

DUPONT E I DE NEMOURS & CO  
Form DEF 14A  
April 14, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A**

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

**E. I. du Pont de Nemours and Company**

(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)

Edgar Filing: DUPONT E I DE NEMOURS & CO - Form DEF 14A

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:

(4) Date Filed:

**2017 ANNUAL MEETING**

AND PROXY STATEMENT

DuPont  
974 Centre Road  
Chestnut Run Plaza  
Building 730  
Wilmington, DE 19805

## **NOTICE OF ANNUAL MEETING**

Meeting Date: **Wednesday, May 24, 2017**  
Time: **10:30 a.m. (EDT)**  
Location: **974 Centre Road,**

**Chestnut Run Plaza,**

**Building 730,**

**Wilmington, DE 19805**

### **AGENDA:**

1. The election of ten (10) directors
  2. The ratification of our independent registered public accounting firm
  3. An advisory vote to approve executive compensation
  4. An advisory vote on frequency of advisory votes on executive compensation
  5. Two (2) stockholder proposals described in the Proxy Statement if properly presented at the Annual Meeting
  6. Such other business as may properly come before the meeting
- All stockholders are cordially invited to attend, although only holders of record of DuPont Common Stock at the close of business on March 28, 2017, are entitled to vote at the meeting.

This year, we are using the Securities and Exchange Commission's Notice and Access model, allowing us to deliver proxy materials via the Internet. Notice and Access gives the Company a lower-cost way to furnish stockholders with their proxy materials. On April 14, 2017, we mailed to certain stockholders of record a Notice Regarding the Availability of Proxy Materials, with instructions on how to access the proxy materials via the Internet (or request a paper copy) and how to vote online.

If you are a registered stockholder and requested a full set of proxy materials, or if you hold DuPont Common Stock through a company savings plan, your admission ticket for the Annual Meeting is included on your Proxy Card. Registered stockholders may also use the Notice Regarding the Availability of Proxy Materials, received in the mail, as their admission ticket. If you hold shares in a brokerage account, please refer to page 4 of the Proxy Statement for information on attending the meeting. If you need special assistance, please contact the DuPont Stockholder Relations Office at 302-774-3034.

This notice and the accompanying proxy materials have been sent to you by order of the Board of Directors.

Erik T. Hoover

Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
STOCKHOLDER MEETING TO BE HELD ON MAY 24, 2017**

**The Notice and Proxy Statement and Annual Report**

**are available at *www.proxyvote.com***

Stockholders may request their proxy materials be delivered to them electronically in 2018 by visiting

<http://enroll.icsdelivery.com/dd>.

**2017 ANNUAL MEETING OF STOCKHOLDERS****PROXY STATEMENT**

Proxy Summary	1
General Information	2
Governance of the Company	9
Corporate Governance Guidelines	9
Board Leadership Structure	9
Board's Role in the Oversight of Risk Management	10
Committees of the Board	11
Committee Membership	12
Other Practices and Policies	13
Sustainability and Corporate Citizenship	15
Directors' Compensation	16
Management Proposal 1 Election of Directors	19
Director Skills and Qualifications	19
Our Director Nominees	20
Audit Committee Report	25
Management Proposal 2 Ratification of Independent Registered Public Accounting Firm	26
Ownership of Company Stock	28
Security Ownership by Directors and Executive Officers	29
Compensation Committee Interlocks and Insider Participation	30
Compensation Committee Report	30
Compensation Discussion and Analysis	31
Executive Summary	31
How We Determine Executive Compensation	36
Components of Our Executive Compensation Program	38
How We Manage Compensation Risk	41
2016 Compensation Decisions	42
2016 NEO Total Compensation Summary	46
Compensation of Executive Officers	48
2016 Summary Compensation Table	48
2016 Grants of Plan-Based Awards	51
Outstanding Equity Awards	53
2016 Option Exercises and Stock Vested	55
Pension Benefits	55
Nonqualified Deferred Compensation	57
Potential Payments Upon Termination or Change in Control	59
Management Proposal 3 Approve, by Advisory Vote, Executive Compensation	62
Management Proposal 4 Approve, by Advisory Vote, Frequency of Advisory Votes on Executive Compensation	64
Stockholder Proposals	65
Proposal 5 Executive Compensation Report	65
Proposal 6 Accident Risk Reduction Report	67
Forward Looking Statements	69
Director Nomination Process	A-1
Reconciliation of Non-GAAP Financial Measures	B-1

**Proxy Statement for 2017 Annual Meeting of Stockholders** i

**PROXY SUMMARY**

This proxy summary is an overview of information that you will find throughout this proxy statement. As this is only a summary, we encourage you to read the entire proxy statement, which was first distributed beginning on April 14, 2017, for more information about these topics prior to voting.

**ANNUAL MEETING OF STOCKHOLDERS**

Time and Date: 10:30 a.m., May 24, 2017

Place: **974 Centre Road,  
Chestnut Run Plaza,  
Building 730,  
Wilmington, DE 19805**

Record Date: Stockholders as of the close of  
business on March 28, 2017

Admission: Please follow the instructions  
contained in *How to Attend the  
Annual Meeting* on page 4.

**STOCKHOLDER VOTING MATTERS**

<i>Proposal</i>	<i>Board's Voting Recommendation</i>	<i>Page References (for more detail)</i>
1. Election of Directors	FOR EACH NOMINEE	19
2. Ratification of Independent Registered Public Accounting Firm	FOR	26
3. Advisory Vote on Executive Compensation	FOR	62
4. Advisory Vote on Frequency of Advisory Votes on Executive Compensation	ONE YEAR	64
5. Stockholder Proposal on Executive Compensation Report	AGAINST	65
6. Stockholder Proposal on Accident Risk Reduction Report	AGAINST	67



**Proxy Statement for 2017 Annual Meeting of Stockholders**

## PROXY STATEMENT

The enclosed proxy materials are being sent to stockholders at the request of the Board of Directors of E. I. du Pont de Nemours and Company to encourage you to vote your shares at the Annual Meeting of Stockholders to be held May 24, 2017. This Proxy Statement contains information on matters that will be presented at the meeting and is provided to assist you in voting your shares.

DuPont's 2016 Annual Report, containing management's discussion and analysis of financial condition and results of operations and the audited financial statements, and this Proxy Statement were distributed together beginning on April 14, 2017.

## GENERAL INFORMATION

### Who Can Vote

Only holders of record of DuPont Common Stock at the close of business on March 28, 2017, the record date for voting at the Annual Meeting, are entitled to vote at the Annual Meeting. On the record date, 866,755,737 shares of DuPont Common Stock were entitled to vote.

### How to Vote

**By Telephone** Stockholders can vote their shares using a toll-free telephone number by following the instructions provided on the proxy card. The telephone voting procedures are designed to authenticate a stockholder's identity to allow a stockholder to vote his or her shares and confirm that his or her instructions have been properly recorded. Voting by telephone authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

**By the Internet** Stockholders can simplify their voting by voting their shares via the Internet as instructed on the proxy card or Notice Regarding the Availability of Proxy Materials (Proxy Notice). The Internet procedures are designed to authenticate a stockholder's identity to allow a stockholder to vote his or her shares and confirm that his or her instructions have been properly recorded. Internet voting facilities for stockholders of record are available 24 hours a day. Voting via the Internet authorizes the named proxies to vote your shares in the same manner as if you had submitted a validly executed proxy card.

