

INTEL CORP  
Form 4  
March 31, 2015

**FORM 4**

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

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARSHIEFSKY CHARLENE**

(Last) (First) (Middle)

**WILMER CUTLER PICKERING  
HALE & DORR, 1875  
PENNSYLVANIA AVENUE, NW**

(Street)

**WASHINGTON, DC 20006**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INTEL CORP [INTC]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/27/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					58,048	D	
Common Stock					8,200	I	By 401(k) Plan
Common Stock					6,800	I	Joint Account with Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Amount of Shares
Phantom Stock Units	\$ 0 <sup>(1)</sup>	03/27/2015		A	781.25	<sup>(2)</sup> / <sup>(2)</sup>	Common Stock	781.25

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

BARSHEFSKY CHARLENE  
WILMER CUTLER PICKERING HALE & DORR  
1875 PENNSYLVANIA AVENUE, NW  
WASHINGTON, DC 20006

X

## Signatures

/s/ Wendy Yemington,  
attorney-in-fact

03/31/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Conversion rate is 1-for-1.

(2) Date Exercisable and Expiration Date are the reporting person's retirement date, which is currently unknown.

(3) Includes 242.098 shares acquired via dividend reinvestment in March 2015.

### Remarks:

Exhibit List: Exhibit 24 - Confirming Statement

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

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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. following table sets forth information regarding the beneficial ownership of our common stock as of April 1, 2005 by:

Each person known by us to beneficially own more than 5% of our common stock;

Each director of the Company;

The President and Chief Executive Officer and the five other most highly compensated executive officers of the Company (the Named Executive Officers ); and

All our directors and executive officers as a group.

The information provided in the following table is based on our records, information filed with the SEC and information provided to us, except where otherwise noted.

Name of beneficial owner	Amount and Nature of Beneficial Ownership <sup>(1)</sup>	Percent of Outstanding Shares
TCG Holdings, L.L.C. <sup>(2)(3)</sup>	39,017,809	26.0%
WCAS IX Associates, LLC <sup>(4)(5)</sup>	39,017,809	26.0%
George A. Burnett <sup>(6)(7)</sup>	583,108	*
Robert M. Neumeister, Jr. <sup>(6)(8)</sup>	352,022	*
Marilyn B. Neal <sup>(6)(9)</sup>	318,182	*
Margaret Le Beau <sup>(6)(10)</sup>	108,810	*
Linda A. Martin <sup>(6)(11)</sup>	108,140	*
Kristine V. Shaw <sup>(6)(12)</sup>	113,980	*
James A. Attwood, Jr. <sup>(13)</sup>		
Anthony J. de Nicola <sup>(14)</sup>		
John Almeida, Jr. <sup>(14)</sup>		
R. Glenn Hubbard <sup>(15)(16)</sup>	22,500	*
William E. Kennard <sup>(17)</sup>		
Russell T. Lewis <sup>(15)(16)</sup>	22,500	*
Bruce E. Rosenblum <sup>(17)</sup>		
Sanjay Swani <sup>(14)</sup>		
All executive officers and directors as a group (18 persons) <sup>(13)</sup>	1,960,466	1.3%

\* Less than 1.0%

(1) Beneficial ownership is determined under the rules of the SEC and includes voting or investment power with respect to the securities. Except as indicated by footnote, the persons named in the table report having sole voting and investment power with respect to all shares of common stock shown as beneficially owned by them. The number of shares of common stock outstanding used in calculating the percentage for each listed person includes the shares of common stock underlying options held by that person that were exercisable as of April 1, 2005 or within 60 days of such date, but excludes shares of common stock underlying options held by any other person.

(2) Shares shown as beneficially owned by TCG Holdings, L.L.C. are held directly by Carlyle Partners III, L.P., CP III Coinvestment, L.P., Carlyle-Dex Partners L.P., Carlyle-Dex Partners II L.P., which we collectively refer to as the Carlyle Funds, and Carlyle High Yield Partners, L.P. TC Group, L.L.C. exercises investment discretion and control over the shares indirectly held by each of the Carlyle Funds through its indirect subsidiary TC Group III, L.P., which is the sole general partner of each of the Carlyle Funds. TC Group, L.L.C. exercises investment discretion and control over the shares indirectly held by Carlyle High Yield Partners, L.P. through its indirect subsidiary TCG High Yield L.L.C., which is the sole general partner of



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Carlyle High Yield Partners, L.P. TC Group L.L.C. is the sole managing member of each of TC Group III, L.L.C. and TCG High Yield Holdings L.L.C. TC Group III, L.L.C. is the sole general partner of TC Group III, L.P. and TCG High Yield Holdings L.L.C. is the managing member of TCG High Yield L.L.C. TCG Holdings, L.L.C., a Delaware limited liability company, is the sole managing member of TC Group, L.L.C., and, in such capacity, exercises investment discretion and control of the shares beneficially owned by TC Group, L.L.C. TCG Holdings, L.L.C. is managed by a three-person managing board, and all board action relating to the voting or disposition of these shares requires approval of a majority of the board. The members of the managing board are William E. Conway, Jr., Daniel A. D Aniello and David Rubenstein, all of whom disclaim beneficial ownership of these shares. TCG Holdings, L.L.C. is neither a broker dealer nor affiliated with a broker dealer.

- (3) Each of Carlyle Partners III, L.P., CP III Coinvestment, L.P., Carlyle-Dex Partners L.P., Carlyle-Dex Partners II L.P. and Carlyle High Yield Partners, L.P. has an address c/o The Carlyle Group, 520 Madison Avenue, 41st Floor, New York, New York 10022.
- (4) Shares shown as beneficially owned by WCAS IX Associates, LLC are held directly by Welsh, Carson, Anderson & Stowe IX, L.P., WD Investors LLC, WD GP Associates LLC and A.S.F. Co-Investment Partners, L.P. WCAS IX Associates, LLC exercises investment discretion and control over the shares indirectly held by Welsh Carson, Anderson & Stowe IX, L.P., of which it is the sole general partner, and the shares indirectly held by WD Investors LLC, of which it is the sole managing member. WD GP Associates was organized to co-invest with Welsh, Carson, Anderson & Stowe IX, L.P. in Dex Holdings LLC on the same terms and at substantially the same time as Welsh, Carson, Anderson & Stowe IX, L.P. The Managers of WD GP Associates LLC are individuals who are managing members of WCAS IX Associates, LLC. A.S.F. Co-Investment Partners, L.P. has given WCAS IX Associates, LLC an irrevocable proxy to vote its membership interests in Dex Holdings LLC. Patrick J. Welsh, Russell L. Carson, Bruce K. Anderson, Thomas E. McInerney, Robert A. Minicucci, Anthony J. de Nicola, Paul B. Queally, Jonathan M. Rather, Sanjay Swani, D. Scott Mackesy, John D. Clark, James R. Matthews, John Almeida, Jr. and Sean M. Traynor, as the managing members of WCAS IX Associates, LLC, may be deemed to share beneficial ownership of the shares shown as beneficially owned by WCAS IX Associates, LLC. Such persons disclaim such beneficial ownership. WCAS IX Associates is neither a broker dealer nor affiliated with a broker dealer.
- (5) Each of Welsh, Carson, Anderson & Stowe, L.P., WD GP Associates LLC and WD Investors LLC has an address c/o Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, New York, New York 10022. A.S.F. Co-Investment Partners, L.P. has an address c/o Portfolio Advisors LLC, 9 Old Kings Highway, South Darien, Connecticut 06820.
- (6) The business address for George A. Burnett, Robert M. Neumeister, Jr., Marilyn B. Neal, Margaret Le Beau, Linda A. Martin and Kristine V. Shaw is 198 Inverness Drive West, Englewood, Colorado 80112.
- (7) Includes: (i) 256,548 shares subject to options that were exercisable as of April 1, 2005 or within 60 days of such date and (ii) an aggregate of 93,000 shares of common stock held by two irrevocable trusts for the benefit of Mr. Burnett's children for which George A. Burnett, Robert C. Burnett and Todd S. McCuaig serve as the co-trustees. Mr. Burnett disclaims beneficial ownership of such 93,000 shares.
- (8) Includes: (i) 153,932 shares subject to options that were exercisable as of April 1, 2005 or within 60 days of such date and (ii) an aggregate of 16,000 shares of common stock held by two irrevocable trusts for the benefit of Mr. Neumeister's children for which Mr. Neumeister's wife serves as the trustee. Mr. Neumeister disclaims beneficial ownership of such 16,000 shares.
- (9) Includes 153,932 shares subject to options that were exercisable as of April 1, 2005 or within 60 days of such date.
- (10) Includes 51,310 shares subject to options that were exercisable as of April 1, 2005 or within 60 days of such date.
- (11) Includes 51,310 shares subject to options that were exercisable as of April 1, 2005 or within 60 days of such date.
- (12) Includes 51,310 shares subject to options that were exercisable as of April 1, 2005 or within 60 days of such date.

