salary from which each target award value was derived.

At the time award opportunities are established, there is no assurance that the amount of the target awards will be realized. As explained below, each named executive officer must achieve threshold performance for each metric established in the named executive officer's executive annual incentive plan to receive any payment for such metric. The payout under the Executive Annual Incentive Plan is also capped at different levels based on the performance metric.

**Executive Annual Incentive Plan Performance Measures and Target Setting:** Executive Annual Incentive Plan performance targets are established at or about the beginning of each plan year. Our management develops proposed goals with reference to a variety of factors, including our historical performance, internal budgets, market and peer performance, and external expectations for our performance. The Compensation Committee reviews, adjusts as necessary, and approves the goals, the range of performance, and the weighting of the goals. Following the end of each fiscal year, the Compensation Committee reviews our actual performance against the performance measures established in the fiscal year's Executive Annual Incentive Plans (after making any appropriate adjustments to such measures for the effects of corporate events that were not anticipated in establishing the performance measures), determines the extent of achievement and approves the payment of annual cash incentives, if warranted. In determining the achievement of performance metrics for fiscal 2012, the Compensation Committee made adjustments to both the revenue and non-GAAP EPS targets for several acquisitions made during the year. The determination of awards for the revenue and non-GAAP EPS metrics is formulaic, while the business unit performance metric is determined based on a qualitative evaluation of business unit performance against pre-established operational and strategic goals, with input from our CEO. In determining achievement of business unit metrics, the Compensation Committee gives weight to the input of our CEO, but final decisions about the compensation of our named executive officers are made solely by the Compensation Committee. Although the Compensation Committee has the discretion to adjust awards as appropriate, it did not exercise such discretion for fiscal 2012.

The performance measures and weightings under the Fiscal Year 2012 Executive Annual Incentive Plans for the named executive officers were as follows:

|            | Revenue | Non-GAAP EPS | Business Unit Performance |
|------------|---------|--------------|---------------------------|
| CEO        | 50%     | 50%          | N/A                       |
| Other NEOs | 50%     | 20%          | 30%                       |

We used the above performance metrics because:

Over time, revenue and non-GAAP EPS measures have strongly correlated with stockholder value creation for Symantec;

Improvement in revenue and non-GAAP EPS measures aligns with our overall growth strategy;

The revenue and non-GAAP EPS measures are transparent to investors and are included in our quarterly earnings releases;

The revenue and non-GAAP EPS measures balance growth and profitability;

The performance goals used for the business unit performance component align with our operational and strategic objectives; and

The business unit performance metric provides a balance in incentive compensation as it focuses on both operational excellence and strategic goals.

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Revenue and non-GAAP EPS performance targets are established based on a range of inputs, including external market economic conditions, growth outlooks for our product portfolio, the competitive environment, our internal budgets, and market expectations.

If results for a goal are below threshold, the funding level for that goal is 0%, and participants will be paid no incentive compensation for that goal. A threshold performance level would result in a payout of 70% of the target opportunity in the case of revenue and 75% of the target opportunity in the case of non-GAAP EPS. At target, the goal is funded at the 100% level. Below target, the payout for revenue achievement decreases by 5% of the target opportunity for each additional 1% below target revenue achievement levels (assuming the threshold is met). Above target, the payout for revenue achievement increases by 10% of the target opportunity for each additional 1% above target achievement levels up to 10% over target for a maximum payout of 200% of the target opportunity. For non-GAAP EPS, the payout increases or decreases by 5% of the target opportunity for each additional 1% above or below target achievement levels (assuming the threshold is met), subject to a cap of a 150% payout upon 110% achievement. The following table summarizes the foregoing discussion of threshold, target and maximum performance levels and the relative payout at each level under the Fiscal Year 2012 Executive Annual Incentive Plans:

|                  | <b>Revenue<br/>Performance<br/>as % of<br/>Target</b> | <b>Revenue<br/>Payout<br/>as % of<br/>Target</b> | <b>EPS<br/>Performance<br/>as % of<br/>Target</b> | <b>EPS<br/>Payout<br/>as % of<br/>Target</b> |
|------------------|---|--|---|--|
| <b>Threshold</b> | 94  | 70   | 95  | 75   |
| <b>Target</b>    | 100   | 100  | 100   | 100  |
| <b>Maximum</b>   | 110   | 200  | 110   | 150  |

The performance objectives used to determine the achievement of a business unit performance are established at or shortly after the beginning of the fiscal year. The objectives chosen are measurable goals and published internally within our company. Each business unit sets its objectives in the following four areas and results are monitored quarterly:

Business Results

Customer and Partner Loyalty

Operational Excellence

Employee Engagement

The CEO evaluates the performance level of each named executive officer's business unit against the pre-determined goals following the end of fiscal year, then makes a recommendation to the Compensation Committee. The Compensation Committee then reviews the CEO's compensation recommendations for the other named executive officers, makes any appropriate adjustments, and approves their compensation. The potential payout for this metric ranges from 0% to 150% based on achievement of these preset goals.

***Achievement of Fiscal Year 2012 Performance Metrics:***

For fiscal 2012, our revenue target was \$6,669 million and our non-GAAP EPS target was \$1.54 per share. The Compensation Committee determined that we achieved 99% of the revenue metric, resulting in a 95% payout for that portion of the plan based on the plan target amount, and 99% of the non-GAAP EPS metric, resulting in a payout for that portion of the plan at 90% of the plan target amount. For purposes of calculating achievement of these metrics, foreign exchange movements were held constant at plan rates, pursuant to the terms of the plans.

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For fiscal 2012, the business unit performance payout level for Messrs. Beer, deSouza and Robbins was above target based on strong performances by their respective business units. Mr. Trollope's SMB and .cloud business unit performed below its set target, as reflected in his business unit payout. Our NEOs' fiscal 2012 annual incentive payout level by performance metric, total payout as percentage of target opportunity and total payout amounts are provided in the table below:

|                    | Revenue<br>Payout % | EPS<br>Payout % | Business<br>Unit<br>Performance<br>Payout % | Total<br>Payout<br>as % of<br>Target | Payout<br>Amount (\$) |
|--------------------|---------------------|-----------------|---|--------------------------------------|-----------------------|
| Enrique Salem      | 95                  | 90              | N/A   | 92.5                                 | 1,110,000             |
| James A. Beer      | 95                  | 90              | 115   | 100                                  | 665,000               |
| Rowan M. Trollope  | 95                  | 90              | 90  | 92.5                                 | 321,900               |
| Francis A. deSouza | 95                  | 90              | 115   | 100                                  | 348,000               |
| William T. Robbins | 95                  | 90              | 120   | 101.5                                | 458,019               |

**Long Term Incentive Plan (LTIP)**

In April 2011, the Compensation Committee approved our LTIP for fiscal 2012. Under the terms of this plan, named executive officers are eligible to receive performance-based compensation based upon the level of attainment of target operating cash flow for the fiscal year ending March 30, 2012. The Compensation Committee believes that the LTIP provides an ongoing retention and performance incentive by balancing the restricted stock unit and performance-based restricted stock unit vesting periods (four years and three years, respectively) with a component that will enhance the alignment to long-term financial performance. The FY12 LTIP was adopted pursuant to the SEIP most recently approved by our stockholders in 2008.

**FY12 LTIP Target Opportunities:** The target bonus amounts under the FY12 LTIP were \$2,000,000 for Enrique Salem and \$425,000 for each of the other named executive officers.

**FY12 LTIP Performance Measure and Target Setting:** Under the FY12 LTIP, the long-term incentive metric is measured at the end of the one-year performance period (i.e., the end of fiscal 2012) and, subject to the meeting of the performance target and satisfaction of continuing service requirements, will be paid following the last day of the second fiscal year following the end of the performance period (i.e., the end of fiscal 2014). We believe the combination of this performance metric and time-based vesting requirement provides appropriate performance incentives and promotes the long-term retention of our executive officers. By basing the FY12 LTIP payout on operating cash flow, the plan focuses on a specific, measurable corporate goal that is aligned with generating stockholder value, and provides performance-based compensation based upon the actual achievement of the goal. We believe that the exclusive metric of operating cash flow, as opposed to revenue or non-GAAP EPS, appropriately focuses our executives on tangible growth and cost reduction opportunities. Operating cash flow is also a direct measure of business success and balances the annual plan measures that are not subject to some of the timing issues associated with the accounting rules relating to revenue and non-GAAP EPS, which can lead to fluctuations in results that are not necessarily directly tied to our business success.

A participant is eligible for 25% of the target FY12 LTIP award if at least 85% of budgeted operating cash flow target is achieved with respect to the performance period and for up to 200% of the target FY12 LTIP award if at least 120% of budgeted operating cash flow is attained with respect to the performance period. The following table presents the threshold, target and maximum performance levels of the operating cash flow target as a percentage of the performance target and the relative payout at each level as a percentage of the applicable target opportunity under the FY12 LTIP:

|           | Cash Flow from Operations<br>Performance<br>as %<br>of<br>Target | Payout<br>as %<br>of<br>Target |
|-----------|--|--------------------------------|
| Threshold | 85   | 25                             |
| Target    | 100  | 100                            |
| Maximum   | 120  | 200                            |





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At the time award opportunities are established, there is no assurance that the amount of the target awards will be realized. A participant must be an employee of the Company on the payment date to receive the payment, creating a strong incentive for our executive officers to serve through the payment date for these awards. Subject to certain limited exceptions, a participant who terminates his or her employment with the Company before the payment date will not be eligible to receive the payment or any prorated portion thereof.

For fiscal 2012, our operating cash flow target was \$1,876 million and we achieved 101% of our target, resulting in a payout of 105% of target bonus amounts under our FY12 LTIP for our named executive officers who remain our employees as of the end of fiscal 2014. This level of achievement against target compares to our reported increase in cash flow from operations of approximately 6% from fiscal 2011 to fiscal 2012.

Our NEOs' fiscal 2012 LTIP target awards, actual awards and total payout as percentage of target opportunity are provided in the table below:

|                    | LTIP<br>Target (\$) | LTIP<br>Actual<br>Award (\$) | Payout<br>as % of<br>Target |
|--------------------|---------------------|------------------------------|-----------------------------|
| Enrique Salem      | 2,000,000           | 2,100,000                    | 105                         |
| James A. Beer      | 425,000             | 446,250                      | 105                         |
| Rowan M. Trollope  | 425,000             | 446,250                      | 105                         |
| Francis A. deSouza | 425,000             | 446,250                      | 105                         |
| William T. Robbins | 425,000             | 446,250                      | 105                         |

**Equity Incentive Awards**

The primary purpose of our equity incentive awards is to align the interests of our named executive officers with those of our stockholders by rewarding the named executive officers for creating stockholder value over the long-term. By compensating our executives with equity incentive awards, our executives hold a stake in the Company's financial future. The gains realized in the long term depend on our executives' ability to drive the financial performance of the Company. Equity incentive awards are also a useful vehicle for attracting and retaining executive talent in our competitive talent market.