**By Mail** Stockholders may vote their shares by signing and dating the proxy card and returning it in the postage-paid envelope provided with this Proxy Statement. Proxy cards submitted by mail must be received by the time of the Annual Meeting for your shares to be voted.

**At the Annual Meeting** Shares held in your name as the stockholder of record may be voted by you in person at the Annual Meeting. Shares held beneficially in street name may be voted by you in person at the

Annual Meeting only if you obtain a legal proxy from the broker or other agent that holds your shares giving you the right to vote the shares and bring such proxy to the Annual Meeting. If you vote by proxy and attend the Annual Meeting, you do not need to vote again at the Annual Meeting unless you wish to change your vote. If you are an employee of DuPont or one of our subsidiaries that participate in the DuPont Retirement Savings Plan (the Plan), please see *Voting by Employees Participating in DuPont Plans* for information on how to vote your shares.

**Even if you plan to attend the Annual Meeting, we strongly urge you to vote in advance by proxy by signing and dating the enclosed proxy card and returning it in the postage-paid envelope provided, by voting via the Internet, or by telephone in each case by following the instructions provided on the proxy card or Proxy Notice, as applicable.**

If you vote by telephone, via the Internet or by signing, dating and returning a proxy card, your shares will be voted as you direct.

If you submit a proxy to us without indicating instructions with respect to specific proposals, we will vote your shares consistent with the recommendations of our Board of Directors as stated in this Proxy Statement, specifically for all our nominees for director, in favor of the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors, in favor of the advisory vote on the compensation of our named executive officers, in favor of annual frequency of our advisory vote on the compensation of our named executive officers, and against the stockholder proposals if properly presented at the Annual Meeting. If any other matter is properly presented at the Annual Meeting for consideration, then the persons named on your proxy will have discretion to vote for you on that matter. As of the date of the Notice of Annual Meeting of Stockholders, we knew of no other matter to be presented at the Annual Meeting. An independent inspector of elections will tabulate the proxies and certify the results.

## **2 Proxy Statement for 2017 Annual Meeting of Stockholders**

See *How to Attend the Annual Meeting* for additional information.

### **Voting of Shares of DuPont Common Stock Held in Street Name**

If your brokerage firm, bank, broker-dealer or other similar organization is the holder of record of your shares (i.e., your shares are held in street name ), you will receive voting instructions from the holder of record. You must follow these instructions to vote your shares. Your broker is required to vote those shares in accordance with your instructions.

### **Broker Non-votes**

A broker non-vote occurs when a beneficial owner of shares held by a broker, bank or other nominee fails to provide the record holder with specific instructions concerning how to vote on any non-routine matters brought to a vote at a stockholders meeting. Under the New York Stock Exchange (the NYSE ) rules, non-routine matters include the election of directors (Proposal 1), the vote, on an advisory basis, of the compensation of the Company s named executive officers (Proposal 3), the vote, on an advisory basis, of the frequency of the advisory vote on executive compensation (Proposal 4) and the vote on stockholder proposals (Proposals 5-6).

If you hold your shares in street name and want your vote to be counted at the Annual Meeting, you must cast your vote by instructing your bank, broker or other nominee on how to vote.

### **Revocation of Proxies**

You can change your vote or revoke your proxy at any time before it is exercised at the Annual Meeting by doing any of the following: (1) you can submit a valid proxy with a later date; (2) you can notify our Secretary in writing at Secretary, E. I. du Pont de Nemours and Company, Chestnut Run Plaza, 974 Centre Road, Wilmington, DE 19805 that you have revoked your proxy; or (3) you can vote in person by written ballot at the Annual Meeting.

### **Required Vote**

Stockholders of record are entitled to one vote per each share of DuPont Common Stock.

*Proposal 1: Election of Directors.* Under our Bylaws, since this is an uncontested election (i.e., the number of nominees for election to the Board equals the number of directors to be elected), majority voting will apply. Accordingly, a director nominee will be elected to the Board if the number of shares voted FOR the nominee exceeds the number of votes cast AGAINST the nominee s election. If any nominee

fails to receive a majority of the votes cast FOR his or her election, then such nominee must promptly tender his or her resignation to the Chair of the Board. Abstentions and broker non-votes do not constitute a vote for or against a director nominee and will be disregarded in the calculation of votes cast. The Corporate Governance Committee (the Governance Committee ) of our Board of Directors (or, under certain circumstances, another committee appointed by the Board) will promptly consider that resignation and recommend to the Board whether to accept the tendered

resignation or reject it based on all relevant factors. The Board must then act on that recommendation no later than 90 days following the date of an Annual Meeting. Within four business days of the Board's decision, we must disclose the decision in a Current Report on Form 8-K filed with the Securities and Exchange Commission (SEC) that includes a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation.

If for some reason any of the Board's director nominees are unable to serve, or for good cause will not serve if elected, the persons named as proxies may vote for a substitute nominee recommended by the Board and, unless you indicate otherwise on the proxy card, your shares will be voted in favor of the Board's remaining nominees. As of the date of the Notice of Annual Meeting of Stockholders, we know of no reason why any of the Board's nominees would be unable or for good cause unwilling to serve as a director if elected.

*Proposal 2: Ratification of the appointment of PricewaterhouseCoopers LLP, an independent registered public accounting firm, as our independent auditors for the fiscal year ending December 31, 2017.* The votes cast for this proposal must exceed the votes cast against to approve the ratification of the appointment of PricewaterhouseCoopers LLP as our independent auditors for the fiscal year ending December 31, 2017. Abstentions do not constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast.

*Proposal 3: Advisory vote on executive compensation.* The votes cast for this proposal must exceed the votes cast against to approve the advisory vote on the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables contained in this Proxy Statement. Abstentions and broker non-votes do not

constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast. Although the outcome of this advisory vote on the compensation of our named executive officers is non-binding, our Human Resources and Compensation Committee and Board will review and consider the outcome of this vote when making future compensation decisions for our named executive officers.

*Proposal 4: Advisory vote on frequency of advisory votes on executive compensation.* The number of votes for ONE YEAR , TWO YEARS or THREE YEARS will be counted, and the frequency with the highest number votes will be the frequency that our stockholders approve. Abstentions and broker non-votes do not constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast. Although the outcome of this advisory vote on the frequency of advisory votes on executive compensation is non-binding, our Human Resources and Compensation Committee and Board will review and consider the outcome of this vote when determining the frequency of future advisory votes on executive compensation.

*Proposals 5 and 6 Stockholder Proposals:* The votes cast for a proposal must exceed the votes cast against such proposal for a stockholder proposal to pass. Abstentions and broker non-votes do not constitute a vote for or against the proposal and will be disregarded in the calculation of votes cast. Each proposal must be properly presented at the Annual Meeting for such proposal to be voted upon.