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- (13) The business address for Mr. Attwood is 520 Madison Avenue, 41st Floor, New York, New York 10022.
- (14) The business address for each such person is 320 Park Avenue, Suite 2500, New York, New York 10022.
- (15) The business address for each such person is c/o Dex Media, 198 Inverness Drive West, Englewood, Colorado 80112.
- (16) All the shares owned by Messrs. Hubbard and Lewis were issued pursuant to restricted stock awards and are subject to restrictions on sale and transfer. These restrictions lapse as to one third of the shares granted on each of the first three anniversary dates of the grant, provided the recipient is still a director of Dex Media.
- (17) The business address for each such person is 1001 Pennsylvania Avenue, NW, Washington, D.C. 20004.

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The following table sets forth certain information with respect to compensation for services in all capacities for the years ended December 31, 2004 and 2003 paid to each of the Named Executive Officers.

The following table and the other tables appearing in this Executive Compensation section reflect the effects of all adjustments made to the exercise price and number of securities underlying outstanding options to reflect stock splits and other changes to our capitalization that occurred on or prior to December 31, 2004.

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation	
		Salary(\$)	Bonus (\$) <sup>(1)</sup>	Other Annual Compensation (\$)	Securities Underlying Options(#)	All Other Compensation (\$)
George A. Burnett President and Chief Executive Officer <sup>(3)</sup>	2004	475,000	320,625	293,606	10,978	13,336
	2003	456,731	797,250	(2)	586,470	5,712
Robert M. Neumeister, Jr. Executive Vice President and Chief Financial Officer <sup>(4)</sup>	2004	325,000	219,375	(2)	6,586	15,590
	2003	315,766	435,000	(2)	703,770	6,000
Marilyn B. Neal Executive Vice President and Chief Operating Officer <sup>(5)</sup>	2004	325,000	219,375	(2)	6,586	14,203
	2003	312,500	510,080	(2)	351,880	6,000
Margaret Le Beau Senior Vice President, Marketing <sup>(6)</sup>	2004	225,000	101,250	(2)	2,196	10,790
	2003	225,000	246,250	(2)	117,290	5,381
Linda A. Martin Senior Vice President, Sales <sup>(7)</sup>	2004	225,000	101,250	(2)	2,196	11,300
	2003	225,000	342,750	(2)	234,590	6,000
Kristine V. Shaw Senior Vice President, Field Marketing <sup>(8)</sup>	2004	225,000	101,250	(2)	2,196	11,050
	2003	225,000	246,250	(2)	117,290	5,170

(1) Bonuses are paid in the first quarter of each year based on performance during the preceding year. Bonus amounts are accrued in the year to which they relate.

(2) Does not include perquisites and other personal benefits because the value of these items did not exceed the lesser of \$50,000 or 10% of reported salary and bonus for the Named Executive Officer.

(3) For the year ended December 31, 2004, other annual compensation includes: (i) \$290,747 reimbursed by the Company to Mr. Burnett for the loss he incurred on the sale of his personal aircraft, which sale was required by the Board of Directors in order that the Company could obtain executive life insurance covering Mr. Burnett and to mitigate the risks to the Company arising from Mr. Burnett's non-work-related activities and (ii) \$2,859 related to travel benefits paid by the Company on behalf of Mr. Burnett's family members. For the year ended

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December 31, 2004, all other compensation includes: (i) \$8,423 in Company matching contributions to the Company's defined contribution plan; and (ii) \$4,913 of imputed income relating to executive life insurance premiums paid by the Company. The matching contributions to the defined contribution plan were invested in the Dex Media 401(k) plan according to Mr. Burnett's investment allocation. Mr. Burnett is fully vested in such matching contributions. All other compensation does not include \$20,803 paid to Mr. Burnett in 2004 with respect to the distribution of a benefit accrued under a Qwest non-qualified pension plan which was earned prior to the year ended December 31, 2004.

- <sup>(4)</sup> For the year ended December 31, 2004, all other compensation includes: (i) \$10,250 in Company matching contributions to the Company's defined contribution plan and (ii) \$5,340 of imputed income relating to executive life insurance premiums paid by the Company. The matching contributions to the defined contribution plan were invested in the Dex Media 401(k) plan according to Mr. Neumeister's investment allocation. Mr. Neumeister is fully vested in such matching contributions.



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- (5) For the year ended December 31, 2004, all other compensation includes: (i) \$10,250 in Company matching contributions to the Company's defined contribution plan and (ii) \$3,953 of imputed income relating to executive life insurance premiums paid by the Company. The matching contributions to the defined contribution plan were invested in the Dex Media 401(k) plan according to Ms. Neal's investment allocation. Ms. Neal is fully vested in such matching contributions.
- (6) For the year ended December 31, 2004, all other compensation includes: (i) \$10,250 in Company matching contributions to the Company's defined contribution plan and (ii) \$540 of imputed income relating to executive life insurance premiums paid by the Company. The matching contributions to the defined contribution plan were invested in the Dex Media 401(k) plan according to Ms. Le Beau's investment allocation. Ms. Le Beau is fully vested in such matching contributions. All other compensation does not include \$13,205 paid to Ms. Le Beau in 2004 with respect to the distribution of a benefit accrued under a Qwest non-qualified pension plan which was earned prior to the year ended December 31, 2004.
- (7) For the year ended December 31, 2004, all other compensation includes: (i) \$10,250 in Company matching contributions to the Company's defined contribution plan and (ii) \$1,050 of imputed income relating to executive life insurance premiums paid by the Company. The matching contributions to the defined contribution plan were invested in the Dex Media 401(k) plan according to Ms. Martin's investment allocation. Ms. Martin is fully vested in such matching contributions.
- (8) For the year ended December 31, 2004, all other compensation includes: (i) \$10,250 in Company matching contributions to the Company's defined contribution plan and (ii) \$800 of imputed income relating to executive life insurance premiums paid by the Company. The matching contributions to the defined contribution plan were invested in the Dex Media 401(k) plan according to Ms. Shaw's investment allocation. Ms. Shaw is fully vested in such matching contributions. All other compensation does not include \$1,528 paid to Ms. Shaw in 2004 with respect to the distribution of a benefit accrued under a Qwest non-qualified pension plan which was earned prior to the year ended December 31, 2004.

**Stock Options**

*2002 Plan.* Dex Media adopted a stock option plan as of November 8, 2002 (the *2002 Plan*). The 2002 Plan provided that options to purchase common stock of Dex Media be granted to, among others, our employees, including executive officers. The 2002 Plan provided for the grant of both non-qualified stock options and incentive stock options (within the meaning of Section 422 of the Internal Revenue Code of 1986, as amended (the *Code*)). The Compensation Committee of the Board generally had the authority to administer the 2002 Plan, to designate individuals to whom options were granted and to establish the terms of such options. Under the 2002 Plan, Dex Media granted non-qualified stock options to certain employees who are not senior executive officers pursuant to the High Performer Reward Program. Approximately 60 of our non-executive employees received options under the High Performer Reward Program.

Each individual to whom options were granted under the 2002 Plan entered into a management stockholders agreement (or in the case of individuals granted options pursuant to the High Performer Reward Program, a substantially identical shareholders agreement) that contains certain transfer restrictions that apply to shares of Dex Media common stock that are purchased upon the exercise of any options granted under the 2002 Plan. Outstanding options issued pursuant to the 2002 Plan vest in two segments. Subject to the optionee's continued employment with Dex Media: (i) 25% of the options granted vest in equal annual installments of 5% each on each December 31 beginning in the year of grant (or the following year, depending upon when during the calendar year the options were granted) and ending five years thereafter and (ii) 75% of the options granted vest on the eighth anniversary of the grant date; provided, however, that an installment equal to 15% of the options granted vest following each of the fiscal years beginning with the year of grant (or the following year, depending upon when during the calendar year the options were granted) and ending five years later if certain EBITDA targets are met with respect to such year.