Our 2004 Equity Incentive Plan provides for the award of stock options, stock appreciation rights, restricted stock, and restricted stock units (including performance-based restricted stock units). We granted named executive officers restricted stock units and performance-based restricted stock units in fiscal 2012 (as described in more detail below, including under the Summary Compensation Table and Grants of Plan-Based Awards table on pages 54 and 57, respectively). We also offer all employees the opportunity to participate in the 2008 Employee Stock Purchase Plan, which allows for the purchase of our stock at a discount to the fair market value through payroll deductions. This plan is designed to comply with Section 423 of the Code. During fiscal 2012, four of the named executive officers participated in the 2008 Employee Stock Purchase Plan.

We seek to provide equity incentive awards that are competitive with companies in our peer group and the other information technology companies that the Compensation Committee includes in its competitive market assessment. As such, we establish target equity incentive award grant guideline levels for the named executive officers based on competitive market assessments. When making annual equity awards to named executive officers, we consider corporate results during the past year, the role, responsibility and performance of the individual named executive officer, the competitive market assessment described above, prior equity awards, and the level of vested and unvested equity awards then held by each named executive officer. In making equity awards, we also generally take into consideration gains recognizable by the executive from equity awards made in prior years. Mercer provides the Compensation Committee with market data on these matters, as well as providing to the Compensation Committee summaries of the prior grants made to the individual named executive officers.

As discussed below, the Compensation Committee believes that for fiscal 2012, a mix of time-based restricted stock units and performance-based restricted stock units is the appropriate long-term equity incentive for named executive officers, and stock options are no longer granted to the named executive officers as a regular part of our annual executive compensation program. For fiscal 2012, approximately 68% of our former CEO's equity incentive award value was granted in the form of performance-based restricted stock units and approximately 32% in the form of restricted stock units. On average 31% of the named executive officers' (other than

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our former CEO) equity incentive award value was granted in the form of performance-based restricted stock units and approximately 69% in the form of restricted stock units. While this mix of equity incentive awards reflected our philosophy to allocate a significantly larger portion of the value of the CEO's target total long-term equity incentive award in the form of performance-based restricted stock units than time-vested restricted stock units, and an equal target value of performance-based restricted stock units and restricted stock units to our other named executive officers, the mix of fiscal 2012 long-term incentives for our named executive officers other than our former CEO was impacted by the retention-based and promotional restricted stock unit grants as described below.

**Restricted Stock Units (RSUs):** RSUs represent the right to receive one share of Symantec common stock for each RSU vested upon the settlement date, which is the date on which certain conditions, such as continued employment with us for a pre-determined length of time, are satisfied. The Compensation Committee believes that RSUs align the interests of the named executive officers with the interests of the stockholders because the value of these awards appreciates if the trading price of our common stock appreciates, and these awards also have retention value even during periods in which our trading price does not appreciate, which supports continuity in the senior management team.

Shares of our stock are issued to RSU holders as the awards vest. The vesting schedule for RSUs granted to our named executive officers in fiscal 2012 provided that each award vests in four equal annual installments with the exception of the promotional and retention-based grants described below. These promotional and retention-based RSU grants vest 25% after approximately two years from the grant date, 25% after approximately 3 years and 50% after approximately four years from the grant date, reflecting the Compensation Committee's desire to retain these executive officers in a competitive environment. (Details of RSUs granted to the named executive officers in fiscal 2012 are disclosed in the Summary Compensation Table and Grants of Plan-Based Awards table on pages 54 and 57, respectively.)

**Performance-based Restricted Stock Units (PRUs):** For fiscal 2012, the Compensation Committee granted PRUs for the first time in furtherance of our pay for performance philosophy. Implementation of this program represents an important step taken by our Compensation Committee to continue to drive a pay-for-performance culture with a component directly linked to our total stockholder return over two and three-year periods. Unlike our restricted stock unit awards, the shares underlying the PRUs awarded for fiscal 2012 are eligible to be earned only if we achieve the same non-GAAP EPS metric for the Executive Annual Incentive Plan for fiscal 2012. Depending on our achievement of this metric, 0% to 133% of the target shares will be eligible to be earned at the end of fiscal 2013 and 2014, based on, and subject to further adjustment as a result of, the achievement of the total stockholder return (TSR) ranking for our company as compared to the S&P 500. If any target shares become eligible (the eligible shares) to be earned in fiscal 2013 and 2014 as a result of achievement of the non-GAAP EPS metric for fiscal 2012, then 50% to 150% of one-half of the eligible shares may be earned based on the achievement of the TSR goal for the two years ended March 29, 2013 and 50% to 150% of one-half of the eligible shares (plus any eligible shares not earned on March 29, 2013 if less than 100% of the TSR goal is achieved for the two-year period then ended) may be earned based on the achievement of the TSR goal for the three years ended March 28, 2014. Subject to certain exceptions (including acceleration of vesting upon a change in control of the company under the terms of the Symantec Executive Retention Plan, as amended), the award shall vest, if at all, only at the end of the third year of the performance period (i.e., fiscal 2014), and the named executive officer must be employed by us at the end of such period in order to vest in the award.

The following table summarizes the number of shares underlying long-term equity incentive awards granted to our NEOs in fiscal 2012:

|                    | Target PRUs (#) | RSUs (#) | Retention RSUs (#) | Promotion RSUs (#) |
|--------------------|-----------------|----------|--------------------|--------------------|
| Enrique Salem      | 150,000         | 90,000   |                    |                    |
| James A. Beer      | 40,000          | 40,000   | 50,000(1)          |                    |
| Rowan M. Trollope  | 40,000          | 40,000   |                    | 100,000(2)         |
| Francis A. deSouza | 40,000          | 40,000   |                    | 100,000(2)         |
| William T. Robbins | 40,000          | 40,000   | 50,000(1)          |                    |

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(1) Messrs. Beer and Robbins were subject to external recruiting efforts from competitors, and were given retention grants in order to ensure their continued service in a highly competitive environment.

(2) Messrs. Trollope and deSouza were promoted, which resulted in the standard practice of granting promotion-based equity. The following table summarizes the value of each award and the total target equity incentive awards for each named executive officer as of the Grant Date (values of restricted stock unit awards are based upon the closing price for a share of our common stock of \$18.50 on June 10, 2011). Values of performance-based restricted stock unit awards are based on the grant date fair value of \$24.10 for Messrs. Salem, Beer and Robbins, and \$22.98 for Messrs. Trollope and deSouza.

|                    | PRU Value at<br>Grant Date (\$) | RSU Value at<br>Grant Date (\$) | Retention RSU<br>Value at<br>Grant<br>Date(\$) | Promotion<br>RSU Value<br>at<br>Grant Date(\$) | Total Target Equity<br>Incentive Awards<br>Value at Grant<br>Date(\$) |
|--------------------|---------------------------------|---------------------------------|--|--|---|
| Enrique Salem      | 3,615,000                       | 1,665,000                       |  |  | 5,280,000   |
| James A. Beer      | 964,000                         | 740,000                         | 925,000  |  | 2,629,000   |
| Rowan M. Trollope  | 919,200                         | 740,000                         |  | 1,850,000                                      | 3,509,200   |
| Francis A. deSouza | 919,200                         | 740,000                         |  | 1,850,000                                      | 3,509,200   |
| William T. Robbins | 964,000                         | 740,000                         | 925,000  |  | 2,629,000   |

The following table summarizes the value of each award and the total target equity incentive awards for each named executive officer as of July 2, 2012 (values of equity awards are based upon the closing price for a share of our common stock of \$14.50 on July 2, 2012 (or, in the case of vested awards, the closing price on the vesting date)):

|                    | PRU Value as of<br>07/02/12 (\$)(1) | RSU Value as of<br>07/02/12 (\$)(2) | Retention RSU<br>Value as of<br>07/02/12(\$) | Promotion<br>RSU Value as<br>of<br>07/02/12(\$) | Total Target Equity<br>Incentive Awards<br>Value as of<br>07/02/12(\$) |
|--------------------|-------------------------------------|-------------------------------------|--|---|--|
| Enrique Salem      | 1,329,143                           | 1,381,275                           |  |   | 2,710,418  |
| James A. Beer      | 354,438                             | 613,900                             | 725,000                                      |   | 1,693,338  |
| Rowan M. Trollope  | 354,438                             | 613,900                             |  | 1,450,000                                       | 2,418,338  |
| Francis A. deSouza | 354,438                             | 613,900                             |  | 1,450,000                                       | 2,418,338  |
| William T. Robbins | 354,438                             | 613,900                             | 725,000                                      |   | 1,693,338  |

(1) The performance-based restricted stock unit value is based on the estimated number of shares that may be earned based on probable outcome of performance conditions in light of number of expected shares to be released for fiscal 2012 year-end performance (based on our actual fiscal 2012 EPS performance and relative TSR performance as of the end of fiscal 2012).

(2) One-quarter of these awards vested as of March 1, 2012.

All of our NEOs received a higher value of total target long-term incentive compensation award compared to fiscal 2011, reflecting our pay position strategy shift in fiscal 2012 to target the 65<sup>th</sup> percentile of the relevant market data for long-term incentive compensation and total direct compensation, and the promotional and retention-based RSU grants described above. Notwithstanding these increases, according to Mercer's competitive market assessment, the market position for our former CEO's target total direct compensation remained below the median level of our peer group.

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The target value of the regular equity incentive awards granted as part of our annual executive compensation program was determined with reference to the 65<sup>th</sup> percentile of relevant market data for long-term incentive compensation. In addition to these regular awards, we granted RSUs to James Beer and William Robbins for retention purposes and to Rowan Trollope and Francis deSouza in connection with their promotion to Group President. The retention-based RSUs reflect the Compensation Committee's desire to retain our senior executive management team in order to execute our long-term goals in a competitive environment, and the grant date value of such awards was set at a level that the Compensation Committee determined, based on its subjective judgment,

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would achieve this desired outcome. Similarly, the Compensation Committee used its subjective judgment to determine the appropriate grant date value of the promotional awards for Messrs. deSouza and Trollope, in each case taking into account their increased role and responsibilities and based on Mercer's competitive market data. (Details of equity grants made to the named executive officers in fiscal 2012 are disclosed in the Summary Compensation Table and Grants of Plan-Based Awards table on pages 54 and 57, respectively.)

For fiscal 2012, our non-GAAP EPS target under the PRUs was \$1.54 per share. The Compensation Committee determined that we achieved 99% of this metric, resulting in 97% of the target shares becoming eligible to be earned based on achievement of the TSR performance goals under the PRUs. Pursuant to the terms of these awards, each NEO will be eligible to receive at least half of the eligible shares if he remains employed by Symantec through the last day of fiscal 2014 even if we fail to achieve those TSR performance goals, and could receive up to 150% of such shares, depending upon the degree to which we achieve of those goals and the same employment condition is met.