### **Voting by Employees Participating in DuPont Plans**

If you are an employee of DuPont or one of our subsidiaries that participate in the DuPont Retirement Savings Plan (the Plan ), the enclosed voting instruction form indicates the aggregate number of shares of DuPont Common Stock credited to your account as of the record date for voting at the Annual Meeting. If you timely submit your voting instructions to the Plan Trustee by following the instructions on the enclosed voting instruction form, your shares will be voted as you have directed. If you do not provide the Trustee with voting instructions, the Trustee may vote as directed by the plan fiduciary or by an independent fiduciary selected by the plan fiduciary all shares held in the Plan for which no voting instructions are received. The Trustee must receive your voting instructions no later than May 19, 2017 or, if you are voting via the Internet or by phone, by 11:59 p.m., Eastern Daylight Time, on May 21, 2017. Please note

that Plan participants may vote their shares through the Trustee only and accordingly may not vote their Plan shares in person at the Annual Meeting.

### **How to Attend the Annual Meeting**

Only our stockholders and invited guests may attend the Annual Meeting.

Registered stockholders may be admitted to the meeting upon providing picture identification. If you own shares in street name, please bring your most recent brokerage statement, along with picture identification, to the meeting. We will use your brokerage statement to verify your ownership of DuPont Common Stock and admit you to the meeting.

Please note that cameras, sound or video recording equipment, or other similar equipment, electronic devices, large bags or packages will not be permitted in the Annual Meeting.

### **Proxy Committee**

The Proxy Committee is composed of DuPont directors who vote as instructed the shares of DuPont Common Stock for which they receive proxies. Proxies also confer upon the Proxy Committee discretionary authority to vote the shares on any matter which was not known to the Board a reasonable time before solicitation of proxies, but which is properly presented for action at the meeting.

### **Quorum**

A quorum of stockholders is necessary to transact business at the 2017 Annual Meeting. A quorum exists if the holders of at least a majority of the shares of DuPont Common Stock entitled to vote are present either in person or by proxy at the meeting. Abstentions and broker non-votes will be counted in determining whether a quorum exists.

### **2018 Stockholder Proposals**

Typically, at each annual meeting, stockholders are asked to elect directors to serve on the Board, to ratify the appointment of DuPont's independent registered public accounting firm for the year and to approve, by advisory vote, executive compensation. The Board or stockholders may submit other proposals to be included in the proxy statement. To be considered for inclusion in the 2018 DuPont Annual Meeting Proxy Statement, stockholder proposals must meet the requirements of SEC Rule 14a-8 and must be received no later than December 15, 2017. Our Bylaws provide that a stockholder may otherwise propose business for consideration or nominate persons for election to the Board, in compliance with federal proxy rules, applicable state law and other legal requirements and

without seeking to have the proposal included in our proxy statement pursuant to Rule 14a-8. Our Bylaws currently require that notice of such proposals or nominations for DuPont's 2018 Annual Meeting be received by us between January 24, 2018 and February 23, 2018. Any such notice must satisfy the other requirements in our Bylaws applicable to such proposals and nominations.

### **Stockholder Nominations for Election of Directors**

For stockholder director nominations, the notification to our Secretary must contain or be accompanied by the information required by our Bylaws. The information requirements include, among other things:

- the name, age, business address and residence address of each nominee;
- the principal occupation or employment of each such nominee;
- the number of shares of DuPont's capital stock which are owned of record and beneficially by each such nominee and any affiliates or associates of such nominee;
- a detailed description of any compensatory, payment or other financial agreement, arrangement or understanding between the nominee and any person or entity other than the Company, or whether the nominee has received any compensation or other payment from any person or entity other than the Company, in each case in connection with the candidacy or service as a director of DuPont;
- other information concerning each such nominee as would be required to be disclosed in a proxy statement soliciting proxies for the election of such nominee as a director in an election contest (even if an election contest is not involved) or that is otherwise required to be disclosed, under Section 14(a) of the Securities Exchange Act and the rules and regulations thereunder;
- the consent of the nominee to being named in the proxy statement as a nominee and to serving as a director if elected and a representation by the nominee to the effect that, if elected, the nominee will agree to and abide by all policies of the Board as may be in place at any time and from time to time; and
- certain information about the proposing stockholder.

A copy of the full text of the relevant Bylaw provisions, which includes the complete list of the information that must be submitted to nominate a

director, may be obtained upon written request directed to our Secretary at our principal office.

A copy of our Bylaws is available on the Investors' caption of our website ([www.dupont.com](http://www.dupont.com)) under Corporate Governance.

In addition to a stockholder's ability to nominate candidates to serve on the Board as described above, stockholders also may recommend candidates to the Corporate Governance Committee (the Governance Committee) for its consideration. The Governance Committee will consider and evaluate candidates recommended by stockholders in the same manner that it considers and evaluates all other director candidates. To recommend a candidate, stockholders should follow the procedures set in the Director Nomination Process attached as Appendix A.



### **Cost of Solicitation**

We will pay all costs relating to the solicitation of proxies. Innisfree M&A Incorporated has been retained to assist in soliciting proxies at a cost of approximately \$15,000 plus reasonable expenses. Our officers, directors and employees may solicit proxies personally, by mail, by telephone or other electronic means. We will also reimburse brokers, custodians, nominees and fiduciaries for reasonable expenses in forwarding proxy materials to beneficial owners of DuPont Common Stock.

### **Householding Rules**

The SEC's householding rules permit us to deliver only one set of proxy materials to stockholders who share an address unless otherwise requested. This procedure reduces printing and mailing costs. If you are a registered stockholder and share an address with another stockholder and have received only one set of proxy materials, you may request a separate copy of these materials, and future materials, at no cost to you by writing to the DuPont Stockholder Relations Office at Chestnut Run Plaza, 974 Centre Road, Wilmington, DE 19805 or calling (302) 774-3034. Alternatively, if you are currently receiving multiple copies of the proxy materials at the same address and wish to receive a single copy in the future, you may contact us by calling the telephone number given above.

If you own shares in street name, the bank, broker or other holder of record may deliver only one copy of the Notice of Annual Meeting and Proxy Statement to stockholders who have the same address unless the bank, broker or other holder of record has received contrary instructions from one or more of the stockholders. If you wish to receive a separate copy of

the Notice of Annual Meeting and Proxy Statement, now or in the future, you may contact us at the telephone number above and you will promptly be sent a separate copy. Beneficial owners sharing an address who are currently receiving multiple copies of the Notice of Annual Meeting and Proxy Statement and wish to receive a single copy in the future, should contact their bank, broker or other holder of record to request that only a single copy be delivered to all stockholders at the shared address in the future.

### **Confidential Voting**

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are held confidential. Such documents are available for examination only by the independent tabulation agents, the independent inspectors of election and certain employees associated with tabulation of the vote. The identity of the vote of any individual stockholder is not disclosed except as may be necessary to meet legal requirements.