Effective with the adoption of the 2004 Plan (as defined below), we discontinued grants under the 2002 Plan.

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*2004 Incentive Award Plan.* In May 2004, the Board of Directors adopted, and our stockholders approved, the 2004 Incentive Award Plan (the 2004 Plan ). The principal purpose of the 2004 Plan is to attract, retain and motivate selected employees, consultants and directors through the granting of stock-based compensation awards. The 2004 Plan, which is administered by the Compensation Committee of the Board, provides for a variety of such awards, including non-qualified stock options, incentive stock options (within the meaning of Section 422 of the Code), stock appreciation rights, restricted stock awards, restricted stock unit awards, deferred stock awards, dividend equivalents, performance awards, performance-based awards and other stock-based awards. The maximum number of shares which may be subject to awards granted under the 2004 Plan to any individual in any fiscal year cannot exceed 330,000.

Outstanding options issued pursuant to the 2004 Plan vest in equal annual installments over four years.

*Options Outstanding.* As of April 1, 2005, options to purchase a total of 4,936,303 shares were outstanding under the 2004 Plan and the 2002 Plan, with a weighted average exercise price of \$5.21 per share.

*Option Grants in Last Fiscal Year.* No options to purchase shares of Dex Media common stock were granted to any of the Named Executive Officers during the year ended December 31, 2004. However, in order to lessen the dilution of benefits to optionees in connection with the March 2004 distribution of \$250.5 million by Dex Media to its parent, the exercise price of existing options was reduced pursuant to the terms of the 2002 Plan, and the number of shares subject to existing options was increased. All other terms of the original options (including vesting and expiration) remained the same. The following table sets forth the increase in the number of shares subject to options originally granted to the Named Executive Officers on November 8, 2002 and September 9, 2003, respectively.

Name and principal position	Individual Grants			Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term <sup>(2)</sup>	
	Number of Securities Underlying Options Granted <sup>(#)</sup> <sup>(1)</sup>	Exercise Price	Expiration Date	5%(\$)	10%(\$)
		per Share (\$/Sh) <sup>(1)</sup>			
George A. Burnett President and Chief Executive Officer	5,489	\$ 4.64	11/8/2012	\$ 16,017	\$ 40,591
	5,489	\$ 4.64	9/9/2013	\$ 16,017	\$ 40,591
Robert M. Neumeister, Jr. Executive Vice President and Chief Financial Officer	3,293	\$ 4.64	1/1/2013	\$ 9,609	\$ 24,352
	3,293	\$ 4.64	9/9/2013	\$ 9,609	\$ 24,352
Marilyn B. Neal	3,293	\$ 4.64	11/8/2012	\$ 9,609	\$ 24,352
	3,293	\$ 4.64	9/9/2013	\$ 9,609	\$ 24,352

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Executive Vice President and Chief Operating Officer						
Margaret Le Beau	1,098	\$	4.64	11/8/2012	\$ 3,204	\$ 8,120
	1,098	\$	4.64	9/9/2013	\$ 3,204	\$ 8,120
Senior Vice President, Marketing						
Linda A. Martin	1,098	\$	4.64	1/1/2013	\$ 3,204	\$ 8,120
	1,098	\$	4.64	9/9/2013	\$ 3,204	\$ 8,120
Senior Vice President, Sales						
Kristine V. Shaw	1,098	\$	4.64	11/8/2012	\$ 3,204	\$ 8,120
	1,098	\$	4.64	9/9/2013	\$ 3,204	\$ 8,120
Senior Vice President, Field Marketing						

<sup>(1)</sup> The share numbers set forth in this table reflect the reformation of options originally granted to each of the Named Executive Officers on November 8, 2002 and September 9, 2003, respectively, which reformation increased the number of shares subject to such options. In accordance with the provisions of the 2002 Plan, the exercise prices per share were adjusted to reflect all changes in the capitalization of Dex Media during the period beginning on the date of grant and ending on December 31, 2004.

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- (2) Potential realizable values are net of exercise price, but before deduction of taxes associated with exercise. A zero percent gain in stock price will result in zero dollars for the optionee. The dollar amounts indicated in these columns are the result of calculations assuming growth rates required by the rules of the SEC and assume a ten-year option term and annual compounding. These growth rates are not intended to forecast future appreciation, if any, of the price of Dex Media common stock.

*Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values.* The following table summarizes pertinent information concerning individual grants of stock options to the Named Executive Officers to purchase shares of common stock of Dex Media.

Name and principal position	Exercise Price <sup>(1)</sup>	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities		Value of Unexercised In-The-Money Options at Fiscal Year-End <sup>(2)</sup>	
				Underlying Options at Fiscal Year-End (#)	Unexercised Options at Fiscal Year-End (#)	Exercisable	Unexercisable
George A. Burnett	\$ 4.64	256,540		Exercisable 256,548	Unexercisable 769,632	Exercisable \$ 5,213,055	Unexercisable 15,638,922
President and Chief Executive Officer							
Robert M. Neumeister, Jr.	\$ 4.64	153,920		Exercisable 153,932	Unexercisable 461,778	Exercisable 3,127,898	Unexercisable 9,383,329
Executive Vice President and Chief Financial Officer							
Marilyn B. Neal	\$ 4.64	153,920		Exercisable 153,932	Unexercisable 461,778	Exercisable 3,127,898	Unexercisable 9,383,329
Executive Vice President and Chief Operating Officer							
Margaret Le Beau	\$ 4.64	51,310		Exercisable 51,310	Unexercisable 153,930	Exercisable 1,042,619	Unexercisable 3,127,858
Senior Vice President, Marketing							
Linda A. Martin	\$ 4.64	51,310		Exercisable 51,310	Unexercisable 153,930	Exercisable 1,042,619	Unexercisable 3,127,858
Senior Vice President, Sales							
Kristine V. Shaw	\$ 4.64	51,310		Exercisable 51,310	Unexercisable 153,930	Exercisable 1,042,619	Unexercisable 3,127,858
Senior Vice President, Field Marketing							

(1) In accordance with the provisions of the 2002 Plan, the exercise prices per share have been adjusted to reflect changes in the capitalization of Dex Media during the period beginning on the date of grant and ending on December 31, 2004.

(2) The value of an option equals the aggregate fair market value of the shares underlying the option (based on a per share value of \$24.96 at fiscal year end), less the aggregate exercise price of the option. The \$24.96 per share value used in this calculation is the closing market price of the common stock of Dex Media on December 31, 2004.

The Company does not maintain any long-term incentive plans.

**Employment and Change of Control Agreements**

Dex Media has entered into a written employment agreement with ten of its senior executives (including each of the Named Executive Officers) governing the terms and conditions of each such senior executive's employment. Each employment agreement with a Named Executive Officer provides:

The initial term of employment is three years, which will automatically be extended for additional one-year periods unless either party notifies the other of non-extension at least 90 days prior to the end of a term.

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The annual base salary for each of the Named Executive Officers is as follows:

George A. Burnett	\$ 475,000
Robert M. Neumeister, Jr.	\$ 325,000
Marilyn B. Neal	\$ 325,000
Margaret Le Beau	\$ 225,000
Linda A. Martin	\$ 225,000
Kristine V. Shaw	\$ 225,000

Each Named Executive Officer is eligible to receive an annual performance-based cash bonus. Each year, the amount of such bonus, if any, is determined based upon our performance relative to certain pre-established financial targets. The maximum amount of George A. Burnett's, Robert M. Neumeister, Jr.'s and Marilyn B. Neal's annual bonus is 100% of annual base salary. The maximum amount of each of the other Named Executive Officers' annual bonus is 65% of annual base salary.

Each Named Executive Officer is prohibited from competing with us or soliciting our employees or customers during the term of his or her employment and for a specified period thereafter (18 months for George A. Burnett; 12 months for Robert M. Neumeister, Jr. and Marilyn B. Neal; and six months for each of the other Named Executive Officers).

In the event that a Named Executive Officer's employment is terminated by us without cause or by the executive for good reason, the executive will be entitled to continue to participate in our health and welfare benefit plans and to continue to be paid his or her base salary for a specified period following termination (18 months for George A. Burnett; 12 months for Robert M. Neumeister, Jr. and Marilyn B. Neal; and six months for each of the other Named Executive Officers). Notwithstanding the foregoing, in no event will any Named Executive Officer be entitled to receive any such payment or benefits after he or she violates any non-compete or other restrictive covenant.