***Burn Rate and Dilution:*** We closely manage how we use our equity to compensate employees. We think of "gross burn rate" as the total number of shares granted under all of our equity incentive plans during a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. We think of "net burn rate" as the total number of shares granted under all of our equity incentive plans during a period, minus the total number of shares returned to such plans through awards cancelled during that period, divided by the weighted average number of shares of common stock outstanding during that period, and expressed as a percentage. "Overhang" we think of as the total number of shares underlying options and awards outstanding plus shares available for issuance under all of our equity incentive plans at the end of a period divided by the weighted average number of shares of common stock outstanding during that period and expressed as a percentage. For purposes of these calculations, each full-value award grant (e.g., restricted stock unit) is treated as the equivalent of the grant of two options in order to recognize the economic difference in the equity vehicle types. The Compensation Committee determines the percentage of equity to be made available for our equity programs with reference to the companies in our market composite. In addition, the Compensation Committee considers the accounting costs that will be reflected in our financial statements when establishing the forms of equity to be granted and the size of the overall pool available. For fiscal 2012, our gross burn rate was 3.46%, our net burn rate was 3.21%, and our overhang was 19.85%.

***Equity Grant Practices:*** The Compensation Committee generally approves grants to the named executive officers at its first meeting of each fiscal year, or shortly thereafter through subsequent action. The grant date for all equity grants made to employees, including the named executive officers, is generally the 10th day of the month following the applicable meeting. If the 10th day is not a business day, the grant is generally made on the previous business day. The Compensation Committee does not coordinate the timing of equity awards with the release of material, nonpublic information. RSUs may be granted from time to time throughout the year, but all RSUs generally vest on either March 1, June 1, September 1 or December 1 for administrative reasons. PRUs are currently granted once a year and vesting occurs only after a three-year performance period.

***Change of Control and Severance Arrangements:*** The vesting of certain stock options, RSUs and PRUs held by our named executive officers will accelerate if they experience an involuntary (including constructive) termination of employment under certain circumstances. In addition, payouts to our named executive officers under our Long Term Incentive Plan will accelerate under certain circumstances. For additional information about these arrangements, see "Other Benefits - Change of Control and Severance Arrangements" below and "Potential Payments Upon Termination or Change in Control," below.

**Retention and Other Awards**

Certain business conditions may warrant using additional compensation approaches to attract, retain or motivate executives. Such conditions include acquisitions and divestitures, attracting or retaining specific or unique talent, and recognition for exceptional contributions. In these situations, the Compensation Committee considers the business needs and the potential costs and benefits of special rewards. In fiscal 2012, the Compensation Committee granted retention-based RSUs to Messrs. Beer and Robbins. See "Equity Incentive Awards" above for a discussion of these awards.

**Table of Contents****Other Benefits**

All named executive officers are eligible to participate in our 401(k) plan (which includes our matching contributions), health and dental coverage, life insurance, disability insurance, paid time off, and paid holidays on the same terms as are available to all employees generally. These rewards are designed to be competitive with overall market practices, and are in place to attract and retain the talent needed in the business. In addition, named executive officers are eligible to participate in the deferred compensation plan, and to receive other benefits described below.

**Deferred Compensation:** Symantec's named executive officers are eligible to participate in a nonqualified deferred compensation plan that provides management employees on our U.S. payroll with a base salary of \$150,000 or greater (including our named executive officers) the opportunity to defer up to 75% of base salary and 100% of cash bonuses for payment at a future date. This plan is provided to be competitive in the executive talent market, and to provide executives with a tax-efficient alternative for receiving earnings. None of our named executive officers participated in this plan during fiscal 2012.

**Additional Benefits:** Symantec's named executive officers typically do not receive perquisites, except in limited circumstances when deemed appropriate by the Compensation Committee. For example, an additional benefit available to named executive officers is reimbursement for up to \$10,000 for financial planning services. The Compensation Committee provides certain perquisites because it believes they are for business-related purposes or are prevalent in the marketplace for executive talent. The value of the perquisites we provide is taxable to the named executive officers and the incremental cost to us for providing these perquisites is reflected in the Summary Compensation Table. (These benefits are disclosed in the All Other Compensation column of the Summary Compensation Table on page 54).

**Change of Control and Severance Arrangements:** Our Executive Retention Plan provides (and, in the case of PRUs, the terms of the PRUs) participants with double trigger acceleration of equity awards and, if applicable, become immediately exercisable, where equity vesting and exercisability is only accelerated in the event the individual's employment is terminated without cause, or is constructively terminated, within 12 months after a change in control of our company (as defined in the plan). In the case of PRUs, PRUs will vest at target if the change in control occurs prior to the first performance period, will vest as to eligible shares if the change in control occurs following the first performance period but before achievement is determined with respect to the second performance period, and will vest as to the sum of the eligible shares determined to be earned for the second performance period plus 50% of the eligible shares if the change in control occurs following the second performance period but before achievement is determined with respect to the third performance period. In the case of our LTIP, participants will receive an accelerated payout (either of the amount that had been accrued for the participants (or 100% of target in certain cases) if we experience a change in control of our company, or if the participant's employment is terminated without cause after the applicable performance period has been completed (assuming the threshold performance for such period has been achieved). See Potential Payments Upon Termination or Change in Control Long Term Incentive Plan below.

We believe that the double trigger acceleration provision appropriately achieves the intent of the plan without providing an undue benefit to executives who continue to be employed following a change in control transaction. The intent of the plan is to enable named executive officers to have a balanced perspective in making overall business decisions in the context of a potential acquisition of our company, as well as to be competitive with market practices. The Compensation Committee believes that change in control benefits, if structured appropriately, serve to minimize the distraction caused by a potential transaction and reduce the risk that key talent would leave our company before a transaction closes.

Following the end of fiscal 2012, the Compensation Committee conducted an ordinary course review of the change in control and severance arrangements applicable to our executive officers. Taking into account consolidation within our industry and the practices prevalent within our peer group, the Compensation Committee modified these arrangements in order to improve retention of our senior executives whose roles would likely be eliminated in connection with a change in control of our company. Specifically, our Executive Retention Plan was amended to provide for the payment of a cash severance benefit for the named executive officers equal to one times such officer's base salary and target payout under the Executive Annual Incentive Plan applicable to

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such named executive officer under the same circumstances equity awards would accelerate under the Executive Retention Plan. In addition, the Compensation Committee adopted the Symantec Corporation Executive Severance Plan, which provides certain severance benefits to our executive officers, including the named executive officers, in the event that such executive officers are involuntarily terminated other than for cause (as defined in the plan). Under the terms of this plan, eligible executive officers are entitled to receive a severance payment equal to one year of base salary. Payment of the foregoing benefit is subject to the applicable officer returning a release of claims. The foregoing benefit is in lieu of benefits provided to the officers under the Symantec Corporation Severance Plan, which provided 10 weeks of base salary for the first year of service plus two weeks of base salary for every additional year of service. The Compensation Committee determined to modify these arrangements for the same reason it adopted our Executive Retention Plan.

In connection with his promotion to CEO in 2009, we entered into an employment agreement with Enrique Salem that provides him with certain benefits upon the involuntary termination of his employment under certain circumstances, including acceleration of vesting and severance payments in connection with a change of control.

The change in control and severance benefits described above do not influence and are not influenced by the other elements of compensation as these benefits serve different objectives than the other elements. We do not provide for gross-ups of excise tax values under Section 4999 of the Internal Revenue Code. Rather, we allow the named executive officer to reduce the benefit received or waive the accelerated vesting of options to avoid excess payment penalties.

Details of each individual named executive officer's benefits, including estimates of amounts payable in specified circumstances in effect as of the end of fiscal 2012, are disclosed under "Potential Payments Upon Termination or Change in Control" below.

## **SUPPLEMENTARY POLICIES AND CONSIDERATIONS**

We use several additional policies to ensure that the overall compensation structure is responsive to stockholder interests and competitive with the market. Specific policies include:

### **Stock Ownership Requirements**

We believe that in order to align the interests of our executive officers with those of our stockholders, our executive officers should have a financial stake in our company. In October 2005, our Compensation Committee instituted stock ownership requirements for our executive officers, which require that our executive officers hold the following minimum number of shares:

CEO: 150,000 shares

CFO: 85,000 shares

Group Presidents and Executive Vice Presidents: 35,000 shares

Chief Accounting Officer (if not otherwise included above): 20,000 shares

In April 2012, to further enhance alignment between our executive officers and stockholder interests, the Compensation Committee modified the stock ownership requirements to increase the minimum levels our executive officers are expected to hold starting in fiscal 2013:

CEO: 5x base salary

CFO: 3x base salary



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Group Presidents and Executive Vice Presidents: 2x base salary  
Stock options and unvested restricted stock awards or performance-based restricted stock units do not count toward stock ownership requirements.

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The Compensation Committee also modified the guidelines to require that an executive officer who does not satisfy the applicable stock ownership level within the required timeframe must retain at least 50% of all net (after-tax) equity grants until the required stock ownership level has been met. The executive officer is required to acquire and thereafter maintain the stock ownership required within four years of becoming an executive officer of Symantec (or four years following the adoption date of these revised guidelines).

As of July 24, 2012, Messrs. Salem, Beer and Robbins have reached the stated ownership requirements for fiscal 2012. Messrs. Trollope and deSouza have until May 2015 to meet the stated thresholds. See the table below for individual ownership levels relative to the executive's ownership requirement.

| Named Executive Officer | Ownership<br>Requirement<br>(# of shares) | Holdings as of<br>July 24, 2012 |
|-------------------------|---|---------------------------------|
| Enrique Salem           | 150,000                                   | 496,124                         |
| James A. Beer           | 85,000                                    | 116,938                         |
| Rowan M. Trollope       | 35,000                                    | 20,956                          |
| Francis A. deSouza      | 35,000                                    | 32,081                          |
| William T. Robbins      | 35,000                                    | 78,515                          |

**Recoupment Policies (Clawbacks)**

Since fiscal 2009, we have included provisions within our executive annual incentive plans to the effect that we will seek reimbursement of excess incentive cash compensation if our financial statements are the subject of a restatement due to error or misconduct. Our long-term incentive plans have contained such provisions since their inception during fiscal 2008.

**Insider Trading and Hedging Policies**

Our Insider Trading Policy prohibits all directors and employees from short-selling Symantec stock or engaging in transactions involving Symantec-based derivative securities, including, but not limited to, trading in Symantec-based option contracts (for example, buying and/or writing puts and calls).

In addition, our Insider Trading Policy requires that our Chief Executive Officer, Chief Financial Officer, and each of our directors conduct open market sales of our securities only through use of stock trading plans adopted pursuant to Rule 10b5-1 of the Exchange Act. Rule 10b5-1 allows insiders to sell and diversify their holdings in our stock over a designated period by adopting pre-arranged stock trading plans at a time when they are not aware of material nonpublic information about us, and thereafter sell shares of our common stock in accordance with the terms of their stock trading plans without regard to whether or not they are in possession of material nonpublic information about the Company at the time of the sale. All other executives are strongly encouraged to trade using 10b5-1 plans.

**Tax and Accounting Considerations on Compensation**

The financial reporting and income tax consequences to the Company of individual compensation elements are important considerations for the Compensation Committee when it reviews compensation practices and makes compensation decisions. While structuring compensation programs that result in more favorable tax and financial reporting treatment is a general principle, the Compensation Committee balances these goals with other business needs that may be inconsistent with obtaining the most favorable tax and accounting treatment for each component of its compensation.