## **6 Proxy Statement for 2017 Annual Meeting of Stockholders**

**OUR DIRECTOR NOMINEES**

You are being asked to vote on the election of 10 directors. All directors are elected annually. Detailed information about each Director's background, skills and expertise can be found in *Proposal 1 Election of Directors*.

<i>(As of the Annual Meeting)</i>	<i>Committee Memberships</i>					
<i>Name</i>	<i>Independent</i>	<i>Audit</i>	<i>Human Resources and Compensation</i>	<i>Corporate Governance</i>	<i>Environmental Policy and Safety</i>	<i>Science &amp; Technology</i>
<i>Years of Service</i>						<i>Other Current</i>
<i>Age</i>						<i>Public Boards</i>
<i>Current Position</i>						
<b>Lamberto Andreotti</b>	YES	X			X	X
Director since 2012; Age 66						
Retired Chair, Bristol-Myers Squibb Company						
<b>Edward D. Breen</b>	NO					1
Director since 2015; Age 61						
Chair and CEO, DuPont						
<b>Robert A. Brown</b>	YES	X			X	Chair

Director since 2007;  
Age 65

President, Boston  
University

<b>Alexander M. Cutler</b>	YES		X	Chair		1
----------------------------	-----	--	---	-------	--	---

Director since 2008;  
Age 65

Retired Chair and CEO,  
Eaton

<b>Eleuthère I. du Pont</b>	YES		X	X		1
-----------------------------	-----	--	---	---	--	---

Director since 2006;  
Age 51

President, Longwood  
Foundation

<b>James L. Gallogly</b>	YES	X		X		
--------------------------	-----	---	--	---	--	--

Director since 2015;  
Age 64

Former Chairman of  
Management Board

and CEO,  
LyondellBasell  
Industries NV

<b>Marillyn A. Hewson</b>	YES		X	X		1
---------------------------	-----	--	---	---	--	---

Director since 2007;  
Age 63

Chairman, President and  
CEO,

Lockheed Martin  
Corporation

YES

<b>Lois D. Juliber</b>			Chair		X	X	1
------------------------	--	--	-------	--	---	---	---

Director since 1995;  
Age 68

Retired Vice Chairman,

Colgate-Palmolive  
Corporation

<b>Lee M. Thomas</b>	YES	X	Chair	X	1
----------------------	-----	---	-------	---	---

Director since 2011;  
Age 72

Retired Chairman and  
CEO, Rayonier Inc.

<b>Patrick J. Ward</b>	YES	Chair	X	X	
------------------------	-----	-------	---	---	--

Director since 2013;  
Age 53

CFO, Cummins, Inc.

**CORPORATE GOVERNANCE**

**CORPORATE GOVERNANCE FACTS (as of the date of this Proxy Statement)**

***Board and Governance Information***

11            Size of Board

10            Number of Independent Directors

61.7          Average Age of Directors

12            Board Meetings Held in 2016

**ü**            Annual Election of Directors

**ü**            Majority Voting for Directors

**ü**            Independent Lead Director

- ü Independent Directors Meet Without Management Present
  
- ü Director Stock Ownership Guidelines Hold until Retirement from Board
  
- 72 Mandatory Retirement Age for Directors\*
  
- ü Code of Business Conduct for Directors, Officers and Employees
  
- ü Stockholder Ability to Call Special Meetings (25% Threshold)
  
- ü Succession Planning and Implementation Process
  
- ü Comprehensive Sustainability Program

\* No director may stand for reelection to the Board after reaching age 72. In unusual circumstances and for a limited period, the Board of Directors may ask a director to stand for reelection after the prescribed retirement date.

**8 Proxy Statement for 2017 Annual Meeting of Stockholders**

## GOVERNANCE OF THE COMPANY

Strong corporate governance is an integral part of DuPont's core values, and is part of the foundation for our sustainable growth mission. DuPont is committed to having sound corporate governance principles and practices. Within this section, you will find information about our Board of Directors and our governance structure and processes. More information about our corporate governance principles, guidelines and practices and other related information can be found on our website at [www.dupont.com](http://www.dupont.com) under the "Investors" caption.

### CORPORATE GOVERNANCE GUIDELINES

The DuPont Board of Directors Corporate Governance Guidelines form an important framework for the Board's corporate governance practices and assist the Board in carrying out its responsibilities. The Board reviews these guidelines periodically to consider the need for amendments or enhancements. Among other things, these guidelines delineate the Board's responsibilities, leadership structure, independence, qualifications, election, annual self-evaluation, and access to management and advisors.

We invite you to visit our website at [www.dupont.com](http://www.dupont.com), under the "Investors" caption to review the following governance documents:

Corporate Governance Guidelines, including Guidelines for Determining the Independence of DuPont Directors  
Charters for the following committees:

Audit Committee

Human Resources and Compensation Committee

Corporate Governance Committee

The Code of Business Conduct and Ethics for the DuPont Board of Directors; the Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller; and the DuPont Code of Conduct

Bylaws

Political Contributions Policy and Report

Copies of these documents may also be obtained free of charge by writing to the Secretary.

### BOARD LEADERSHIP STRUCTURE

The Board has determined that having the same person hold the Chair and chief executive officer (CEO) positions is the best board leadership structure for DuPont at this time. The Board appreciates that any advantages gained by having a single Chair/CEO must be weighed against any associated independence concerns, and has implemented adequate safeguards to address such concerns. The Board has implemented a robust independent Lead Director structure that is consistent with the best industry practices, including the policies of Institutional Shareholder Services (ISS). This leadership structure provides DuPont with the benefit of a combined Chair/CEO balanced by a strong independent Lead Director. A.M. Cutler is our independent Lead Director.

#### Role of the Independent Lead Director



The independent Board members elect the independent Lead Director annually. The Lead Director serves for at least one year and has the following responsibilities:

chairs all meetings of the Board at which the Chair is not present, including executive sessions of the independent directors;

serves as liaison between the Chair and the independent directors;

reviews and approves information sent to the Board;

reviews and approves meeting agendas for the Board;

reviews and approves meeting schedules to assure that there is sufficient time for discussion of all agenda items;

has the authority to call meetings of the independent directors; and

if requested by major stockholders, ensures that he or she is available for consultation and direct communication.

---

*Governance of the Company " Board Leadership Structure*

Each director is an equal participant in each decision made by the full Board. In addition, the Board meets in regularly scheduled executive sessions without the participation of the CEO or other senior executives. We believe executive sessions promote frank and open discussions among non-management directors.

All directors have access to DuPont's management. As necessary and appropriate, the Board and its committees may also retain outside legal, financial or other advisors.

**Director Independence**

Ten of the Board's eleven current directors are independent directors in accordance with the standards of independence of the NYSE and as described in the Corporate Governance Guidelines. The Governance Committee as well as the Board annually reviews relationships that directors may have with the Company to make a determination of whether there are any material relationships that would preclude a director from being independent.