George A. Burnett's employment agreement contains certain provisions that differ from the terms contained in the other management employment agreements, including a provision that provides that if we do not renew the term of his employment, then he will be entitled to continue to participate in our health and welfare benefit plans and to continue to be paid his base salary for 18 months following his termination of employment (but not if he has violated any non-compete or other restrictive covenant).

With respect to the senior executives other than the Named Executive Officers, each employment agreement generally provides:

The initial term of the employment is three years, subject to possible year-to-year extensions.

In the event that a senior executive's employment is terminated by us without cause or by the executive for good reason, the executive may be eligible to continue to be paid his or her base salary for a specified period (generally six months) following termination.

The executives may be eligible to receive annual performance-based bonuses to the extent that we meet certain pre-established financial targets.

*Change in Control.* Unless otherwise provided in any written agreement between a participant in the 2004 Plan and the Company, if a change in control (as defined in the 2004 Plan) occurs and the participant's awards granted pursuant to the 2004 Plan are not converted, assumed or replaced by the successor entity, then the awards will automatically become fully vested and exercisable and all forfeiture restrictions with respect to such awards shall lapse prior to the consummation of the change in control. In addition, with respect to stock options, in connection

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with any change in control (or other unusual or nonrecurring transaction affecting us or our financial statements), the Compensation Committee of the Board, in its sole discretion, may: (i) cancel options that have a per share exercise price that is greater than the fair market value per share of our common stock as of the date of such change in control or other transaction; (ii) terminate outstanding options in exchange for a cash amount or replace outstanding options with other rights or property; (iii) provide that only for a specified period of time

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after such transaction, options will be exercisable, notwithstanding any other provision in the 2004 Plan or option award agreement to the contrary; or (iv) provide that each outstanding option shall be assumed or substituted for an equivalent option by any successor corporation. Any such action may be effectuated by the committee either by the terms of the applicable option agreement or by action of the committee taken prior to the change in control.

## **Performance Measurement Comparison**

The following graph compares the cumulative total stockholder return on Dex Media's shares of common stock from July 22, 2004 (the date of the consummation of the Company's initial public offering) to December 31, 2004 against the cumulative total stockholder return of: (i) the Russell 1000 Stock Index and (ii) a peer issuer group selected in good faith by the Company. Because Dex Media is not included in a published industry or line-of-business index, we have selected a peer group of other public companies in the advertiser-supported media sector based on the following factors: revenues, net income and market capitalization. Our peer group includes R.H. Donnelley Corporation (the only other stand alone, publicly traded directory publisher in the United States), Lamar Advertising Company, Lee Enterprises Incorporated, The New York Times Company, Knight Ridder, The McClatchy Company, Journal Register Company, Clear Channel Communications, Inc., Cox Communications Inc., Cumulus Media Inc., Emmis Communications Corporation, Hearst-Argyle Television, Inc., Dow Jones & Company, Inc. and Harte-Hanks, Inc.

All values assume that \$100 was invested on July 22, 2004 and that all dividends were reinvested.

*This performance graph is not soliciting material, is not deemed filed with the SEC and is not to be deemed incorporated by reference into any filing of Dex Media under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate this information by reference.*

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

The members of the Compensation Committee during 2004 were James A. Attwood, Jr. and Anthony J. de Nicola. No member of the Compensation Committee is, or has been, an officer or employee of Dex Media or any of its subsidiaries. Mr. Attwood is a managing director of Carlyle and Mr. de Nicola is a general partner of WCAS. Carlyle and WCAS as a group control a majority of Dex Media's common stock.



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### **Report of Compensation Committee**

*This section of the Proxy Statement is not soliciting material, is not deemed filed with the SEC and is not to be deemed incorporated by reference into any filing of Dex Media under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate this information by reference.*

The following is the report of the Compensation Committee with respect to the compensation policies applicable to Dex Media's executive officers.

The Compensation Committee is comprised of two non-employee directors: James A. Attwood, Jr. and Anthony J. de Nicola. In accordance with its written charter, adopted by the Board of Directors on July 15, 2004, effective July 27, 2004, the Compensation Committee is responsible for establishing and administering the policies that govern the compensation of Dex Media's executives and other employees, including:

Designing and evaluating, in consultation with the Board and management, Dex Media's compensation plans, policies and programs and recommending such plans, policies and programs to the Board for its approval;

Reviewing and approving corporate goals and objectives relating to the compensation of Dex Media's Chief Executive Officer and, in light of such goals, recommending to the Board the compensation arrangement for the Chief Executive Officer;

Reviewing and approving the compensation arrangements for all Dex Media's other officers;

Approving grants of stock options and other equity awards to Dex Media's officers;

Reviewing and approving all incentive bonuses and other employee benefits granted to officers; and

Establishing and reviewing policies concerning perquisite benefits.

Under the supervision of the Compensation Committee, Dex Media has developed and implemented compensation policies, plans and programs that seek to attract, motivate and retain executive officers of outstanding ability and potential and to establish an appropriate relationship between executive compensation and the creation of stockholder value. To meet these goals, the Compensation Committee has adopted a mix of compensation elements that include base salary, incentive bonuses and equity incentives.

In establishing the base salary and bonus ranges for executive officers, the Compensation Committee believes that the total cash compensation opportunity should be competitive for executives having similar responsibilities with other companies in the directory advertising, media and publishing industries. The Compensation Committee utilizes executive compensation salary surveys prepared by a nationally recognized human capital consulting firm to review competitive market pricing. Executive salary reviews generally are conducted within a twelve-month cycle. Base salary adjustments may occur at the time of such reviews and depend on individual enterprise performance results, changes in job responsibilities and competitive considerations.

Dex Media's Senior Executive Incentive Bonus Plan (the "Bonus Plan") is a performance-based incentive bonus plan under which Dex Media's designated executive officers are eligible to receive bonus payments with respect to a specified period (for example, Dex Media's fiscal year). Bonuses are payable under the Bonus Plan upon the attainment of specific performance goals, which are established in advance on an annual basis. Such performance goals may relate to one or more of the following corporate business criteria: net earnings, either before or after interest, taxes, depreciation and amortization; sales or revenue; net income (either before or after taxes); operating earnings; cash flow (including, but not limited to, operating cash flow and free cash flow); cash flow return on capital; return on net assets; return on stockholders' equity; return on assets or capital; stockholder returns; return on sales; gross or net profit margin; productivity; expense; margins; operating efficiency; customer satisfaction; working capital; earnings per share; price per share of stock; and market share,

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any of which may be measured either in absolute terms or as compared to any incremental increase or as compared to results of a peer group. The Bonus Plan is administered by the Compensation Committee, which selects the participants in the Bonus Plan and the performance goals to be utilized with respect to the participants, establishes the maximum amount of each participant's annual bonus, and certifies that the performance goals have been met with respect to a given performance period.

For the year ended December 31, 2004, the Compensation Committee initially established in advance that 50% of the award under the Bonus Plan would be payable based upon the Company's attainment of certain targets relating to the Company's EBITDA and 50% would be payable based upon the Company's attainment of certain targets relating to the Company's sales revenue. In setting the bonus levels paid with respect to 2004, the Compensation Committee exercised its discretion to modify the awards by taking into account the contributions made by the Company's executive officers in connection with Dex Media's financial and operational achievements during the year, including: (i) completion of the Company's initial public offering, which was consummated on July 22, 2004; (ii) implementation of various operating efficiencies in 2004 that are expected to enhance Dex Media's long-term competitiveness; and (iii) the Company's migration from its legacy process management infrastructure to an industry-standard software system supplied by Amdocs Ltd. (Amdocs), Phase One of which was completed during 2004. Full implementation of the Amdocs system (which will be completed during 2005) is expected to allow Dex Media to further improve its operational efficiency and benefit from the associated cost savings.

The 2004 Plan provides for a variety of stock-based compensation awards, including non-qualified stock options, incentive stock options, stock appreciation rights, restricted stock awards, deferred stock awards and other stock-based awards. The 2004 Plan is administered by the Compensation Committee, which annually reviews and approves individual stock option grants for Dex Media's executive officers. The amount of each executive officer's stock option grant, including the grant to the Chief Executive Officer, is determined by the Compensation Committee based upon market data, the executive's individual performance evaluation for the prior year, the executive's base salary and the Compensation Committee's appraisal of the executive's anticipated long-term future contribution to Dex Media.