**Deductibility by Symantec.** Under Section 162(m) of the Internal Revenue Code, we may not receive a federal income tax deduction for compensation that is not performance-based (as defined in the Section 162(m) rules) paid to the Chief Executive Officer and the next three most highly compensated executive officers (other than our Chief Financial Officer) to the extent that any of these persons receives more than \$1,000,000 in nonperformance-based compensation in any one year. While the Compensation Committee considers the deductibility of awards as one factor in determining our executive compensation, it also looks at other factors in

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making its executive compensation decisions and retains the flexibility to grant awards or pay compensation the Compensation Committee determines to be consistent with its goals for Symantec's executive compensation program even if the awards are not deductible by Symantec for tax purposes.

**Tax Implications for Officers.** Section 409A of the Internal Revenue Code imposes additional income taxes on executive officers for certain types of deferred compensation that do not comply with Section 409A. The Company attempts in good faith to structure compensation so that it either conforms with the requirements of or qualifies for an exception under Code Section 409A. Section 280G of the Internal Revenue Code imposes an excise tax on payments to executives of severance or change of control compensation that exceed the levels specified in the Section 280G rules. Our named executive officers could receive the amounts shown in the section entitled Potential Payments Upon Termination or Change in Control (beginning on page 60 below) as severance or change of control payments that could implicate this excise tax. As mentioned above, we do not offer our officers as part of their change of control benefits any gross-ups related to this excise tax under Code Section 4999.

**Accounting Considerations.** The Compensation Committee also considers the accounting and cash flow implications of various forms of executive compensation. In its financial statements, the Company records salaries and performance-based compensation incentives as expenses in the amount paid, or to be paid, to the named executive officers. Accounting rules also require the Company to record an expense in its financial statements for equity awards, even though equity awards are not paid as cash to employees. The accounting expense of equity awards to employees is calculated in accordance with the requirements of FASB Accounting Standards Codification Topic 718. The Compensation Committee believes, however, that the many advantages of equity compensation, as discussed above, more than compensate for the non-cash accounting expense associated with them.

### **Compensation Committee Interlocks and Insider Participation**

The members of Symantec's Compensation Committee during fiscal 2012 were Stephen M. Bennett, Michael A. Brown, Geraldine B. Laybourne, David L. Mahoney and Daniel H. Schulman. None of the members of Symantec's Compensation Committee in fiscal 2012 was at any time during fiscal 2012 or at any other time an officer or employee of Symantec or any of its subsidiaries, and none had or have any relationships with Symantec that are required to be disclosed under Item 404 of Regulation S-K. None of Symantec's executive officers has served as a member of the board of directors, or as a member of the compensation or similar committee, of any entity that has one or more executive officers who served on our Board of Directors or Compensation Committee during fiscal 2012.

### **Compensation Committee Report**

*The information contained in the following report of Symantec's Compensation Committee is not considered to be soliciting material, filed or incorporated by reference in any past or future filing by Symantec under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that Symantec specifically incorporates it by reference.*

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis (CD&A) contained in proxy statement. Based on this review and discussion, the Compensation Committee has recommended to the Board that the CD&A be included in this Annual Report on Form 10-K for the fiscal year ended March 30, 2012.

By: The Compensation Committee of the Board of Directors:

Stephen M. Bennett (resigned from the Compensation Committee, effective July 24, 2012)

Geraldine B. Laybourne

David L. Mahoney

Daniel H. Schulman (Chairman through July 24, 2012)

**Table of Contents****Summary of Compensation**

The following table shows for the fiscal year ended March 30, 2012, compensation awarded to or paid to, or earned by, our former Chief Executive Officer, our Chief Financial Officer and the three most highly compensated executive officers who were serving as executive officers (other than as our Chief Executive Officer or Chief Financial Officer) at March 30, 2012 (the named executive officers or NEOs).

**Summary Compensation Table for Fiscal 2012**

| Name and Principal Position                   | Fiscal Year | Salary (\$) | Bonus (\$) | Stock Awards (\$)(1) | Option Awards (\$)(2) | Non-Equity Incentive   | All Other Compensation (\$)(3) | Total (\$) |
|---|-------------|-------------|------------|----------------------|-----------------------|------------------------|--------------------------------|------------|
|   |             |             |            |                      |                       | Plan Compensation (\$) |                                |            |
| Enrique Salem                                 | 2012        | 800,000     |            | 5,280,000            |                       | 3,210,000(4)           | 98,462(5)                      | 9,388,462  |
| Former President and Chief Executive Officer* | 2011        | 750,000     |            | 1,732,800            | 1,711,658             | 4,281,250(6)           | 33,975(7)                      | 8,509,683  |
|   | 2010        | 625,000     |            | 2,398,200            | 2,888,793             | 3,092,969(8)           | 17,387(9)                      | 9,022,349  |
| James A. Beer                                 | 2012        | 700,000     |            | 2,629,000            |                       | 1,111,250(10)          | 99,556(11)                     | 4,539,806  |
| Executive Vice President,                     | 2011        | 700,000     |            | 505,400              | 398,060               | 1,117,050(12)          | 19,632(13)                     | 2,740,142  |
| Chief Financial Officer                       | 2010        | 660,000     |            | 720,040              | 547,106               | 747,120(14)            | 12,949(15)                     | 2,687,215  |
| Rowan M. Trollope                             | 2012        | 435,000     |            | 3,509,200            |                       | 768,150(16)            | 1,181,354(17)                  | 5,893,704  |
| Group President,                              |             |             |            |                      |                       |                        |                                |            |
| SMB and Symantec.cloud                        |             |             |            |                      |                       |                        |                                |            |
| Francis A. deSouza                            | 2012        | 435,000     |            | 3,509,200            |                       | 794,250(18)            | 62,822(19)                     | 4,801,272  |
| Group President,                              |             |             |            |                      |                       |                        |                                |            |
| Enterprise Products & Services                |             |             |            |                      |                       |                        |                                |            |
| William T. Robbins                            | 2012        | 475,000     |            | 2,629,000            |                       | 904,269(20)            | 69,946(21)                     | 4,078,215  |
| Executive Vice President,                     | 2011        | 475,000     |            | 361,000              | 238,836               | 875,400(22)            | 35,427(23)                     | 1,985,663  |
| Worldwide Sales and Services                  | 2010        | 453,375     |            | 812,930              | 684,845               | 625,800(24)            | 194,627(25)                    | 2,771,577  |

\* Mr. Salem resigned from the Company, effective July 24, 2012.

- (1) Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASB Accounting Standards Codification Topic 718 for restricted stock unit awards and, solely in the case of fiscal 2012, PRUs, each awarded under Symantec's 2004 Equity Incentive Plan.
- (2) Amounts shown in this column reflect the aggregate full grant date fair value calculated in accordance with FASB Accounting Standards Codification Topic 718 for option awards granted under Symantec's 2004 Equity Incentive Plan. We calculate the grant date fair value of stock options using the Black-Scholes option pricing model. The following table includes the assumptions used to calculate the aggregate grant date fair value of awards reported for fiscal 2011 and 2010. We do not currently pay cash dividends on our common stock. The assumptions listed below are consistent with the assumptions that we used to report stock option valuations and expense in the consolidated financial statements contained in our annual report on Form 10-K for fiscal year 2012:

Grant Date

Volatility (%)

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|           |       | <b>Expected<br/>Life<br/>(Years)</b> | <b>Risk-Free<br/>Interest Rate (%)</b> |
|-----------|-------|--------------------------------------|--|
| 6/10/2010 | 34.02 | 3.51                                 | 1.93                                   |
| 5/11/2009 | 43.94 | 3.38                                 | 1.46                                   |
| 4/10/2009 | 43.94 | 3.38                                 | 1.46                                   |

- (3) Amounts shown in this column for fiscal 2012, as footnoted below, include a payout of accrued PTO balance earned under our paid-time off (PTO) policy. We modified our PTO policy for management positions during fiscal 2012, and members of management, including all of our executive officers, will no longer accrue PTO. This is a one-time payout, and is required under applicable laws.
- (4) This amount represents (a) \$1,110,000 for Mr. Salem's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$2,100,000 accrued on Mr. Salem's behalf for performance during fiscal 2012 under the FY12 LTIP. Mr. Salem will receive a pro-rated amount of the FY12 LTIP award based on the terms of the FY12 LTIP.
- (5) This amount represents PTO payout for Mr. Salem.

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- (6) This amount represents (a) \$1,181,250 for Mr. Salem's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2011, which was earned in fiscal 2011 and paid in fiscal 2012, and (b) \$3,100,000 accrued on Mr. Salem's behalf for performance during fiscal 2011 under the FY11 LTIP. Mr. Salem will receive a pro-rated amount of the FY11 LTIP award based on the terms of the FY11 LTIP.
- (7) This amount represents coverage of expenses related to Mr. Salem's attendance at the Company's FY10 sales achiever's trip.
- (8) This amount represents (a) \$292,969 for Mr. Salem's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2010, which was earned in fiscal 2010 and paid in fiscal 2011, and (b) \$2,800,000 accrued on Mr. Salem's behalf for performance during fiscal 2010 under the FY10 LTIP.
- (9) This amount represents (a) \$7,387 for coverage of expenses related to Mr. Salem's attendance at the Company's FY09 sales achiever's trip, and (b) \$10,000 for reimbursement for tax services.
- (10) This amount represents (a) \$665,000 for Mr. Beer's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$446,250 accrued on Mr. Beer's behalf for performance during fiscal 2012 under the FY12 LTIP. Mr. Beer will be eligible to receive the FY12 LTIP award if he remains employed by the Company through the last day of fiscal 2014.
- (11) This amount represents (a) \$80,105 for PTO payout, (b) \$11,111 for membership fees, (c) \$2,340 for reimbursement for tax services, and (d) \$6,000 for the Company's contributions to Mr. Beer's account under its 401(k) plan.
- (12) This amount represents (a) \$652,050 for Mr. Beer's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2011, which was earned in fiscal 2011 and paid in fiscal 2012, and (b) \$465,000 accrued on Mr. Beer's behalf for performance during fiscal 2011 under the FY11 LTIP. Mr. Beer will be eligible to receive the FY11 LTIP award if he remains employed by the Company through the last day of fiscal 2013.
- (13) This amount represents (a) \$426 for coverage of expenses related to Mr. Beer's attendance at the FY10 Board retreat, (b) \$10,556 for membership fees, (c) \$2,400 for reimbursement for tax services, and (d) \$6,250 for the Company's contributions to Mr. Beer's account under its 401(k) plan.
- (14) This amount represents (a) \$285,120 for Mr. Beer's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2010, which was earned in fiscal 2010 and paid in fiscal 2011, and (b) \$462,000 accrued on Mr. Beer's behalf for performance during fiscal 2010 under the FY10 LTIP.
- (15) This amount represents (a) \$363 for coverage of expenses related to attendance at the FY09 Board retreat, (b) \$879 for membership fees, (c) \$5,707 for reimbursement for tax services, and (d) \$6,000 for the Company's contributions to Mr. Beer's account under its 401(k) plan.
- (16) This amount represents (a) \$321,900 for Mr. Trollope's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$446,250 accrued on Mr. Trollope's behalf for performance during fiscal 2012 under the FY12 LTIP. Mr. Trollope will be eligible to receive the FY12 LTIP award if he remains employed by the Company through the last day of fiscal 2014.