All members of the Audit, Human Resources and Compensation, and Corporate Governance Committees are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. The Board and each committee undertake an annual self-evaluation of performance with a particular focus on overall effectiveness. The Governance Committee is responsible for overseeing the self-evaluation process. Through an annual process overseen and coordinated by the Human Resources and Compensation Committee, independent directors evaluate the CEO's performance and set the CEO's compensation.

**BOARD'S ROLE IN THE OVERSIGHT OF RISK MANAGEMENT**

The Board has an active role, directly and through the Board's committee structure, in the oversight of our risk management efforts. The Board has identified the key risks to be monitored by them on a recurring basis, and regularly reviews and discusses with members of management information regarding the Company's business disruption, economic, environmental, legal, process safety, regulatory, reputational, strategic, technological and other risks, their potential impact, and our risk mitigation efforts.

Each Board committee plays a key role in overseeing the management of risks that are within the committee's area of focus.

***Board Committee***

Human Resources and Compensation Committee

Audit Committee

***Risk Management Oversight***

responsible for overseeing the management of risks relating to the Company's executive compensation practices

oversees management and effectiveness of accounting, auditing, external reporting, compliance and internal

control risks

Corporate Governance Committee

addresses risks associated with director independence, potential conflicts of interest and other ethics and compliance risks

Environmental Policy and Safety Committee

focuses on risks associated with emerging regulatory developments related to safety, health and environment

Science and Technology Committee

considers key research and development initiatives and the risks related to those programs

Although each committee is responsible for overseeing the management of certain risks, the full Board is regularly informed by its committees about these risks. This enables the Board and its committees to coordinate risk oversight and the relationships among the various risks.

## 10 Proxy Statement for 2017 Annual Meeting of Stockholders

## **COMMITTEES OF THE BOARD**

### **Audit Committee**

Responsibilities include:

Employs the Company's independent registered public accounting firm, subject to stockholder ratification, to audit the Company's Consolidated Financial Statements.

Pre-approves all services performed by the Company's independent registered public accounting firm.

Provides oversight on the external reporting process and the adequacy of the Company's internal controls.

Reviews effectiveness of the Company's systems, procedures and programs designed to promote and monitor compliance with applicable laws and regulations and receives prompt reports on any compliance matter that could adversely impact the Company's external reporting process or adequacy of internal controls.

Reviews the scope of the audit activities of the independent registered public accounting firm and the Company's internal auditors and appraises audit efforts of both.

Reviews services provided by the Company's independent registered public accounting firm and other disclosed relationships as they bear on the independence of the Company's independent registered public accounting firm.

Establishes procedures for the receipt, retention and resolution of complaints regarding accounting, internal controls or auditing matters.

All members of the Audit Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. The Board has determined that all members of the Audit Committee are audit committee financial experts within the meaning of applicable Securities and Exchange Commission rules.

*A Summary of the Audit Committee Policy on Pre-approval of Services Performed by the Independent Registered Public Accounting Firm is included as part of Proposal 2 Ratification of Independent Registered Public Accounting Firm in this Proxy Statement.*

**Human Resources and  
Compensation Committee**

Responsibilities include:

Assesses current and future senior leadership talent, including assisting the Board in CEO succession planning.

Reviews and approves DuPont's programs for executive development, performance and skill evaluations.

Oversees the performance evaluation of the CEO based on input from other independent directors.

Recommends, for approval by the independent directors, CEO compensation.

Recommends and approves the principles guiding DuPont's executive compensation and benefits plans.

Reviews DuPont's incentive compensation arrangements to determine whether they encourage excessive risk-taking, and evaluates compensation policies and practices that could mitigate any such risk.

Works with management to develop the Compensation Discussion and Analysis.

Considers the voting results of any say-on-pay or related stockholder proposals.

All members of the Human Resources and Compensation Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards.

*Governance of the Company " Committees of the Board*

<b>Corporate Governance Committee</b>	<p>Responsibilities include:</p> <ul style="list-style-type: none"><li>Determines the qualifications, qualities, skills and other expertise required to be a director.</li><li>Establishes the process for identifying and evaluating director nominees.</li><li>Recommends to the Board nominees for election to the Board of Directors.</li><li>Reviews and recommends to the Board committee structure, membership and leadership, including the independent Lead Director.</li><li>Regularly reviews principles, policies and procedures affecting directors and the Board's operation and effectiveness.</li><li>Provides oversight regarding DuPont's policies on political contributions and lobbying expenses.</li><li>Oversees evaluation of the Board and its effectiveness.</li><li>Oversees the Company's ethics and compliance functions, including review of its business conduct and ethics policies.</li></ul> <p>All members of the Corporate Governance Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards.</p>
---------------------------------------	--

<b>Environmental Policy &amp; Safety Committee</b>	<p>Responsibilities include:</p> <ul style="list-style-type: none"><li>Reviews DuPont's safety, health and environmental policies and practices.</li><li>Provides support for DuPont's sustainable growth mission.</li></ul>
--	--

<b>Science and Technology Committee</b>	<p>Responsibilities include:</p> <ul style="list-style-type: none"><li>Monitors state of science and technology capabilities within DuPont.</li></ul>
---	---

Oversees the development of key technologies essential to DuPont's long-term success.

### Committee Membership

The following chart shows the current committee membership and the number of meetings that each committee held in 2016.

<i>Director</i>	<i>Human Resources and Corporate Audit Compensation Governance Environmental Policy &amp; Safety Science and Technology</i>				
	<i>Committee</i>	<i>Committee</i>	<i>Committee</i>	<i>Committee</i>	<i>Committee</i>
<b>Lamberto Andreotti</b>	X			X	X
<b>Edward D. Breen</b>					
<b>Robert A. Brown</b>	X			X	C
<b>Alexander M. Cutler</b>		X	C		
<b>Eleuthère I. du Pont</b>		X	X		
<b>James L. Gallogly</b>	X		X		
<b>Marillyn A. Hewson</b>		X	X		
<b>Lois D. Juliber</b>		C		X	X
<b>Ulf M. Schneider*</b>	X		X		
<b>Lee M. Thomas</b>		X		C	X
<b>Patrick J. Ward</b>	C			X	X
<b>Number of Meetings in 2016</b>	9	6	6	3	3

C = Chair

\* Mr. Schneider is not standing for re-election at the Annual Meeting.

Directors fulfill their responsibilities not only by attending Board and committee meetings but also through communication with the Chair and CEO and other members of management relative to matters of mutual interest and concern to the Company.

In 2016, twelve (12) meetings of the Board were held. Each director attended at least 89% of the aggregate number of meetings of the Board and the committees of the Board on which the director served during his or her tenure as a director.

As provided in the Board's Corporate Governance Guidelines, directors are expected to attend the Company's Annual Meeting of Stockholders. Nine directors attended the 2016 Annual Meeting.