Dex Media's President and Chief Executive Officer, George A. Burnett, has an employment agreement that provides for an annual base salary and a maximum annual bonus equal to 100% of his base salary. Mr. Burnett's base salary in 2004 was \$475,000, which represented a 4% increase over his 2003 salary of \$456,731. Consistent with the compensation policies described above, Mr. Burnett's base salary is determined based on comparisons with chief executive officers at other companies in the directory advertising, media and publishing industries. Mr. Burnett's bonus (and that of Dex Media's other executive officers) is determined based upon Dex Media's performance relative to certain pre-set financial targets. For the year ended December 31, 2004, the Compensation Committee awarded Mr. Burnett a bonus of \$320,625, or 67.5% of his base salary. No stock-based compensation awards were made to Mr. Burnett or any other executive officer of Dex Media during the year ended December 31, 2004 (other than pursuant to the anti-dilution provisions of the 2002 Plan).

The Compensation Committee has established the business criteria to be used to award bonuses under the Bonus Plan for the year ending December 31, 2005. Fifty percent of the award under the Bonus Plan for 2005 will be payable based on the Company's attainment of certain 2005 EBITDA targets and 50% of the award will be payable based on the Company's attainment of certain sales revenue targets for 2005.

Section 162(m) of the Code limits Dex Media to a deduction for federal income tax purposes of no more than \$1 million of compensation paid to certain executive officers in a taxable year. Compensation above \$1 million may be deducted if it is performance-based compensation within the meaning of the Code. The Compensation Committee has carefully considered Section 162(m) and believes Dex Media's pay-for-performance practices ensure that executive compensation is tied strongly to performance. While the Compensation Committee seeks to preserve deductibility of compensation paid to the Company's executives under Section 162(m) of the Code, it recommends maintaining flexibility to provide compensation arrangements necessary to recruit and retain outstanding executives.

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In conclusion, it is the opinion of the Compensation Committee that Dex Media's executive compensation strategy aligns Dex Media's executive compensation practices with corporate performance and the best interests of stockholders by ensuring the continuity and ongoing development of a strong leadership team fully aligned with Dex Media's stockholders.

COMPENSATION COMMITTEE

James A. Attwood, Jr.

Anthony J. de Nicola

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**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

**Sponsor Stockholders Agreement**

Pursuant to the terms of a Sponsor Stockholders Agreement, the Sponsors, Carlyle and WCAS, agreed to the provisions set forth below.

*Corporate Governance.* The Sponsor Stockholders Agreement provides that each Sponsor will vote their respective shares such that the Board of Directors will be comprised of:

Immediately following the consummation of our initial public offering (which occurred on July 22, 2004), seven directors consisting of George A. Burnett and three designees of each of Carlyle and WCAS;

Within three months of the consummation of our initial public offering, nine directors consisting of the directors listed in the first bullet point plus two independent directors, of which each of Carlyle and WCAS will designate one; and

Within twelve months of the consummation of our initial public offering, 11 directors consisting of the directors listed in the second bullet point plus two additional independent directors, of which each of Carlyle and WCAS will designate one.

In addition, pursuant to the Sponsor Stockholders Agreement, each Sponsor agreed to vote in support of the other Sponsor's designated Board member or members as follows: (i) three directors if such other Sponsor owns 33% or more of the amount of our common stock that such Sponsor owned immediately after our initial public offering; (ii) two directors if such other Sponsor owns at least 10% but less than 33% of the amount of our common stock that such Sponsor owned immediately after our initial public offering; and (iii) one director if such other Sponsor owns at least 5% but less than 10% of the amount of our common stock that such Sponsor owned immediately after our initial public offering. If either Sponsor no longer has the right to designate a director, that Sponsor shall have the right to appoint a non-voting observer to our Board of Directors, such rights to be consistent with similar rights to be granted to other persons, and shall have the right to substantially participate in and substantially influence the conduct of management and its business through such Sponsor's observer. Also, pursuant to the Sponsor Stockholders Agreement, the Sponsors have agreed to use commercially reasonable efforts to vote their shares such that the Board of Directors of each of our subsidiaries shall at any given time either be (i) comprised in the same manner as our Board of Directors is comprised or (ii) comprised in a manner reasonably acceptable to both Carlyle and WCAS.

*Transfer Restrictions.* The Sponsor Stockholders Agreement contains certain transfer restrictions on the Sponsors and their assignees and designees concerning their respective ownership, including: (i) prohibiting the transfer of any Board of Directors rights and voting arrangements granted thereunder with the sale or transfer of stock; (ii) requiring the consent of the non-transferring Sponsor prior to the other Sponsor transferring stock to a third-party if such transfer represents an amount equal to 10% or more of the transferring Sponsor's ownership in us after our initial public offering; and (iii) prohibiting the transfer by either Sponsor of any of our common stock to one of our direct competitors without the prior written consent of the non-transferring Sponsor. Pursuant to the Sponsor Stockholders Agreement, if either Sponsor proposes to transfer common stock held by it, then such Sponsor shall give notice to the other Sponsor, who shall have the right to sell a number of shares of common stock equal to its pro rata portion of shares of common stock to be sold in the proposed transfer on the terms and conditions offered by the proposed purchaser.

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The Sponsor Stockholders Agreement will terminate once either Carlyle or WCAS owns less than five percent of the amount of our common stock that such Sponsor owned immediately after our initial public offering (other than with respect to observer rights).

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*Registration Rights.* The Sponsor Stockholders Agreement provides each of the Sponsors the following registration rights:

*Demand Rights.* Each Sponsor has the right at any time to make up to three written requests to us for registration under the Securities Act of 1933, as amended (the "Securities Act"), of our common stock held by such Sponsor.

*Piggyback Rights.* If we at any time propose to register under the Securities Act any equity interests on a form and in a manner which would permit registration of our common stock held by a Sponsor for sale to the public under the Securities Act, we shall give written notice of the proposed registration to each Sponsor, who shall then have the right to request that any part of our common stock held by such Sponsor be included in such registration.

*Holdback Agreements.* Pursuant to the Sponsor Stockholders Agreement, each Sponsor agreed that it will not offer for public sale any equity interests during a period not to exceed 60 days prior to and 180 days after the effective date of any registration statement we file in connection with an underwritten public offering (except as part of such underwritten registration or as otherwise permitted by such underwriters), subject to certain limitations.

### **Amended and Restated Management Stockholders Agreement**

Dex Media and certain of its employees, executive officers and directors (the "Management Stockholders") have entered into an amended and restated Management Stockholders Agreement (the "Management Stockholders Agreement") to provide for certain matters with respect to the ownership and transfer of any and all shares of Dex Media's common stock and/or preferred stock, if any, owned by the Management Stockholders (the "Restricted Shares"). Pursuant to the Management Stockholders Agreement, the Management Stockholders agreed not to transfer any Restricted Shares without Dex Media's prior consent, except for permitted transfers to Dex Media, the applicable Management Stockholder's immediate family, or, in the case of the death of a Management Stockholder, such Management Stockholder's executors, administrators and beneficiaries. If a Management Stockholder receives a bona fide offer from a third party to purchase any Restricted Shares, Dex Media has the right to purchase such shares on terms no less favorable than those offered by the third party.

*Rights to Repurchase Shares.* For seven months following the termination of a Management Stockholder's employment, Dex Media has the right to repurchase all such Management Stockholder's Restricted Shares at fair market value (as defined in the Management Stockholders Agreement). Dex Media may also repurchase any Management Stockholder's Restricted Shares at fair market value immediately prior to a change in control (as defined in the Management Stockholders Agreement). If a Management Stockholder's Restricted Shares are transferred to a third party involuntarily (e.g., through foreclosure or divorce), Dex Media has the right to repurchase the affected shares from the involuntary transferee at fair market value. Notwithstanding the foregoing, Dex Media may not repurchase any Restricted Shares held by a Management Stockholder if such repurchase would render it insolvent, is prohibited by law or would constitute a default under any of the Company's financing arrangements.

*Bring-along Rights.* If holders of 51% or more of Dex Media's common stock and preferred stock propose to transfer shares of Dex Media's common stock and preferred stock to a third party, such holders have the right to require each Management Stockholder to tender a proportionate amount of their restricted shares for purchase by the third party on the same terms.