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- (17) This amount represents (a) \$46,288 for PTO payout, (b) \$906 for recognition of 20 years of service, (c) \$6,472 for expat transportation, (d) \$63,222 for cost of living gross up, (e) \$639,224 for expat foreign tax payment gross up, (f) \$411,972 for relocation expenses, (g) \$6,507 for reimbursement for tax services, and (h) \$6,763 for the Company's contributions to Mr. Trollope's account under its 401(k) plan. Mr. Trollope was on an international assignment in fiscal 2012, prior to his becoming an executive officer upon his promotion to Group President in fiscal 2012, and received the relocation, cost of living travel and tax equalization benefits described above in accordance with the Company's international assignment practice.
- (18) This amount represents (a) \$348,000 for Mr. deSouza's executive annual bonus under his Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$446,250 for Mr. deSouza's performance during fiscal 2012 under the FY12 LTIP. Mr. deSouza will be eligible to receive the FY12 LTIP award if he remains employed by the Company through the last day of fiscal 2014.

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- (19) This amount represents (a) \$53,538 for PTO payout, (b) \$2,521 for reimbursement for tax services, and (c) \$6,763 for the Company's contributions to Mr. deSouza's account under its 401(k) plan.
- (20) This amount represents (a) \$458,019 for Mr. Robbins' executive annual bonus under his Executive Annual Incentive Plan for fiscal 2012, which was earned in fiscal 2012 and paid in fiscal 2013, and (b) \$446,250 for Mr. Robbins' performance during fiscal 2012 under the FY12 LTIP. Mr. Robbins will be eligible to receive the FY12 LTIP award if he remains employed by the Company through the last day of fiscal 2014.
- (21) This amount represents (a) \$58,462 for PTO payout, (b) \$9,196 for coverage of expenses related to attendance at the Company's FY11 sales achiever's trip, and (c) \$2,288 for coverage of expenses related to attendance at the FY11 Board retreat.
- (22) This amount represents (a) \$410,400 for Mr. Robbins' executive annual bonus under his Executive Annual Incentive Plan for fiscal 2011, which was earned in fiscal 2011 and paid in fiscal 2012, and (b) \$465,000 for Mr. Robbins' performance during fiscal 2011 under the FY11 LTIP. Mr. Robbins will be eligible to receive the FY11 LTIP award if he remains employed by the Company through the last day of fiscal 2013.
- (23) This amount represents (a) \$33,115 for coverage of expenses related to Mr. Robbins' attendance at the Company's FY10 sales achiever's trip, (b) \$1,018 for coverage of expenses related to attendance at the Company's FY10 Board retreat, and (c) \$1,294 for reimbursement for tax services.
- (24) This amount represents (a) \$163,800 for Mr. Robbins' executive annual bonus under his Executive Annual Incentive Plan for fiscal 2010, which was earned in fiscal 2010 and paid in fiscal 2011, and (b) \$462,000 for Mr. Robbins' performance during fiscal 2010 under the FY10 LTIP.
- (25) This amount represents (a) \$1,182 for retroactive pay, (b) \$179,634 for an Expatriate US Tax Payment gross up, (c) \$12,207 for coverage of expenses related to Mr. Robbins' attendance at the Company's FY09 sales achiever's trip, (d) \$857 for coverage of expenses related to attendance at the FY09 Board retreat, and (e) \$747 for reimbursement for tax services.

After the resignation of Enrique Salem, our former President and Chief Executive Officer, effective July 24, 2012, the Board appointed our Chairman, Stephen M. Bennett, as our current President and Chief Executive Officer effective July 25, 2012. In August 2012, the Board approved Mr. Bennett's compensation for his role as our President and Chief Executive Officer for the remainder of fiscal 2013, and we entered into an employment agreement with Mr. Bennett. Mr. Bennett's annual base salary is \$1,000,000, subject to annual review, and he is eligible for an annual bonus under our Executive Annual Incentive Plan for fiscal 2013 with a target amount of 150% of base salary, subject to proration based on his period of employment as our President and Chief Executive Officer in fiscal 2013. Mr. Bennett is also eligible to receive a target award of \$750,000 under the Company's FY13 LTIP. The Board approved a grant of 115,000 restricted stock units that will vest in four equal annual installments. The Board also approved a grant of 115,000 PRUs that are subject to the same vesting conditions as the awards made to our other named executive officers, except that the target shares that Mr. Bennett will be eligible to earn in fiscal 2014 and 2015 will be not less than 80,000 shares due to the fact that Mr. Bennett's term as President and Chief Executive Officer did not commence until the second quarter of fiscal 2013. Since Mr. Bennett's performance metrics are the same as our other NEOs and reflect performance for the full fiscal 2013, the Board decided to adjust his Conditional PRU Award (as defined in his PRU Agreement) to assure that he would have an appropriate level of incentive for the two fiscal years after his first shortened fiscal year of service. The Board does not intend to provide such adjustments going forward for Mr. Bennett. Mr. Bennett also received a grant of 450,000 performance contingent stock units (PCSUs) that are subject to vesting conditions based on the Company's volume weighted average closing price of its common stock at or above \$18.00, \$20.00 or \$22.00 (collectively, the Price Thresholds). If the Price Thresholds are not achieved by the end of fiscal 2015, then all PCSUs shall be forfeited.

Mr. Bennett's employment agreement also provides that, upon the involuntary termination of his employment under certain circumstances, he is entitled to receive certain benefits, including among other things, cash severance of up to 2.0 times his base annual salary; reimbursement of COBRA premiums; acceleration of any then-unvested stock options and RSUs; acceleration of any then-unvested PRUs and PCSUs in accordance with the terms in the performance-based restricted stock unit agreement and performance contingent stock unit agreement, respectively; and partial acceleration of LTIP payments in accordance with the terms of the applicable Long Term Incentive Plan.





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The following table shows for the fiscal year ended March 30, 2012, certain information regarding grants of plan-based awards to our named executive officers from our incentive plans:

**Grants of Plan-Based Awards in Fiscal 2012**

| Name               | Grant Date(1) | Estimated Future Payouts Under Non-Equity Incentive Plan Awards |              |              | Estimated Future Payouts Under Equity Incentive Plan Awards(4) |            |             | All Other Stock Awards: Number of Shares of Stock or Units (#) | All Other Option Awards: Exercise or Base Price of Securities Underlying Option Awards (#) (\$/Sh) | Grant Date Fair Value of Stock and Option Awards (\$) |
|--------------------|---------------|---|--------------|--------------|--|------------|-------------|--|--|---|
|                    |               | Threshold (\$)  | Target (\$)  | Maximum (\$) | Threshold (#)  | Target (#) | Maximum (#) |  |  |   |
| Enrique Salem*     | 6/10/11       | 870,000(2)  | 1,200,000(2) | 2,100,000(2) | 75,000   | 150,000    | 199,500     | 90,000(5)  |  | 1,665,000   |
|                    |               | 500,000(3)  | 2,000,000(3) | 4,000,000(3) |  |            |             |  |  |   |
| James A. Beer      | 6/10/11       | 482,125(2)  | 665,000(2)   | 1,163,750(2) | 20,000   | 40,000     | 53,200      | 40,000(5)  |  | 740,000   |
|                    | 6/10/11       | 106,250(3)  | 425,000(3)   | 850,000(3)   |  |            |             |  |  | 50,000(6)   |
| Rowan M. Trollope  | 6/10/11       | 252,300(2)  | 348,000(2)   | 609,000(2)   | 20,000   | 40,000     | 53,200      | 40,000(5)  |  | 740,000   |
|                    | 6/10/11       | 106,250(3)  | 425,000(3)   | 850,000(3)   |  |            |             |  |  | 100,000(6)  |
| Francis A. deSouza | 6/10/11       | 252,300(2)  | 348,000(2)   | 609,000(2)   | 20,000   | 40,000     | 53,200      | 40,000(5)  |  | 740,000   |
|                    | 6/10/11       | 106,250(3)  | 425,000(3)   | 850,000(3)   |  |            |             |  |  | 100,000(6)  |
| William T. Robbins | 6/10/11       | 327,156(2)  | 451,250(2)   | 789,688(2)   | 20,000   | 40,000     | 53,200      | 40,000(5)  |  | 740,000   |
|                    | 6/10/11       | 106,250(3)  | 425,000(3)   | 850,000(3)   |  |            |             |  |  | 50,000(6)   |

\* Mr. Salem resigned from the Company, effective July 24, 2012.

- (1) Represents grant date of stock awards.
- (2) Represents threshold, target and maximum payouts with respect to each applicable metric under the FY12 Executive Annual Incentive Plan.
- (3) Represents threshold, target and maximum payouts under the FY12 LTIP. Payment under this plan is contingent upon employment through the last day of fiscal 2014.
- (4) The amounts shown in these rows reflect, in share amounts, the threshold, target, and maximum potential shares eligible ( eligible shares ) to be earned (based on performance for the fiscal 2012 period) at the end of fiscal 2013 and 2014, based on, and subject to further adjustment as a result of, the achievement of the TSR ranking for our company as compared to the S&P 500, as further described in the CD&A section beginning on page 47. In June 2011, each named executive officer was awarded a PRU under the 2004 Equity Incentive Plan, subject to the achievement of the same non-GAAP EPS metric for our FY12 Executive Annual Incentive Plan during fiscal 2012, with a threshold award equal to 50% of the target eligible shares and a maximum award equal to 133% of the target eligible shares. For fiscal 2012, the Compensation Committee determined that we achieved 99% of our non-GAAP EPS target under the PRUs, resulting in 97% of the target eligible shares becoming eligible to be earned based on achievement of the TSR performance goals under the PRUs. Pursuant to the terms of these awards, each NEO will be eligible to receive at least half of the eligible shares if he remains employed by us through the last day of

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fiscal 2014 even if we fail to achieve those TSR performance goals, and could receive up to 150% of such shares, depending upon the degree to which we achieve of those goals and the same employment condition is met.

(5) This RSU grant was granted under the 2004 Equity Incentive Plan and vests in four equal annual installments on each of the first through fourth anniversaries of the date of grant, and is settled in shares on the vesting date.

(6) This RSU grant was granted under the 2004 Equity Incentive Plan. 25% of the shares vests on June 1, 2013, another 25% of the shares vest on June 1, 2014 and the balance vests on June 1, 2015, and is settled in shares on the vesting date.

For a summary of the terms of the FY12 Executive Annual Incentive Plan, see Compensation Discussion & Analysis (CD&A) Compensation Components Executive Annual Incentive Plans above. For a summary of the terms of the FY12 LTIP, see Compensation Discussion & Analysis (CD&A) Compensation Components Long Term Incentive Plans (LTIP) above. Details of acceleration of the equity awards described are disclosed under Compensation Discussion & Analysis (CD&A) Other Benefits Change in Control and Severance Arrangements above and Potential Payments Upon Termination or Change in Control below.