12 **Proxy Statement for 2017 Annual Meeting of Stockholders**



## **OTHER PRACTICES AND POLICIES**

### **Review and Approval of Transactions with Related Persons**

The Board of Directors has adopted written policies and procedures relating to the approval or ratification of Related Person Transactions. Under the policies and procedures, the Governance Committee (or its Chair, under some circumstances) reviews the relevant facts of all proposed Related Person Transactions and either approves or disapproves of the entry into the Related Person Transaction, by taking into account, among other factors it deems appropriate:

- the commercial reasonableness of the transaction;
- the materiality of the Related Person's direct or indirect interest in the transaction;
- whether the transaction may involve a conflict of interest, or the appearance of one;
- whether the transaction was in the ordinary course of business; and
- the impact of the transaction on the Related Person's independence under the Corporate Governance Guidelines and applicable regulatory and listing standards.

No director may participate in any discussion or approval of a Related Person Transaction for which he/she or any of his/her immediate family members is the Related Person. Related Person Transactions are approved or ratified only if they are determined to be in the best interests of DuPont and its stockholders.

If a Related Person Transaction that has not been previously approved or previously ratified is discovered, the Related Person Transaction will be presented to the Governance Committee for ratification. If the Governance Committee does not ratify the Related Person Transaction, then the Company either ensures all appropriate disclosures regarding the transaction are made or, if appropriate, takes all reasonable actions to attempt to terminate the Company's participation in the transaction.

Under DuPont's policies and procedures, a Related Person Transaction is generally any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships in which:

- DuPont was, is or will be a participant;
- the aggregate amount involved exceeds \$120,000 in any fiscal year; and
- any Related Person had, has or will have a direct or indirect material interest.

A Related Person is generally any person who is, or at any time since the beginning of DuPont's last fiscal year was:

- a director or an executive officer of DuPont or a nominee to become a director of DuPont;

any person who is known to be the beneficial owner of more than five percent of any class of DuPont's outstanding Common Stock; or  
any immediate family member of any of the persons mentioned above.

#### **Certain Relationships and Related Transactions**

As discussed above, the Governance Committee is charged with reviewing issues involving independence and all Related Person Transactions. DuPont and its subsidiaries purchase products and services from and/or sell products and services to companies of which certain of the directors and executive officers of DuPont, or their immediate family members, are employees. The Governance Committee and the Board have reviewed such transactions and relationships and do not consider the amounts involved in such transactions material. Such purchases from and sales to each company involve less than either \$1,000,000 or two percent of the consolidated gross revenues of each of the purchaser and the seller and all such transactions are in the ordinary course of business. Some such transactions are continuing and it is anticipated that similar transactions will occur from time to time. In 2016, the Company paid \$172,000 to The Vanguard Group for administrative services related to certain benefit plans. See *Ownership of Company Stock* for information about The Vanguard Group's interest in DuPont.

#### **Restrictions on Certain Types of Transactions**

The Company has a policy that prohibits directors and officers from engaging in the following types of transactions with respect to DuPont's stock: short-term trading; short sales; hedging transactions; margin accounts and pledging securities. This policy also strongly recommends that all other employees refrain from entering into these types of transactions.

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

The Board has adopted a Code of Business Conduct and Ethics for Directors. In addition, the Company has a Code of Conduct applicable to all DuPont employees, including executive officers, and a Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller.

### **Board's Consideration of Diversity**

The Board does not have a formal policy with respect to diversity. However, the Board and the Governance Committee each believe that it is essential that the Board members represent diverse viewpoints, with a broad array of experiences, professions, skills, geographic representation and backgrounds, as well as diversity of race, gender, national origin and age, that, when considered as a group, provide a sufficient mix of perspectives to allow the Board to best fulfill its responsibilities to the long-term interests of our stockholders. For additional information regarding diversity, see our *Corporate Governance Guidelines*, under *Qualifications* and the Director Nomination Process at Appendix A.

### **Communications with the Board and Directors**

Stockholders and other parties interested in communicating directly with the Board, Chair, Lead Director or other outside director may do so by writing in care of the Secretary, DuPont Company, 974 Centre Road, Wilmington, DE 19805. The Board's independent directors have approved procedures for handling correspondence received by the Company and addressed to the Board, Chair, Lead Director or other outside director. Concerns relating to accounting, internal controls, auditing or ethical matters are immediately brought to the attention of DuPont's internal audit function and handled in accordance with procedures established by the Audit Committee with respect to such matters, which include an anonymous toll-free hotline (1-800-476-3016) and a website through which to report issues (<https://reportanissue.com/dupont/welcome>).

## **SUSTAINABILITY AND CORPORATE CITIZENSHIP**

We are driving a new era of sustainable growth as we continue to transform DuPont. Our sustainability efforts create value for our stockholders, customers and society while reducing our environmental footprint along the value chains in which we operate.

Since 1990, DuPont has been at the forefront of the sustainability movement. In 2015, we continued our leadership journey by announcing a set of 2020 Sustainability Goals that integrate sustainability in our innovation process, further improve our operational footprint and continue our efforts to enhance global food security. Our 2016 Sustainability Report noted the following achievements by the end of 2015:

Reduced absolute greenhouse gas emissions by nearly 7.5 percent between 2010 and 2015 and cut our total water consumption by approximately 7.6 percent in the same period.

Reduced non-renewable energy intensity by 3.3 percent since 2010.

Invested approximately \$4.9 billion and introduced nearly 3,000 new products between 2010 and 2015 as part of our 2020 goal to develop innovations that produce more food, enhance nutritional value and improve agriculture sustainability.

Exceeded our 2020 goal of facilitating 2 million engagements of youth around the world to inform and inspire the next generation to address food security.

We will continue to challenge ourselves with sustainability goals that create value for all of our stakeholders, and through our product innovation, business strategy, and operations we will meet them. Please visit <http://www.dupont.com/corporate-functions/sustainability/performance-reporting/sustainability-reports.html> to view our latest sustainability reports.

For more about our Corporate Citizenship and Outreach programs visit <http://www.dupont.com/corporate-functions/sustainability/outreach.html>

### **Awards and Recognition**

DuPont is proud to have been recognized on the following indices, lists and awards in 2016:

CDP Climate Disclosure A- Leadership Band  
Working Mother Magazine 100 Best Companies  
National Association for Female Executives Top 50 Companies for Executive Women  
Human Rights Campaign Corporate Equality Index (100% score)  
Disability Equality Index (100% score)  
DiversityInc s 25 Noteworthy Companies for Diversity

**Proxy Statement for 2017 Annual Meeting of Stockholders 15**

## DIRECTORS COMPENSATION

Nonemployee directors receive compensation for Board service, which is designed to fairly compensate them for their Board responsibilities and align their interests with the long-term interests of stockholders.

The Human Resources and Compensation Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation. The process for setting director pay is guided by the following principles:

### DIRECTOR COMPENSATION PRINCIPLES

#### Transparency

The Human Resources and Compensation Committee reviews director compensation annually, and makes recommendations to the full Board, which approves changes to director pay. Details of director compensation are disclosed in the proxy statement annually.

#### Fair and competitive compensation that aligns director behavior with the best interests of stockholders

A significant portion of the annual retainer is paid in restricted stock units ( RSUs ), which must be held until retirement.