*Tag-along Rights.* If holders of 51% or more of Dex Media's common stock and preferred stock propose to transfer shares of common stock and preferred stock to a third party constituting a change of control, each Management Stockholder has the right to require such third party to purchase an equivalent percentage of his or her Restricted Shares as that being sold by such holders on the same terms.

*Termination.* Except as set forth in the next sentence, the Management Stockholders Agreement will terminate upon the first to occur of: (i) the date Dex Media consummates an underwritten public offering of at



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least \$500 million; (ii) the date of Dex Media's complete liquidation or the date of an agreement for the disposition of all or substantially all of Dex Media's assets; and (iii) the date that Dex Media's Board resolves to terminate the Management Stockholders Agreement. However, in no event will the Management Stockholders Agreement terminate prior to November 8, 2005, unless the Board resolves to terminate the Management Stockholders Agreement prior to that date. As of the date of this Proxy Statement, the Board has not resolved to terminate the Management Stockholders Agreement, but may do so in the future.

Under the 2002 Plan, Dex Media granted non-qualified stock options to certain employees who are not senior executive officers pursuant to the High Performer Reward Program. In connection with the grant of such stock options, Dex Media entered into the Dex Media, Inc. High Performer Reward Program Management Stockholders Agreement that governed shares of Dex Media common stock purchased upon exercise of options granted pursuant to the High Performer Reward Program. That agreement is substantially similar to the Management Stockholders Agreement described above.

## **Management Consulting Agreements**

Dex Media East and Dex Media West are wholly owned indirect subsidiaries of Dex Media. Each of Dex Media East and Dex Media West is party to a Management Consulting Agreement with each of the Sponsors. Each agreement allows Dex Media East or Dex Media West, as applicable, to avail itself of the Sponsors' expertise in areas such as corporate management, financial transactions, product strategy, investment, acquisitions and other matters that relate to such entity's business, administration and policies. During 2004, Dex Media East and Dex Media West paid a total of \$1.7 million and \$3.8 million, respectively, to the Sponsors in advisory fees. In addition, in connection with the closing of Dex Media's initial public offering in July 2004, each of Dex Media East and Dex Media West terminated the annual advisory fees payable under the Management Consulting Agreements with the Sponsors and each of Dex Media East and Dex Media West paid each of the Sponsors \$5.0 million as a final lump sum payment for an aggregate consideration to the Sponsors of \$20.0 million. The Sponsors maintain the right to act as Dex Media East's financial advisor or investment banker or Dex Media West's financial advisor or investment banker, as applicable, in connection with any merger, acquisition, disposition, financing or the like if Dex Media East or Dex Media West, as applicable, decides it needs to engage someone to fill such a role, in return for additional reasonable compensation and expenses as agreed upon by the parties to the applicable agreement and approved by a majority of the members of the applicable Board of Directors.

## **Network Services Agreement**

In September 2003, Dex Media entered into a network services agreement with SAVVIS Communications Corporation (SAVVIS) pursuant to which SAVVIS will provide network connections and other services to support our integrated production system and other systems. SAVVIS is an affiliate of WCAS, one of the Sponsors. The term of the contract is two years, although we have the option to purchase additional services. During 2004, we paid SAVVIS a total of \$1.3 million under this contract. We believe the terms and conditions of this agreement are at least as favorable as those that could have been obtained from an unaffiliated person.

## **Amdocs Agreement**

In February 2003, we entered into a five-year agreement with Amdocs for the complete modernization of our core production platform. At the time we entered into this agreement, WCAS was a shareholder of Amdocs. This project will upgrade our existing software system to enhance its functionality. During 2004, we paid Amdocs a total of \$47.6 million under this contract. We believe the terms and conditions of this agreement are at least as favorable as those that could have been obtained from an unaffiliated person. Such terms and conditions were independently approved by the unaffiliated directors.



**Table of Contents****ADDITIONAL INFORMATION****Indebtedness of Management**

None of our officers or directors owes any indebtedness to Dex Media.

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

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than ten percent of a registered class of the Company's equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent stockholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.

To our knowledge, based solely on a review of the copies of such reports furnished to Dex Media and written representations that no other reports were required, during the year ended December 31, 2004, all Section 16(a) filing requirements applicable to our officers, directors and greater than ten percent beneficial owners were complied with, except that Mr. Russell T. Lewis inadvertently filed a late Form 3 in November 2004 reporting that he had been appointed a director of the Company.

**Audit Fees**

The following table presents fees for professional audit services rendered by KPMG for the audit of Dex Media's annual financial statements for the years ended December 31, 2004 and 2003 and fees for other services rendered by KPMG during those periods.

	<u>2004</u>	<u>2003</u>
Audit fees <sup>(1)</sup>	\$ 1,997,700	\$ 3,373,785
Audit related fees <sup>(2)</sup>		30,000
Tax fees <sup>(3)</sup>	86,158	145,170
All other fees		
<b>Total fees</b>	<u>\$ 2,083,858</u>	<u>\$ 3,548,955</u>

<sup>(1)</sup> Audit fees consisted principally of fees for the audit of the Company's consolidated annual financial statements, the review of the financial statements included in our Quarterly Reports on Form 10-Q, comfort letters, consents and assistance with and review of Dex Media's registration statements filed with the SEC.

<sup>(2)</sup> Audit related fees consisted of audit fees for Dex Media's employee benefit plans.

<sup>(3)</sup> Tax fees consisted principally of fees for tax consultation and tax compliance activities.

The Audit Committee is responsible for appointing, setting compensation and overseeing the work of our independent registered public accounting firm. As part of this responsibility, the Audit Committee is required to pre-approve the non-audit services performed by the independent public accountants in order to assure the independence of our independent registered public accounting firm. The Audit Committee has adopted a pre-approval process with respect to the provision of the services to be performed by KPMG. This pre-approval process requires the Audit Committee to review and approve all audit services and permitted non-audit services to be performed by KPMG. Pre-approval fee levels for all services to be provided by KPMG are established annually by the Audit Committee. Audit services are subject to specific pre-approval, while audit-related services, tax services and all other services may be granted pre-approvals within specified categories. Any proposed services exceeding these levels require specific pre-approval by the Audit Committee. Additionally, the Audit Committee may delegate either type of pre-approval authority to one or more of its members.

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**Other Business**

The Board does not know of any business to be presented for consideration at the Annual Meeting other than as stated in the Notice of Annual Meeting of Stockholders. It is intended, however, that the persons authorized under the accompanying proxy will, in the absence of instructions to the contrary, vote or act in accordance with their judgment with respect to any other proposal properly presented for action at the Annual Meeting.

**Annual Report and Form 10-K**

Dex Media's 2004 Annual Report, including audited financial statements, is being forwarded to each stockholder of record as of April 4, 2005, together with this Proxy Statement.

A copy of Dex Media's Annual Report on Form 10-K for the year ended December 31, 2004, as filed with the SEC, will be furnished without charge to stockholders on request to:

Dex Media, Inc.  
198 Inverness Drive West  
Englewood, Colorado, 80112  
Attention: Investor Relations

**Other Matters**

The accompanying form of proxy has been prepared at the direction of Dex Media, of which you are a stockholder, and is being sent to you at the request of the Board. The proxies named therein have been designated by the Board.

The Board urges you, even if you presently plan to attend the Annual Meeting in person, to complete, date, sign and return the enclosed proxy card in the envelope provided. You may revoke your proxy and vote in person if you attend the Annual Meeting.

By Order of the Board of Directors,

Frank M. Eichler

*Senior Vice President, General Counsel and*

*Secretary*

April 20, 2005

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APPENDIX A

DEX MEDIA, INC.

AUDIT COMMITTEE CHARTER

This Audit Committee Charter (the **Charter** ) was adopted by the Board of Directors (the **Board** ) of Dex Media, Inc. (the **Company** ) on July 15, 2004, effective July 27, 2004.

PURPOSE:

The purpose of the Audit Committee (the **Committee** ) is to assist the Board with its oversight and monitoring responsibilities regarding: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the independent auditor's qualifications, independence and performance; and (iv) the performance of the Company's internal accounting and financial controls and the function of the internal audit department. The Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the **SEC** ) to be included in the Company's annual proxy statement.