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The following table shows for the fiscal year ended March 30, 2012, certain information regarding outstanding equity awards at fiscal year end for our named executive officers.

**Outstanding Equity Awards At Fiscal Year-End 2012**

| Name               | Grant Date | Option Awards   |   |                            | Stock Awards                          |   | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Yet Vested (#) | Equity Incentive Plan Awards: Value of Unearned Shares, Units or Other Rights that Have Not Yet Vested (\$)* |
|--------------------|------------|---|---|----------------------------|---------------------------------------|---|---|--|
|                    |            | Number of Securities Underlying Unexercised Options (#) | Number of Securities Underlying Unexercised Options (#) | Option Exercise Price (\$) | Option Expiration Date                | Number of Shares or Units of Stock That Have Not Vested (#) |   |  |
| Enrique Salem**    | 6/22/2004  | 147,418   |   | 1.61,<br>20.36(1)          | 6/22/2014,<br>7/15/2013,<br>12/5/2012 |   |   |  |
|                    | 10/20/2005 | 70,000  |   | 22.68                      | 10/20/2012                            |   |   |  |
|                    | 5/12/2006  | 175,000   |   | 17.02                      | 5/12/2013                             |   |   |  |
|                    | 5/10/2007  | 150,000   |   | 19.48                      | 5/10/2014                             |   |   |  |
|                    | 2/8/2008   | 100,000   |   | 17.90                      | 2/8/2015                              |   |   |  |
|                    | 5/9/2008   | 230,000   | 10,000(2)   | 19.99                      | 5/9/2015                              |   |   |  |
|                    | 4/10/2009  | 371,875   | 138,125(3)  | 17.13                      | 4/10/2016                             | 35,000(4)   | 654,500   |  |
|                    | 6/10/2010  | 188,125   | 241,875(5)  | 14.44                      | 6/10/2017                             | 60,000(6)   | 1,122,000   |  |
|                    | 6/10/2011  |   |   |                            |                                       | 67,500(7)   | 1,262,250   | 145,500  |
| James A. Beer      | 3/3/2006   | 300,000   |   | 16.98                      | 3/3/2013                              |   |   |  |
|                    | 5/10/2007  | 150,000   |   | 19.48                      | 5/10/2014                             |   |   |  |
|                    | 5/9/2008   | 95,833  | 4,167(2)  | 19.99                      | 5/9/2015                              |   |   |  |
|                    | 5/11/2009  | 76,500  | 31,500(8)   | 15.32                      | 5/11/2016                             | 23,500(9)   | 439,450   |  |
|                    | 6/10/2010  | 43,750  | 56,250(5)   | 14.44                      | 6/10/2017                             | 17,500(10)  | 327,250   |  |
|                    | 6/10/2011  |   |   |                            |                                       | 80,000(11)  | 1,496,000   | 38,800   |
| Rowan M. Trollope  | 10/20/2004 | 28,000  |   | 27.68                      | 10/20/2014                            |   |   |  |
|                    | 10/20/2005 | 30,000  |   | 22.68                      | 10/20/2012                            |   |   |  |
|                    | 6/20/2006  | 9,480   |   | 15.90                      | 6/20/2013                             |   |   |  |
|                    | 5/10/2007  | 22,500  |   | 19.48                      | 5/10/2014                             |   |   |  |
|                    | 5/9/2008   | 37,375  | 1,625(2)  | 19.99                      | 5/9/2015                              |   |   |  |
|                    | 5/11/2009  | 28,333  | 11,667(8)   | 15.32                      | 5/11/2016                             | 11,666(12)  | 218,154   |  |
|                    | 6/10/2010  | 32,812  | 42,188(5)   | 14.44                      | 6/10/2017                             | 15,000(13)  | 280,500   |  |
|                    | 6/10/2011  |   |   |                            |                                       | 130,000(14)   | 2,431,000   | 38,800   |
| Francis A. deSouza | 3/30/2006  | 25,000  |   | 16.98                      | 3/3/2013                              |   |   |  |
|                    | 5/10/2007  | 20,000  |   | 19.48                      | 5/10/2014                             |   |   |  |
|                    | 5/9/2008   | 58,458  | 2,542(2)  | 19.99                      | 5/9/2015                              |   |   |  |
|                    | 5/11/2009  | 25,500  | 10,500(8)   | 15.32                      | 5/11/2016                             | 11,000(15)  | 205,700   |  |
|                    | 1/8/2010   |   |   |                            |                                       | 3,750(16)   | 70,125  |  |
|                    | 6/10/2010  | 32,812  | 42,188(5)   | 14.44                      | 6/10/2017                             | 15,000(13)  | 280,500   |  |
| 6/10/2011          |            |   |   |                            | 130,000(14)                           | 2,431,000   | 38,800  | 725,560  |
| William T. Robbins | 5/3/2002   | 56,209  |   | 23.04                      | 5/3/2012                              |   |   |  |
|                    | 11/19/2002 | 45,670  |   | 14.46                      | 11/19/2012                            |   |   |  |
|                    | 2/17/2004  | 50,589  |   | 29.39                      | 2/17/2014                             |   |   |  |
|                    | 10/20/2005 | 20,000  |   | 22.68                      | 10/20/2012                            |   |   |  |
|                    | 6/20/2006  | 30,000  |   | 15.90                      | 6/20/2013                             |   |   |  |
|                    | 5/10/2007  | 42,000  |   | 19.48                      | 5/10/2014                             |   |   |  |
|                    | 7/10/2007  | 8,000   |   | 18.87                      | 7/10/2014                             |   |   |  |
|                    | 5/9/2008   | 47,916  | 2,084(2)  | 19.99                      | 5/9/2015                              |   |   |  |

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|           |        |           |       |           |            |           |        |         |
|-----------|--------|-----------|-------|-----------|------------|-----------|--------|---------|
| 4/10/2009 | 19,687 | 7,313(3)  | 17.13 | 4/10/2016 | 2,250(17)  | 42,075    |        |         |
| 5/11/2009 | 74,375 | 30,625(8) | 15.32 | 5/11/2016 | 21,500(18) | 402,050   |        |         |
| 6/10/2010 | 26,250 | 33,750(5) | 14.44 | 6/10/2017 | 12,500(19) | 233,750   |        |         |
| 6/10/2011 |        |           |       |           | 80,000(11) | 1,496,000 | 38,800 | 725,560 |

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- \* The market value of the equity awards that have not vested is calculated by multiplying the number of units (eligible shares (as defined in the next footnote) for PRUs) that have not vested by the closing price of our common stock on March 30, 2012, which was \$18.70.
- \*\* Mr. Salem resigned from the Company, effective July 24, 2012.

In June 2011, each NEO was awarded a PRU under the 2004 Stock Incentive Plan, subject to achievement of the same non-GAAP EPS metric for our FY12 Executive Annual Incentive Plan during fiscal 2012 and other performance goals for subsequent fiscal years. The share amount shown in the column above entitled "Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (#)" is the number of target shares that, based on actual performance during fiscal 2012, became eligible ("eligible shares") to be earned depending on achievement of the other performance goals under the PRUs for fiscal 2013 and fiscal 2014. Pursuant to the terms of these awards, each NEO will be eligible to receive at least half of the eligible shares if he remains employed by us through the last day of fiscal 2014 even if we fail to achieve those other performance goals, and could receive up to 150% of such shares, depending upon the degree to which we achieve of those goals and the same employment condition is met. For additional information on these awards, including the threshold, target, and maximum estimated future payouts of these awards for fiscal 2012 performance, see the table entitled "Grants of Plan-Based Awards in Fiscal 2012" above.

- (1) 124,418 shares granted at \$1.61 and 120,000 shares granted at \$20.36.
- (2) Unvested options vest in equal installments monthly on the 9th of each month ending on 5/9/2012.
- (3) Unvested options vest in equal installments monthly on the 10th of each month ending on 4/10/2013.
- (4) 35,000 shares to vest on 3/1/2013.
- (5) Unvested options vest in equal installments monthly on the 10th of each month ending on 6/10/2014.
- (6) 30,000 shares to vest on 3/1/2013 and 30,000 shares to vest on 3/1/2014.
- (7) 22,500 shares to vest on 3/1/2013, 22,500 shares to vest on 3/1/2014, and 22,500 shares to vest on 3/1/2015.
- (8) Unvested options vest in equal installments monthly on the 11th of each month ending on 5/11/2013.
- (9) 11,750 shares to vest on 6/1/2012 and 11,750 shares to vest on 6/1/2013.
- (10) 8,750 shares to vest on 3/1/2013 and 8,750 shares to vest on 3/1/2014.
- (11)

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10,000 shares to vest on 3/1/2013, 10,000 shares to vest on 3/1/2014, 10,000 shares to vest on 3/1/2015, 12,500 shares to vest on 6/1/2013, 12,500 shares to vest on 6/1/2014, and 25,000 shares to vest on 6/1/2015.

(12) 5,833 shares to vest on 6/1/2012 and 5,833 shares to vest on 6/1/2013.

(13) 7,500 shares to vest on 3/1/2013 and 7,500 shares to vest on 3/1/2014.

(14) 10,000 shares to vest on 3/1/2013, 10,000 shares to vest on 3/1/2014, 10,000 shares to vest on 3/1/2015, 25,000 shares to vest on 6/1/2013, 25,000 shares to vest on 6/1/2014, and 50,000 shares to vest on 6/1/2015.

(15) 5,500 shares to vest on 6/1/2012 and 5,500 shares to vest on 6/1/2013.

(16) 1,875 shares to vest on 12/1/2012 and 1,875 shares to vest on 12/1/2013.

(17) 2,250 shares to vest on 3/1/2013.

(18) 10,750 shares to vest on 6/1/2012 and 10,750 shares to vest on 6/1/2013.

(19) 6,250 shares to vest on 3/1/2013 and 6,250 shares to vest on 3/1/2014.

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The following table shows for the fiscal year ended March 30, 2012, certain information regarding option exercises and stock vested during the last fiscal year with respect to our named executive officers:

**Option Exercises and Stock Vested in Fiscal 2012**

| 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 (\$) |
| Enrique Salem*     |   |                                 | 111,667                                  | 2,016,556                      |
| James A. Beer      |   |                                 | 40,500                                   | 749,123                        |
| Rowan M. Trollope  |   |                                 | 27,667                                   | 506,451                        |
| Francis A. deSouza |   |                                 | 28,875                                   | 524,215                        |
| William T. Robbins |   |                                 | 37,584                                   | 693,943                        |

\* Mr. Salem resigned from the Company, effective July 24, 2012.

**Potential Payments Upon Termination or Change-In-Control**

Set forth below is a description of the plans and agreements (other than the Deferred Compensation Plan) that could result in potential payouts to our named executive officers in the case of their termination of employment and/or a change in control of Symantec.