Stock Ownership Guidelines exist to encourage ownership. See *Stock Ownership Guidelines* for additional information.

DuPont's goal is to assure competitive levels of director pay, reflective of the significant time commitment expected, through a director compensation program built upon an annual retainer.

Directors must act in the best interests of the Company and its stockholders. DuPont's Stock Ownership Guidelines and use of RSUs support and reinforce this commitment.

Director compensation is monitored closely against market trends and external practices, as well as against changes at the peer group companies. Market and peer group are defined on page 37.

With the assistance of its independent compensation consultant, Frederic W. Cook & Co., Inc., the Human Resources and Compensation Committee closely monitors trends in director compensation in the marketplace. The chart below describes the compensation program for nonemployee directors for 2015 and 2016:

<i>Compensation Element</i>	<i>2015</i>	<i>2016</i>
<b>Annual Retainer (Total)</b>	\$265,000	\$265,000
<b>Cash Retainer</b>	\$115,000	\$115,000
<b>Equity Retainer</b>	\$150,000	\$150,000

	Delivered in the form of time-vested RSUs 2,170 granted in 2015; provide for dividend-equivalent units; restrictions lapse at separation from service; payable in stock	Delivered in the form of time-vested RSUs 2,230 granted on April 27, 2016; provide for dividend-equivalent units; restrictions lapse at separation from service; payable in stock
<b>Annual Committee Chair Fee</b>	Audit Committee Chair \$25,000	Audit Committee Chair \$25,000
	Human Resources and Compensation Committee Chair \$25,000	Human Resources and Compensation Committee Chair \$25,000
	All Other Committee Chairs \$20,000	All Other Committee Chairs \$20,000
<b>Lead Director Fee</b>	\$30,000	\$30,000
<b>Stock Ownership Guideline</b>	Time-vested RSUs required to be held until retirement	Time-vested RSUs required to be held until retirement

DuPont does not pay meeting fees, but does pay for or reimburse directors for reasonable travel expenses related to attending Board, committee, educational and Company business meetings. The following table reflects details regarding total director compensation for 2016. E. D. Breen, Chair and CEO, received no additional compensation for his service as a director.

*Directors Compensation " 2016 Directors Compensation***2016 DIRECTORS COMPENSATION**

<i>Name</i>	<i>Change in Pension Value and Nonqualified Fees</i>		<i>Compensation</i>	<i>All Other</i>	<i>Total</i>
	<i>Earned or</i>	<i>Stock Awards</i>			
	<i>Paid in Cash<sup>(1)</sup></i>	<i>Awards<sup>(2)</sup></i>	<i>Earnings<sup>(3)</sup></i>	<i>Compensation<sup>(4)</sup></i>	
<b>L. Andreotti</b>	\$ 115,000	\$ 150,458		\$ 300	\$ 265,758
<b>R. A. Brown</b>	135,000	150,458		39,192	324,650
<b>A. M. Cutler</b>	165,000	150,458		39,175	354,633
<b>E. I. du Pont</b>	115,000	150,458		33,499	298,957
<b>J. L. Gallogly</b>	115,000	150,458		300	265,758
<b>M. A. Hewson</b>	115,000	150,458		38,407	303,865
<b>L. D. Juliber</b>	140,000	150,458	\$ 1,584	39,070	331,112
<b>U. M. Schneider</b>	115,000	150,458		300	265,758
<b>L. M. Thomas</b>	135,000	150,458		300	285,758
<b>P. J. Ward</b>	140,000	150,458		300	290,758

(1) The term of office for directors who are elected at our Annual Meeting of Stockholders begins immediately following the election and ends upon the election of directors at the Annual Meeting held the following year. In addition to the annual cash retainer, the amount in this column includes lead director (A. M. Cutler) and committee chair fees (R. A. Brown, A. M. Cutler, L. D. Juliber, L. M. Thomas and P. J. Ward).

(2) Represents the fair value of the annual equity retainer, which was delivered in the form of 2,230 time-vested RSUs on April 27, 2016. The grant date fair values were computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718 Compensation - Stock Compensation ( FASB ASC Topic 718 ).

Outstanding equity awards for individual directors are noted below:



<i>Name</i>	<i>Outstanding Stock Awards at December 31, 2016<sup>(a)</sup></i>
L. Andreotti	
	12,208
R. A. Brown	
	12,621
A. M. Cutler	
	12,621
E. I. du Pont	
	12,621
J. L. Gallogly	
	4,615
M. A. Hewson	
	12,621
L. D. Juliber	
	12,621
U. M. Schneider	
	5,658
L. M. Thomas	
	12,621
P. J. Ward	
	7,970

(a) Includes dividend-equivalent units. Does not include deferred units. Units are as of December 31, 2016.

(3) This column reports (i) the estimated change in the actuarial present value of a director's accumulated pension benefits under the Company's discontinued retirement income plan for nonemployee directors, and (ii) above-market earnings on nonqualified deferred compensation balances. The interest rate used to credit earnings on deferrals under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors is the 30-year Treasury rate. For 2016, L. D. Juliber had above-market earnings on deferrals.

(4) Includes Company-paid accidental death and disability insurance premiums (\$300 per director) and accruals made in 2016 for nonemployee directors under the discontinued Directors' Charitable Gift Plan. For more information on the Directors' Charitable Gift Plan, see the narrative discussion below.

#### **Stock Ownership Guidelines**

Our stock ownership guidelines require directors to hold until retirement all annual equity awards granted after 2011.

**Deferred Compensation**

Under the DuPont Stock Accumulation and Deferred Compensation Plan for Directors, a director may defer all or part of the Board retainer and committee chair fees in cash or stock units until retirement as a director or until a specified year after retirement. Interest accrues on deferred cash payments and dividend equivalents accrue on

**Proxy Statement for 2017 Annual Meeting of Stockholders 17**

deferred stock units. This deferred compensation is an unsecured obligation of the Company. As part of the retention requirements, equity grants will be held until retirement. However, a director may defer payments beyond retirement.

### **Retirement Income Plan**

DuPont's retirement income plan for nonemployee directors was discontinued in 1998. Nonemployee directors who began their service on the Board before the plan's elimination continue to be eligible to receive benefits under the plan. Upon retirement, annual benefits payable under the plan equal one-half of the annual Board retainer (up to \$85,000 and exclusive of any committee compensation and stock, RSU or option grants) in effect at the director's retirement. Benefits are payable for the lesser of life or ten years.

### **Directors Charitable Gift Plan**

In October 2008, DuPont discontinued its Charitable Gift Plan with respect to future directors. The Directors Charitable Gift Plan was established in 1993. After the death of a director, we will donate five consecutive annual installments of up to \$200,000 each to tax-exempt educational institutions or charitable organizations recommended by the director and approved by DuPont.

A director is fully vested in the plan after five years of service as a director or upon death or disability. The plan is unfunded. DuPont does not purchase insurance policies to satisfy its obligations under the plan. The directors do not receive any personal financial or tax benefit from this program because any charitable, tax-deductible donations accrue solely to the benefit of the Company. Employee directors may participate in the plan if they make a required annual contribution.