In so doing, the Committee shall endeavor to maintain free and open means of communication between the members of the Committee, other members of the Board, the independent auditor and the financial management of the Company. Moreover, the Committee shall be directly responsible for the appointment, compensation, retention, evaluation and oversight of the work of any independent auditor employed by the Company (including resolution of any disagreement between management of the Company and the independent auditor regarding financial reporting and pre-approval of all non-audit services) for the purpose of preparing or issuing an audit report or related work, and the independent auditor shall report directly to the Committee.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company's By-laws. The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval (including any decision to consult with independent counsel or other advisors), and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Notwithstanding the foregoing, the Committee's responsibilities are limited to oversight. Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements as well as the Company's financial reporting process, accounting policies, internal audit function, internal accounting controls and disclosure controls and procedures. The independent auditor is responsible for performing an audit of the Company's annual financial statements, expressing an opinion as to the conformity of such annual financial statements with generally accepted accounting principles ( **GAAP** ) and reviewing the Company's quarterly financial statements. It is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosure are complete and accurate and in accordance with GAAP and applicable laws, rules and regulations. Each member of the Committee shall be entitled to rely on the integrity of those persons within the Company and of the professionals and experts (including the Company's internal auditor (or others responsible for the internal audit function, including contracted non-employee or audit or accounting firms engaged to provide internal audit services) (the **internal**

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**auditor** ) and the Company s independent auditor) from which the Committee receives information and, absent

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actual knowledge to the contrary, the accuracy of the financial and other information provided to the Committee by such persons, professionals or experts.

Further, auditing literature, particularly Statement of Accounting Standards No. 100, defines the term "review" to include a particular set of required procedures to be undertaken by independent auditors. The members of the Committee are not independent auditors, and the term "review" as used in this Charter is not intended to have that meaning and should not be interpreted to suggest that the Committee members can or should follow the procedures required of auditors performing reviews of financial statements.

**MEMBERSHIP:**

As of July 27, 2004, the Committee shall consist of at least three (3) members of the Board. The members, including the Chair of the Committee (the "Chairperson"), shall be appointed by action of the Board, on the recommendation of the Corporate Governance and Nominating Committee of the Board, and shall serve at the discretion of the Board. As of July 27, 2004, at least one (1) Committee member shall satisfy the independence requirements of the New York Stock Exchange and Rule 10A-3(b)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"); as of October 27, 2004 a majority of the Committee members shall satisfy such independence requirements; and as of July 27, 2005, each Committee member shall satisfy such independence requirements.

Each Committee member shall be financially literate as determined by the Board in its business judgment or must become financially literate within a reasonable time after his or her appointment to the Committee. Members of the Committee are not required to be engaged in the accounting and auditing profession and, consequently, some members may not be expert in financial matters, or in matters involving auditing or accounting. However, at least one member of the Committee shall have accounting or related financial management expertise as determined by the Board in its business judgment. In addition, at least one Committee member shall be, as determined by the Board in its business judgment, an "audit committee financial expert" within the definition adopted by the Securities and Exchange Commission or the Company shall disclose in its periodic reports required pursuant to the Exchange Act the reasons why at least one member of the Committee is not an "audit committee financial expert."

No member of the Committee shall simultaneously serve on the audit committee of more than two other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and such determination is disclosed in the Company's annual proxy statement. Furthermore, no member of the Committee shall receive any compensation from the Company other than (i) director's fees for services as a director of the Company, including reasonable compensation for service on the Committee; and (ii) a pension or similar deferred compensation from the Company for prior service, provided that such compensation is not contingent on continued or future service to the Company. Without limiting the generality of the foregoing, no member of the Committee, and no member's firm, may receive any direct or indirect compensation from the Company for services as a consultant or legal or financial advisor.

**COMMITTEE ORGANIZATION AND PROCEDURES:**

The Chairperson (or in his or her absence, another member selected by the attending members) shall preside at each meeting and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's By-laws that are applicable to the Committee.



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The Committee shall meet on a regularly scheduled basis, but at least once each fiscal quarter and more frequently as the Committee deems necessary or desirable. Meetings of the Committee shall be held upon call by the Chairman of the Board or the Chairperson. In addition, the Committee shall meet separately, periodically, with management, the internal auditor and the independent auditor.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee may, in its discretion, retain any independent counsel, experts or advisors (accounting, financial or otherwise) that the Committee believes to be necessary or appropriate. The Committee may also, in its discretion, utilize the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review or attest services, for payment of compensation to any advisors employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may, in its discretion, conduct or authorize investigations into any matters within the scope of its responsibilities and powers.

The Committee shall maintain written minutes or other records of its meeting and activities. Minutes of each meeting of the Committee shall be distributed to each member of the Committee and other members of the Board. The Secretary or designated legal counsel of the Company shall retain the original signed minutes for permanent filing.

This Charter shall be made available on the Company's website at [www.dexmedia.com](http://www.dexmedia.com) and to any stockholder who otherwise requests a copy.

## **POWERS AND RESPONSIBILITIES:**

### **A. Interaction with Independent Auditor**

*Appointment and Oversight.* The independent auditor of the Company shall be accountable to the Committee in connection with the audit of the Company's annual financial statements and related services. The Committee shall be directly responsible and have sole authority for the appointment, compensation, retention, evaluation and oversight of the work of the independent auditor (including resolution of any disagreement between management of the Company and the independent auditor regarding financial reporting and pre-approval of all non-audit services) for the purpose of preparing or issuing an audit report or related work or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Committee.

*Pre-Approval of Services.* Before the independent auditor is engaged by the Company or its subsidiaries to render audit or non-audit services, the Committee shall pre-approve the engagement. Committee pre-approval of audit and non-audit services will not be required if the engagement for the services is entered into pursuant to pre-approval policies and procedures established by the Committee regarding the Company's engagement

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of the independent auditor, including, without limitation, the Audit and Non-Audit Services Pre-Approval Policy of the Audit Committee; provided that the policies and procedures are detailed as to the particular service, the Committee is informed of each service provided and such policies and procedures do not include delegation of the Committee's responsibilities under the Exchange Act to the Company's management. The Committee may

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delegate to one or more designated members of the Committee the authority to grant pre-approvals, provided such approvals are presented to the Committee at a subsequent meeting. If the Committee elects to establish pre-approval policies and procedures regarding non-audit services, the Committee must be informed of each non-audit service provided by the independent auditor. Committee pre-approval of non-audit services (other than review and attest services) also will not be required if such services fall within available exceptions established by the SEC.

*Independence of Independent Auditor.* The Committee shall, at least annually, review the independence and quality control procedures of the independent auditor and the experience and qualifications of the independent auditor's senior personnel that are providing audit services to the Company. In conducting its review:

(i) The Committee shall obtain and review a report prepared by the independent auditor describing (a) the auditing firm's internal quality-control procedures and (b) any material issues raised by the most recent internal quality-control review, or peer review, of the auditing firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and any steps taken to address any such issues.

(ii) The Committee shall discuss with the independent auditor its independence from the Company, and obtain and review a written statement prepared by the independent auditor describing all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard 1 (as may be supplemented from time to time). The Committee shall consider the impact that any relationships or services may have on the objectivity and independence of the independent auditor. In addition, the Company shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that, in the view of the Committee, may impact the objectivity and independence of the independent auditor. If the Committee determines further inquiry is advisable, the Committee shall take appropriate action in response to the independent auditor's report to satisfy itself of the auditor's independence.

(iii) The Committee shall confirm with the independent auditor that the independent auditor is in compliance with the partner rotation requirements established by the SEC.

(iv) The Committee shall consider whether the Company should adopt a rotation of the annual audit among independent auditing firms.

(v) The Committee shall, if applicable, consider whether the independent auditor's provision of any permitted information technology services or other non-audit services to the Company is compatible with maintaining the independence of the independent auditor.

**B. Annual and Quarterly Financial Statements and Annual Audit**

*Meetings with Management, Independent Auditor and Internal Auditor.*

(i) The Committee shall meet with management, the independent auditor and the internal auditor in connection with each annual audit to discuss the scope of the audit, the procedures to be followed and the staffing of the audit.

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(ii) The Committee shall review and discuss with management and the independent auditor: (a) major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles, and major issues as to the adequacy of the Company's internal controls and any special audit steps adopted in light of material control deficiencies; (b) any analyses prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative GAAP methods on the Company's financial statements; and (c) the effect of regulatory and accounting initiatives, as well as off-balance sheet structures or other material financial arrangements of the Company that do not appear on the financial statements of the Company, on the Company's financial statements.