***Symantec Executive Retention Plan***

In January 2001, the Board approved the Symantec Executive Retention Plan, to deal with employment termination resulting from a change in control of the Company. The plan was modified by the Board in July 2002, April 2006, June 2007 and April 2012. Under the terms of the plan, all equity compensation awards (including, among others, stock options, restricted stock units and PRUs) granted by the Company to the Company's Section 16(b) officers (including our named executive officers) would become fully vested (at target or to the extent of achievement for PRUs) and, if applicable, exercisable following a change in control of the Company (as defined in the plan) after which the officer's employment is terminated without cause or constructively terminated by the acquirer within 12 months after the change in control. In the case of PRUs, PRUs will vest at target if the change in control occurs prior to the first performance period, will vest as to eligible shares if the change in control occurs following the first performance period but before achievement is determined with respect to the second performance period, and will vest as to the sum of the eligible shares determined to be earned for the second performance period plus 50% of the eligible shares if the change in control occurs following the second performance period but before achievement is determined with respect to the third performance period. Additionally, in accordance with the terms of the PRU award agreement, in the case that an executive's employment with the Company terminates by reason of the executive's death, total and permanent disability or an involuntary termination by the Company other than for cause (as defined in the award agreement) after the end of the first year of the performance period but prior to the end of the third year of the performance period, then the executive will be entitled to payment of a prorated number of PRUs based on the number of months in the three-year performance period during which the executive was employed by the Company, provided that the Company's performance met at least the threshold level of non-GAAP EPS performance during the first year of the performance period.

In April 2012, the Compensation Committee revised the plan to provide for the payment of a cash severance benefit for our named executive officers equal to one times such officer's base salary and target payout under the Executive Annual Incentive Plan applicable to such named executive officer in the circumstances described above (i.e., following a change in control of the Company after which the officer's employment is terminated without cause or constructively terminated by the acquirer within 12 months after the change in control.)



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***Symantec Corporation Severance Plan***

During fiscal 2008, we adopted the Symantec Corporation Severance Plan, effective as of July 1, 2007, to provide severance benefits to certain eligible employees of Symantec. Individual employees must meet certain criteria in order to participate in the plan, including, among other criteria, (i) the employee is not entitled to severance under any other plan, fund, program, policy, arrangement or individualized written agreement providing for severance benefits that is sponsored or funded by Symantec, and (ii) the employee was involuntarily terminated from active employment because of market conditions or division performance resulting in elimination of their position, and not solely because of poor work performance.

Under the terms of the plan, eligible employees at the Vice President level or above receive severance payments calculated as follows: (i) severance payments equal to ten weeks of base pay if such employee has been employed by Symantec for one year or less; or (ii) severance payments equal to ten weeks of base pay plus the amount calculated by multiplying two weeks of base pay times the number of years of such employee's employment by Symantec after the first year of employment, prorated through the termination date. If an eligible employee timely elects COBRA continuation coverage under Symantec's group insurance plans, Symantec will also subsidize the full amount of premiums for such eligible employees for the period of time upon which severance payments are paid under the plan. Symantec will subsidize premiums for continuation coverage at the same level of coverage in effect immediately before termination of employment for the applicable employee. Eligible employees at the Vice President level are also entitled to receive six months of outplacement services, including counseling and guidance.

Payment of severance payments and COBRA premiums and provision of outplacement assistance pursuant to the Symantec Corporation Severance Plan is subject to the applicable employee's returning a release of claims against Symantec.

***Symantec Executive Severance Plan***

On April 30, 2012, the Compensation Committee adopted the Symantec Executive Severance Plan, effective as of April 30, 2012, to provide severance benefits to specified officers of Symantec, including our named executive officers. The executive officers must meet certain criteria in order to participate in the plan, including, among other criteria, (i) the executive officer was involuntarily terminated from active employment other than for cause (as defined in the plan); (ii) the executive officer was not terminated due to the sale of a business, part of a business, divestiture or spin-off and offered employment upon terms and conditions substantially identical to those in effect immediately prior to such sale, divestiture or spin-off; and (iii) the executive officer is not entitled to severance under any other plan, fund, program, policy, arrangement or individualized written agreement providing for severance benefits that is sponsored or funded by Symantec.

Under the terms of the plan, the executive officer will receive severance payments equal to one (1) times the sum of his or her base salary in effect at the time of his or her involuntary termination. The executive officer will also receive a one-time bonus of \$15,000, minus taxes and other legally required deductions. The executive officer is also entitled to receive six months of outplacement services, including counseling and guidance. The executive officer is solely responsible for all COBRA premiums for his or her continuation coverage.

Payment of severance payments, one-time bonus payment and outplacement services pursuant to the Symantec Executive Severance Plan is subject to the applicable executive officer returning a release of claims against Symantec.

***Long Term Incentive Plan***

Participants under our Long Term Incentive Plan will receive an accelerated payout of accrued LTIP payout amounts if we experience a change in control of our company after completed performance periods but before the applicable 3-year service requirement under the applicable LTIP is met. If a change in control of our company occurs prior to the end of a performance period, then participants will receive an accelerated payout of the LTIP amount at 100% of target. In addition, if the participant's employment is terminated without cause following completion of a performance period (assuming at least threshold performance of the operating cash flow metric



**Table of Contents****James A. Beer**

The following table summarizes the value of the payouts to Mr. Beer pursuant to the Symantec Executive Retention Plan (as in effect at the end of fiscal 2012) and the Symantec Corporation Severance Plan, assuming a qualifying termination as of March 30, 2012 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$18.70 on March 30, 2012 minus the exercise price):

|  | Severance<br>Pay | COBRA<br>Premiums | Option<br>Vesting | RSU<br>Vesting | PRU<br>Vesting | Acceleration<br>of LTIP |
|--|------------------|-------------------|-------------------|----------------|----------------|-------------------------|
| <b>Involuntary Termination Because of Market Conditions or Division Performance</b>                  | \$ 275,854       | \$ 8,705          |                   |                |                |                         |
| <b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b> |                  |                   | \$ 1,307,040      | \$ 2,262,700   | \$ 725,560     |                         |
| <b>Termination Without Cause or Termination Due to Death or Disability Change of Control</b>         |                  |                   |                   |                | \$ 241,853     | \$ 920,750              |
| <b>Change of Control</b>   |                  |                   |                   |                |                | \$ 1,373,250            |

**Rowan M. Trollope**

The following table summarizes the value of the payouts to Mr. Trollope pursuant to the Symantec Executive Retention Plan (as in effect at the end of fiscal 2012) and the Symantec Corporation Severance Plan assuming a qualifying termination as of March 30, 2012 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$18.70 on March 30, 2012 minus the exercise price):

|  | Severance<br>Pay | COBRA<br>Premiums | Option<br>Vesting | RSU<br>Vesting | PRU<br>Vesting | Acceleration<br>of LTIP |
|--|------------------|-------------------|-------------------|----------------|----------------|-------------------------|
| <b>Involuntary Termination Because of Market Conditions or Division Performance</b>                  | \$ 414,940       | \$ 21,181         |                   |                |                |                         |
| <b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b> |                  |                   | \$ 481,244        | \$ 2,929,654   | \$ 725,560     |                         |
| <b>Termination Without Cause or Termination Due to Death or Disability Change of Control</b>         |                  |                   |                   |                | \$ 241,853     | \$ 738,750              |
| <b>Change of Control</b>   |                  |                   |                   |                |                | \$ 1,191,250            |

**Table of Contents****Francis A. deSouza**

The following table summarizes the value of the payouts to Mr. deSouza pursuant to the Symantec Executive Retention Plan (as in effect at the end of fiscal 2012) and the Symantec Corporation Severance Plan, assuming a qualifying termination as of March 30, 2012 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$18.70 on March 30, 2012 minus the exercise price):

|  | Severance<br>Pay | COBRA<br>Premiums | Option<br>Vesting | RSU<br>Vesting | PRU<br>Vesting | Acceleration<br>of LTIP |
|--|------------------|-------------------|-------------------|----------------|----------------|-------------------------|
| <b>Involuntary Termination Because of Market Conditions or Division Performance</b>                  | \$ 259,344       | \$ 13,471         |                   |                |                |                         |
| <b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b> |                  |                   | \$ 484,180        | \$ 2,987,325   | \$ 725,560     |                         |
| <b>Termination Without Cause or Termination Due to Death or Disability</b>                           |                  |                   |                   |                | \$ 241,853     | \$ 738,750              |
| <b>Change of Control</b>   |                  |                   |                   |                |                | \$ 1,191,250            |

**William T. Robbins**

The following table summarizes the value of the payouts to Mr. Robbins pursuant to the Symantec Executive Retention Plan (as in effect at the end of fiscal 2012) and the Symantec Corporation Severance Plan, assuming a qualifying termination as of March 30, 2012 (intrinsic values of equity awards are based upon the closing price for a share of our common stock of \$18.70 on March 30, 2012 minus the exercise price):

|  | Severance<br>Pay | COBRA<br>Premiums | Option<br>Vesting | RSU<br>Vesting | PRU<br>Vesting | Acceleration<br>of LTIP |
|--|------------------|-------------------|-------------------|----------------|----------------|-------------------------|
| <b>Involuntary Termination Because of Market Conditions or Division Performance</b>                  | \$ 259,239       | \$ 11,572         |                   |                |                |                         |
| <b>Termination Without Cause or Constructive Termination Within 12 Months of a Change of Control</b> |                  |                   | \$ 930,366        | \$ 2,173,875   | \$ 725,560     |                         |
| <b>Termination Without Cause or Termination Due to Death or Disability</b>                           |                  |                   |                   |                | \$ 241,853     | \$ 920,750              |
| <b>Change of Control</b>   |                  |                   |                   |                |                | \$ 1,373,250            |

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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Related-Person Transactions Policy and Procedures**

Symantec has adopted a written related person transactions policy which provides for the Company's policies and procedures regarding the identification, review, consideration and approval or ratification of related person transactions. The Nominating and Governance Committee reviews transactions that may be related person transactions, which are transactions between Symantec and any related persons in which the aggregate amount involved exceeds or may be expected to exceed \$120,000, and in which the related person has or will have a direct or indirect material interest. For purposes of the policy, a related person is any Symantec executive officer, director, nominee for director, or stockholder holding more than 5% of any class of Symantec's voting securities, in each case, since the beginning of the previous fiscal year, and their immediate family members.

Under the policy, absent any facts or circumstances indicating special or unusual benefits to the related person, the following transactions are deemed not to be related person transactions (meaning the related person is deemed to not have a direct or indirect material interest in the transaction):

compensation to executive officers determined by Symantec's Compensation Committee;

any transaction with another company at which a related person is a director or an employee (other than an executive officer) if the aggregate amount involved does not exceed the greater of \$2,000,000, or three percent of that company's total annual gross revenues, provided that the transaction involves the purchase of either company's goods and services and the transaction is subject to usual trade terms and is in the ordinary course of business and the related person is not involved in the negotiation of the transaction;

any compensation paid to a director if the compensation is required to be reported in Symantec's proxy statement;

any transaction where the related person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis;

any charitable contribution, grant or endowment by Symantec or the Symantec Foundation to a charitable organization, foundation or university at which a related person's only relationship is as a director or an employee (other than an executive officer), if the aggregate amount involved does not exceed \$120,000, or any non-discretionary matching contribution, grant or endowment made pursuant to a matching gift program;

any transaction where the rates or charges involved are determined by competitive bids;

any transaction involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority; or

any transaction involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

Under the policy, members of Symantec's legal department review transactions involving related persons that do not fall into one of the above categories. If they determine that a related person could have a significant interest in a transaction, the transaction is referred to the Nominating and Governance Committee. In addition, transactions may be identified through Symantec's Code of Conduct or other Symantec policies and procedures, and reported to the Nominating and Governance Committee. The Nominating and Governance Committee determines whether the related person has a material interest in a transaction and may approve, ratify, rescind or take other action with respect to the transaction.



