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HELIX TECHNOLOGY CORP
Form DEF 14A
March 23, 2004

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the registrant [X]
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 Rule 14a-12

HELIX TECHNOLOGY 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)(1) 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:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

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(4) Date filed:

HELIX TECHNOLOGY CORPORATION
Mansfield Corporate Center
Nine Hampshire Street
Mansfield, MA 02048-9171
Telephone (508) 337-5500 - Fax (508) 337-5175

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON WEDNESDAY, APRIL 28, 2004, AT 11:00 A.M.

To the Stockholders of Helix Technology Corporation:

Notice is hereby given that the 2004 Annual Meeting of Stockholders of Helix Technology Corporation will be held on Wednesday, April 28, 2004, at 11:00 a.m. at The Down Town Club, 225 Franklin Street, Boston, Massachusetts, for the following purposes:

1. To elect a Board of Directors;
2. To approve amendments to the 1996 Equity Incentive Plan as described in the proxy statement for the meeting; and
3. To transact such other business as may properly come before the meeting.

Only stockholders of record at the close of business on March 8, 2004, are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors

Beverly L. Couturier
Corporate Secretary

Mansfield, Massachusetts
March 23, 2004

IT IS IMPORTANT THAT YOUR SHARES BE REPRESENTED AT THE MEETING. WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE MARK, SIGN, DATE, AND RETURN THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE IN THE ENCLOSED POSTAGE PREPAID ENVELOPE. ALTERNATIVELY, PLEASE VOTE OVER THE INTERNET OR BY TELEPHONE BY FOLLOWING THE INSTRUCTIONS ON YOUR PROXY CARD. IF YOU ATTEND THE MEETING AND VOTE IN PERSON, YOUR PROXY WILL NOT BE USED.

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PROXY STATEMENT

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FOR THE 2004 ANNUAL MEETING OF STOCKHOLDERS

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation of proxies by our Board of Directors for use at the 2004 Annual Meeting of Stockholders to be held at The Down Town Club, 225 Franklin Street, Boston, Massachusetts, on Wednesday, April 28, 2004, at 11:00 a.m., and at any adjournments thereof. The matters to be considered and acted upon at the meeting are set forth in the attached Notice of Annual Meeting.

Record Date, Voting Rights and Outstanding Shares

The Board of Directors has fixed March 8, 2004, as the record date for determining holders of our common stock who are entitled to vote at the Annual Meeting. As of that date there were 26,107,981 shares of common stock, \$1.00 par value per share, outstanding and entitled to vote at the meeting. Each of these shares of common stock is entitled to one vote on each of the matters listed in the Notice of Annual Meeting. A majority of the outstanding shares of common stock entitled to vote and present in person or by proxy will constitute a quorum at the meeting. Votes withheld, abstentions, and broker non-votes (where a broker or nominee does not exercise discretionary authority to vote on a matter) are counted for purposes of determining the presence or absence of a quorum for the transaction of business.

You may vote by mail, over the Internet, by telephone or in person at the Annual Meeting. To vote by mail, sign, date and complete the enclosed proxy card and return it in the enclosed self-addressed envelope. No postage is necessary if the proxy card is mailed in the United States. Instructions for voting over the Internet or by telephone can be found on your proxy card. If you vote by Internet or telephone, you should not return your proxy card. If you hold your shares through a bank, broker or other nominee, it will give you separate instructions for voting your shares. When the proxy card of a stockholder is duly executed and returned, the shares represented thereby will be voted in accordance with the voting instructions given on the proxy by the stockholder. If no such voting instructions are given on a proxy card with respect to one or more proposals, the shares represented by that proxy card will be voted, with respect to the election of directors, for the nominees named herein, and with respect to other proposals, in accordance with the recommendations of the Board. Stockholders may revoke their proxies at any time prior to any vote at the meeting. If you are the stockholder of record, you may change your vote and revoke your proxy by granting a new proxy bearing a later date (which automatically revokes the earlier proxy), by providing a written notice of revocation to Beverly L. Couturier, Corporate Secretary, prior to your shares being voted, or by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting alone will not cause your previously granted proxy to be revoked, unless you specifically so request. For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to your broker, trustee or nominee, or if you have obtained a legal proxy from your broker or nominee giving you the right to vote your shares, by attending the meeting and voting in person.

A plurality of the votes cast by stockholders entitled to vote at the meeting is required for the election of directors. Abstentions and broker non-votes will not be treated as votes cast for this purpose and will not affect the outcome of the election.

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The affirmative vote by the holders of a majority of the securities present in person or by proxy and entitled to vote at the meeting is required to approve the amendments to the 1996 Equity Incentive Plan, as amended and restated (the "Equity Incentive Plan"). Broker non-votes will not be counted as present and entitled to vote for this purpose, and therefore will have no effect. Abstentions will be counted as present and entitled to vote and, accordingly, will have the effect of a negative vote.

This proxy statement, the Notice of Annual Meeting, and the form of proxy will be first sent to stockholders on or about March 23, 2004.

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SECURITY OWNERSHIP BY PRINCIPAL STOCKHOLDERS AND MANAGEMENT

The following table sets forth certain information with respect to beneficial ownership of shares of our common stock as of March 8, 2004, (unless otherwise indicated in the footnotes to this table), (i) by each person (including any partnership, syndicate, or other group) known to management to be the beneficial owner of more than five percent of the outstanding shares of common stock, (ii) by each of our directors and nominees for director, (iii) by each of the Named Executive Officers, and (iv) by all of our executive officers and directors as a group. Except as indicated in the footnotes to this table, the persons named in the table have sole voting and investment power with respect to the shares shown as beneficially owned by them.

Beneficial Owner(1)	Shares Beneficially Owned	
	Number	Percent of Class
5% Stockholders:		
DePrince, Race & Zollo 201 South Orange Avenue Orlando, FL 32801	2,187,151 (2)	8.4%
Capital Group International, Inc. 11100 Santa Monica Boulevard Los Angeles, CA 90025-3384	1,318,880 (3)	5.1%
State Street Research & Management Co. One Financial Center, 31st Floor Boston, MA 02111-2690	1,317,366 (4)	5.1%
Non-Employee Directors and Nominees:		
Gideon Argov	4,000 (5)	**
Frank Gabron	42,800 (5)	**
Robert H. Hayes	14,000 (5)	**

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Marvin G. Schorr	106,800 (5)	**
Alfred Woollacott, III	2,000 (5)	**
Mark S. Wrighton	14,400 (5)	**
Named Executive Officers:		
Robert J. Lepofsky President, Chief Executive Officer and Director	397,814 (5) (6)	1.5%
James Gentilcore Executive Vice President, Chief Operating Officer	21,212 (5)	**
Jay Zager Senior Vice President, Chief Financial Officer	29,858 (5)	**
Robert E. Anastasi Executive Vice President	106,814 (5)	**
Mark E. Jalbert Senior Vice President	22,868 (5)	**
All Directors and Executive Officers as a Group (11)	762,566 (5) (6)	2.9%