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(iii) The Committee shall review and discuss the annual audited financial statements and the quarterly unaudited financial statements with the management of the Company and the independent auditor, including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations prior to the filing of the Company's annual report on Form 10-K and Quarterly Reports on Form 10-Q, respectively, with the Securities and Exchange Commission.

*Separate Meetings with Independent Auditor.*

(i) The Committee shall discuss with the independent auditor any problems or difficulties the independent auditor may have encountered during the course of the audit work, including, without limitation, any restrictions on the scope of activities or access to required information or any significant disagreements with management and management's responses to such matters. Among the items that the Committee should consider reviewing with the independent auditor are: (a) any accounting adjustments that were noted or proposed by the independent auditor but were passed (as immaterial or otherwise); (b) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (c) any management or internal control letter issued, or proposed to be issued, by the independent auditor to the Company. The Committee shall obtain from the independent auditor assurances that Section 10A(b) of the Exchange Act has not been implicated.

(ii) The Committee shall discuss with the independent auditor the report that such auditor is required to make to the Committee regarding: (i) all accounting policies and practices to be used that the independent auditor identifies as critical; (ii) all alternative treatments within GAAP for policies and practices related to material items that have been discussed among management and the independent auditor, including the ramifications of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and (iii) all other material written communications between the independent auditor and management of the Company, such as any management letter, management representation letter, reports on observations and recommendations on internal controls, independent auditor's engagement letter, independent auditor's independence letter, schedule of unadjusted audit differences and a listing of adjustments and reclassifications not recorded, if any.

(iii) The Committee shall discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, Communication with Audit Committees, as then in effect.

*Recommendations to Include Financial Statements in Annual Report.* The Committee shall, based on the review and discussions in Sections IV(B)(1)(iii) and IV(B)(2)(iii) above, and based on the disclosures received from the independent auditor regarding its independence and discussions with the independent auditor regarding such independence pursuant to Section IV(A)(3)(ii) above, determine whether to recommend to the Board that the audited financial statements should be included in the Company's Annual Report on Form 10-K for the fiscal year subject to the audit.

C. Internal Audit

*Appointment and Review.* The Committee shall review the appointment and replacement of the internal auditor, as well as the performance of the internal audit group. In addition, the Committee shall review, based upon the recommendation of the independent auditor and the internal auditor, the scope and plan of the work to be done by the internal audit group.

*Separate Meetings with Internal Auditor.* The Committee shall meet periodically with the Company's internal auditor to discuss the responsibilities, budget and staffing of the Company's internal audit function and any issues that the internal auditor believes warrant audit

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committee attention. The Committee shall discuss with the internal auditor any significant reports to management prepared by the internal auditor and any responses from management.

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*Reports.* Management shall furnish to the Committee a copy of each audit report prepared by the internal auditor.

*Access.* The internal auditor and the other personnel performing the Company's internal audit function shall be granted direct and unrestricted access to the Committee.

D. Other Powers and Responsibilities

1. The Committee shall discuss with the independent auditor and the internal auditor, at least annually, the adequacy and effectiveness of the accounting and financial controls of the Company, and consider any recommendations for improvement of such internal control procedures.
2. The Committee shall discuss with management any management letter or schedule of unadjusted differences provided to or by the independent auditor and any other significant matters brought to the attention of the Committee by the independent auditor as a result of its annual audit. The Committee should allow management adequate time to consider any such matters raised by the independent auditor.
3. The Committee shall discuss with management and the independent auditor any related-party transactions brought to the Company's attention which could reasonably be expected to have a material impact on the Company's financial statements.
4. The Committee, through its Chairperson, shall report regularly to, and review with, the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's independent auditor, the performance of the Company's internal audit function or any other matter the Committee believes is necessary or advisable to report to the Board.
5. The Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, as well as for the confidential and anonymous submission by employees of the Company of concerns and information regarding questionable accounting or auditing matters.
6. The Committee shall review and discuss with management and the independent auditor the Company's earnings press releases (with particular focus on any pro forma or adjusted non-GAAP information), as well as any financial information and earnings guidance provided to analysts and rating agencies. The Committee's discussion in this regard may be general in nature (i.e., discussion of the types of information to be disclosed and the type of presentation to be made) and need not take place in advance of each earnings release or each instance in which the Company may provide earnings guidance.
7. The Committee shall discuss with management and the independent auditor any correspondence from or with regulators or governmental agencies, any employee complaints or any published reports that raise material issues regarding the Company's financial statements, financial reporting process, accounting policies or internal audit function.

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8. The Committee shall provide the Company with the report of the Committee with respect to the audited financial statements, required by Item 306 of Regulation S-K, for inclusion in each of the Company's annual proxy statements.

9. The Committee shall set clear hiring policies regarding the Company's hiring of employees or former employees of the Company's independent auditor to ensure that the independence of the independent auditor is not compromised.

10. The Committee shall discuss with management the Company's policies with respect to risk assessment and risk management, including a review of the Company's investment policies and performance for cash use and short term investments. The Committee shall discuss with management the Company's significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures.

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11. The Committee shall discuss with the Company's General Counsel or outside counsel any legal matters brought to the Committee's attention that could reasonably be expected to have a material impact on the Company's financial statements.

12. The Committee shall request assurances from management, the Company's internal auditor and the independent auditor that the Company's foreign subsidiaries and foreign affiliated entities are in conformity with applicable legal requirements, including disclosure of insider and affiliated party transactions.

13. The Committee shall at least annually perform an evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter.

14. The Committee shall at least annually review and reassess the Committee's Charter and submit any recommended changes to the Board for its consideration.

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**DEX MEDIA, INC.**  
**PROXY SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**  
**FOR THE 2005 ANNUAL MEETING OF STOCKHOLDERS**

The undersigned hereby appoints George A. Burnett and Frank M. Eichler, and each of them, as proxies of the undersigned, with full power of substitution, to vote all the shares of common stock of Dex Media, Inc. which the undersigned is entitled to vote at the Annual Meeting of Stockholders of Dex Media, Inc. to be held in the St. Regis Roof Ballroom of the St. Regis Hotel, Two East 55<sup>th</sup> Street, New York, New York, on May 18, 2005, starting at 8:30 a.m., local time, and at any and all adjournments or postponements thereof, with all powers that the undersigned would possess if personally present, upon and in respect of the following matters and in accordance with the following instructions, with discretionary authority as to any and all other matters that may properly come before the Annual Meeting.

**UNLESS A CONTRARY DIRECTION IS INDICATED, THIS PROXY WILL BE VOTED FOR ALL NOMINEES LISTED IN PROPOSAL 1 AND FOR PROPOSAL NO. 2, AS MORE SPECIFICALLY DESCRIBED IN THE PROXY STATEMENT. IF SPECIFIC INSTRUCTIONS ARE INDICATED, THIS PROXY WILL BE VOTED IN ACCORDANCE THEREWITH.**

**Please vote, date and promptly return your proxy card in the envelope provided.**

**The Board of Directors recommends that the stockholders vote FOR each of the nominees and proposals listed below.**

Please mark  
your vote as  
indicated in  
this example <sup>x</sup>

	<b>WITHHELD</b>
<b>FOR</b>	<b>FOR ALL</b>
..	..

1. To elect three Class I directors.  
*Nominees for election at the Annual Meeting:*  
**George A. Burnett, R. Glenn Hubbard and Russell T. Lewis**

WITHHELD FOR: (Write in nominee's name in the space provided below)

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- |  |            |                |                |
|--|------------|----------------|----------------|
| 2. To ratify the selection of KPMG LLP as Dex Media's independent registered public accounting firm for the year ending December 31, 2005. | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|  | ..         | ..             | ..             |
| 3. To conduct any other business which may be properly brought before the Annual Meeting or any adjournment or postponement thereof.       | <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|  | ..         | ..             | ..             |

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**Whether or not you plan to attend the Annual Meeting, please complete, date and sign this proxy card and return it in the envelope provided. Any person giving a proxy has the power to revoke it at any time prior to its exercise and, if present at the Annual Meeting, may withdraw it and vote in person.**

(Signature)

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(Signature if held jointly)

Date:

(Please sign exactly as your name appears hereon. If stock is registered in more than one name, each holder should sign. If signing as an attorney, administrator, executor, guardian or trustee, please add your title as such. If executed by a corporation or other entity, the proxy should be signed by a duly authorized officer or other representative.)