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**Certain Related Person Transactions**

In July 2009, Symantec entered into a dry-lease agreement for an aircraft with a company owned by John W. Thompson, our former Chairman. Pursuant to the agreement, Symantec has leased the aircraft on a non-exclusive basis from Mr. Thompson's company from time to time solely for Messrs. Thompson's and Salem's business-related travel, at a dry-lease rate of \$1,650 per flight hour. Pursuant to an agreement with an unrelated party, Symantec has also agreed to pay the variable operating costs of Messrs. Thompson's and Salem's business travel on this aircraft. The arrangement was approved by the Nominating and Governance Committee of our Board. The Nominating and Governance Committee has determined that the amounts billed by Mr. Thompson's company for our use of the aircraft are at or below the market rates charged by third-party commercial charter companies for similar aircraft. Symantec paid \$147,015 under this arrangement during fiscal 2012.

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**REPORT OF THE AUDIT COMMITTEE**

*The information contained in the following report of Symantec's Audit Committee is not considered to be soliciting material, filed or incorporated by reference in any past or future filing by Symantec under the Securities Exchange Act of 1934 or the Securities Act of 1933 unless and only to the extent that Symantec specifically incorporates it by reference.*

The Audit Committee is comprised solely of independent directors, as defined by current NASDAQ listing standards, and operates under a written charter which was most recently amended by the Board on July 27, 2009. The Audit Committee oversees Symantec's financial reporting process on behalf of the Board. Management has primary responsibility for the financial statements and the reporting process, including the systems of internal controls. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited financial statements that were included in Symantec's Annual Report on Form 10-K for the fiscal year ended March 30, 2012 with management, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements.

The Audit Committee reviewed with Symantec's independent registered public accounting firm, which is responsible for expressing an opinion on the conformity of those audited financial statements with generally accepted accounting principles, its judgments as to the quality, not just the acceptability, of Symantec's accounting principles and such other matters as are required to be discussed with the Audit Committee under Statement on Auditing Standards No. 114, *The Auditor's Communications With Those Charged with Governance*. In addition, the Audit Committee has received and reviewed the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the registered public accounting firm's communications with the Audit Committee concerning independence from management and Symantec, and has discussed with the independent registered public accounting firm the registered public accounting firm's independence from management and Symantec.

The Audit Committee discussed with Symantec's internal accountants and independent registered public accounting firm the overall scope and plans for their respective audits. The Audit Committee meets with the internal accountants and independent registered public accounting firm, with and without management present, to discuss the results of their examinations, their evaluations of Symantec's internal controls, and the overall quality of Symantec's financial reporting.

The Audit Committee also received the report of management contained in Symantec's Annual Report on Form 10-K for the fiscal year ended March 30, 2012, as well as KPMG's Report of Independent Registered Public Accounting Firm included in Symantec's Annual Report on Form 10-K related to its audit of (i) the consolidated financial statements and financial statement schedule and (ii) the effectiveness of internal control over financial reporting. The Audit Committee continues to oversee Symantec's efforts related to its internal control over financial reporting and management's preparations for the evaluation in fiscal 2013.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board (and the Board has approved) that the audited financial statements be included in Symantec's Annual Report on Form 10-K for the fiscal year ended March 30, 2012 for filing with the SEC.

By: The Audit Committee of the Board of Directors:

Michael A. Brown (member through July 24, 2012)

Frank E. Dangeard

Stephen E. Gillett

Robert S. Miller

V. Paul Unruh (Chair)



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**ADDITIONAL INFORMATION**

**Stockholder Proposals for the 2013 Annual Meeting**

*Requirements for Stockholder Proposals to be Brought Before an Annual Meeting.* Symantec's Bylaws provide that, for stockholder nominations to the Board or other proposals to be considered at an annual meeting, the stockholder must give timely notice thereof in writing to the Corporate Secretary at Symantec Corporation, 350 Ellis Street, Mountain View, California 94043, Attn: Corporate Secretary.

To be timely for the 2013 Annual Meeting of Stockholders, a stockholder's notice must be delivered to or mailed and received by our Corporate Secretary at our principal executive offices between June 25, 2013 and July 25, 2013. A stockholder's notice to the Corporate Secretary must set forth as to each matter the stockholder proposes to bring before the annual meeting the information required by Symantec's Bylaws.

*Requirements for Stockholder Proposals to be Considered for Inclusion in Our Proxy Materials.* Stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act and intended to be presented at Symantec's 2013 annual meeting must be received by us not later than May 7, 2013 in order to be considered for inclusion in Symantec's proxy materials for that meeting.

**Available Information**

Syantec will mail without charge, upon written request, a copy of Symantec's Annual Report on Form 10-K for fiscal year 2012, including the financial statements, schedule and list of exhibits, and any exhibit specifically requested. Requests should be sent to:

**Syantec Corporation**

**350 Ellis Street**

**Mountain View, California 94043**

**Attn: Investor Relations**

The Annual Report is also available at [www.symantec.com](http://www.symantec.com).

**Householding Stockholders Sharing the Same Last Name and Address**

The SEC has adopted rules that permit companies and intermediaries (such as brokers) to implement a delivery procedure called "householding." Under this procedure, multiple stockholders who reside at the same address may receive a single copy of our annual report and proxy materials, including the Notice of Internet Availability, unless the affected stockholder has provided contrary instructions. This procedure reduces printing costs and postage fees, and helps protect the environment as well.

This year, a number of brokers with account holders who are Symantec stockholders will be "householding" our annual report and proxy materials, including the Notice of Internet Availability. A single Notice of Internet Availability and, if applicable, a single set of annual report and other proxy materials will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker that it will be "householding" communications to your address, "householding" will continue until you are notified otherwise or until you revoke your consent. Stockholders may revoke their consent at any time by contacting Broadridge ICS, either by calling toll-free (800) 542-1061, or by writing to Broadridge ICS, Householding Department, 51 Mercedes Way, Edgewood, New York, 11717.

Upon written or oral request, Symantec will promptly deliver a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials to any stockholder at a shared address to which a single copy of any of those documents was delivered. To receive a separate copy of the Notice of Internet Availability and, if applicable, annual report and other proxy materials, you may write or call Symantec's Investor Relations department at 350 Ellis Street, Mountain View, California 94043, Attn: Investor Relations, telephone number (650) 527-5523.

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Any stockholders who share the same address and currently receive multiple copies of Symantec's Notice of Internet Availability or annual report and other proxy materials who wish to receive only one copy in the future can contact their bank, broker or other holder of record to request information about householding or Symantec's Investor Relations department at the address or telephone number listed above.

**OTHER MATTERS**

The Board does not presently intend to bring any other business before the meeting and, so far as is known to the Board, no matters are to be brought before the meeting except as specified in the notice of the meeting. As to any business that may arise and properly come before the meeting, however, it is intended that proxies, in the form enclosed, will be voted in respect thereof in accordance with the judgment of the persons voting such proxies.

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***SYMANTEC CORPORATION***

*350 Ellis Street*

*Mountain View, CA 94043*

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

**Electronic Delivery of Future PROXY MATERIALS**

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

**VOTE BY PHONE - 1-800-690-6903**

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your proxy card in hand when you call and then follow the instructions.

**VOTE BY MAIL**

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

**THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY**

**The Board of Directors recommends  
you vote FOR the following:**

|                          | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--------------------------|------------|----------------|----------------|
| 1. Election of Directors |            |                |                |
| 1a. Stephen M. Bennett   | ..         | ..             | ..             |

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|                            |    |    |    |  |  |                |
|----------------------------|----|----|----|--|--|----------------|
| 1b. Michael A. Brown       | .. | .. | .. |  |  |                |
|                            |    |    |    |  | <b>For</b>   | <b>Against</b> |
|                            |    |    |    |  |  | <b>Abstain</b> |
| 1c. Frank E. Dangeard      | .. | .. | .. | <b>3.</b>  | Advisory vote to approve executive compensation.   | ..             |
|                            |    |    |    |  |  | ..             |
| 1d. Stephen E. Gillett     | .. | .. | .. | <b>The Board of Directors recommends you vote AGAINST the following proposal</b> | <b>For</b>   | <b>Against</b> |
|                            |    |    |    |  |  | <b>Abstain</b> |
| 1e. Geraldine B. Laybourne | .. | .. | .. | <b>4.</b>  | Stockholder proposal regarding executives to retain significant stock, if properly presented at the meeting. | ..             |
|                            |    |    |    |  |  | ..             |
| 1f. David L. Mahoney       | .. | .. | .. |  |  |                |
| 1g. Robert S. Miller       | .. | .. | .. | <b>NOTE:</b>   | Such other business as may properly come before the meeting or any adjournment thereof.                      |                |
| 1h. Daniel H. Schulman     | .. | .. | .. |  |  |                |
| 1i. V. Paul Unruh          | .. | .. | .. |  |  |                |

**The Board of Directors recommends you vote FOR proposals 2 and 3:**

|  | <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|--|------------|----------------|----------------|
| <b>2.</b> Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for the 2013 fiscal year. | ..         | ..             | ..             |

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]Date

Signature (Joint Owners)

Date

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**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice & Proxy Statement and Annual Report is/are available at [www.proxyvote.com](http://www.proxyvote.com).

**This Proxy is Solicited on Behalf of the  
Board of Directors of Symantec Corporation  
2012 Annual Meeting of Stockholders**

The undersigned stockholder(s) appoint(s) James A. Beer and Scott C. Taylor, and each of them, with full power of substitution, as attorneys and proxies for and in the name and place of the undersigned, and hereby authorizes each of them to represent and to vote all of the shares of Common Stock of Symantec Corporation ( *Symantec* ) that are held of record by the undersigned as of August 24, 2012, which the undersigned is entitled to vote at the Annual Meeting of Stockholders of Symantec to be held on October 23, 2012, at the offices of Symantec located at 350 Ellis Street, Mountain View, California, 94043, at 9:00 a.m. (Pacific time), and at any adjournments or postponements thereof.

**THIS PROXY, WHEN PROPERLY EXECUTED AND RETURNED IN A TIMELY MANNER, WILL BE VOTED AT THE ANNUAL MEETING AND AT ANY ADJOURNMENT OR POSTPONEMENT THEREOF IN THE MANNER DESCRIBED HEREIN. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE NINE NOMINEES IDENTIFIED HEREIN TO THE BOARD OF DIRECTORS, FOR PROPOSAL 2, FOR PROPOSAL 3 AND AGAINST PROPOSAL 4.**

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

**Continued and to be signed on reverse side**