### **Accidental Death and Disability Insurance**

DuPont maintains \$300,000 accidental death and disability insurance on nonemployee directors.

## **PROPOSAL ELECTION OF DIRECTORS**

Our Board's ten nominees for election as directors are identified below. All of the Board's nominees are current members of the Board of Directors.

The Board has determined that, except for E. D. Breen, Chair and CEO, each of the Board's nominees and each other person who served as director during 2016, is independent within the independence requirements of the NYSE listing standards and in accordance with the Guidelines for Determining the Independence of DuPont Directors set forth in the Board's Corporate Governance Guidelines.

The Board knows of no reason why any of the Board's nominees would be unable to serve as a director. If any of the Board's nominees should for any reason become unable to serve, the shares represented by all valid proxies will be voted for the election of such other person as the Board may designate following recommendation by the Governance Committee, or the Board may reduce the number of directors to eliminate the vacancy.

## **DIRECTOR SKILLS AND QUALIFICATIONS**

Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business acumen; and significant professional accomplishment. Leadership skills, scientific or technological expertise, familiarity with issues affecting global businesses in diverse industries, prior government service, and diversity are among the relevant criteria, which will vary over time depending on the needs of the Board. Additionally, directors are expected to be willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibility. For additional information, see our Board's Corporate Governance Guidelines describing qualifications for directors.

When considering candidates for nomination, the Governance Committee takes into account these factors to assure that new directors have the highest personal and professional integrity, have demonstrated exceptional ability and judgment and will be most effective, in conjunction with other directors, in serving the long-term interest of all stockholders. The Governance Committee will not nominate for election as a director a partner, member, managing director, executive officer or principal of any entity that provides accounting, consulting, legal, investment banking or financial advisory services to the Company. The evaluation process does not vary based on whether or not a candidate is recommended by a stockholder.

Although Mr. Thomas will be age 72 at the time of the Annual Meeting, the Board of Directors asked that he stand for re-election given the important role he has played over the last five-plus years in setting the strategy for the Company, and especially in view of this pivotal juncture in the Company's history as we work constructively to close the merger of equals with The Dow Chemical Company (Dow). Mr. Thomas also plays a critical role as Chairman of the Board's Environmental Policy and Safety Committee and will be instrumental during this period of transition in overseeing the safety profiles of the three intended companies. See *Proposal 2 Ratification of Independent Registered Public Accounting Firm* for more information about the merger.

*Proposal 1: Election of Directors " Our Director Nominees*

**OUR DIRECTOR NOMINEES**

The following material contains information concerning the Board's nominees, including their period of service as a director, their recent employment, other directorships, including those held during the past five years with a public company or registered investment company, and age as of the 2017 Annual Meeting.

**LAMBERTO ANDREOTTI**

Age 66

Director since 2012

**Retired Chair (2015 to 2016) of Bristol-Myers Squibb Company, a global biopharmaceutical company**

He formerly served at Bristol-Myers Squibb as chief executive officer from May 2010 to May 2015 and as chief operating officer from March 2008 to May 2010, and executive vice president and president of Worldwide Pharmaceuticals, a division of Bristol-Myers Squibb, from September 2005 until March 2008. He has also held roles with other pharmaceutical companies, including Farmitalia Carlo Erba and Pharmacia. Mr. Andreotti served on the board of directors for Bristol-Myers Squibb (since 2009).

***Skills and Expertise***

As former Chair and Chief Executive Officer of Bristol-Myers Squibb, Mr. Andreotti has a strong track record of leading a science and technology-based corporation and offers significant insight to the Board in the areas of innovation, global business, corporate governance and investor relations. He also provides the Board with a broad perspective on human resources, finance, marketing and government relations from his experience in various senior leadership roles with Bristol-Myers Squibb.

**EDWARD D. BREEN**

**Chair and Chief Executive Officer since November 2015**

Age: 61

Director since 2015

He formerly served as DuPont's Interim Chair and Chief Executive Officer during October 2015. He served as Chairman, from July 2002 to March 2016, and Chief Executive Officer, from July 2002 to September 2012, of Tyco International, plc, a leading global provider of security products and services, fire detection and suppression products and services and life safety products. Prior to joining Tyco, Mr. Breen held senior management positions at Motorola, including as President and Chief Operating Officer, and General Instrument Corporation, including as Chairman, President and Chief Executive Officer. Mr. Breen is a director of Comcast Corporation (since 2014 and 2005 to 2011). Mr. Breen is a member of the Advisory Board of New Mountain Capital LLC, a private equity firm.

*Skills and Expertise*

As Chief Executive Officer of DuPont, Mr. Breen is best suited to ensure that critical business issues are brought before the Board, enhancing the Board's ability to consider, evaluate and maintain oversight over business strategies and DuPont's risk management efforts. The Board believes that the Company is best served by combining the role of Chair and Chief Executive Officer.

*Proposal 1: Election of Directors " Our Director Nominees*

**ROBERT A. BROWN**

Age 65

Director since 2007

**President of Boston University since September 2005**

He previously was provost and professor of chemical engineering at the Massachusetts Institute of Technology from July 1998 through July 2005. Dr. Brown is a member of the National Academy of Sciences, the American Academy of Arts and Sciences, the National Academy of Engineering and a former member of the President's Council of Advisors on Science and Technology. He is a trustee of the University Research Association, and is a member of the Council on Competitiveness. Dr. Brown is chairman of the Academic Research Council of the Ministry of Education of the Republic of Singapore, and also serves on the Research Innovation and Enterprise Council chaired by the Prime Minister of Singapore.

***Skills and Expertise***

With his science and engineering background and from his positions at Boston University and the Massachusetts Institute of Technology, Dr. Brown provides the Board with an invaluable science and technology perspective combined with senior management capabilities.

**ALEXANDER M.  
CUTLER**

Age 65

Director since 2008

**Retired Chairman and Chief Executive Officer (2000 to 2016) of Eaton, a global diversified industrial manufacturer**

He formerly served as Eaton's president and chief operating officer, executive vice president and chief operating officer-Controls and executive vice president-Operations. He serves on the boards of KeyCorp (since 2000), United Way Services of Greater Cleveland, and the Musical Arts Association.

***Skills and Expertise***

As the former Chairman and chief executive officer of Eaton, Mr. Cutler gives the Board a wealth of global business management, finance, investor relations, marketing and supply chain and logistics experience in a multinational manufacturing company. Through his other board roles and his past position as Chair of The Business Roundtable Corporate Governance Committee, Mr. Cutler also provides the Board with important insights in the areas of corporate governance and government relations.

**ELEUTHÈRE I. DU PONT**

Age 51

Director since 2006

**President, since 2008, of the Longwood Foundation, a private foundation principally supporting charitable organizations**

He served as senior vice president, operations and chief financial officer of drugstore.com, a leading online provider of health, beauty, vision and pharmacy products from 2007 through 2008. Prior to that, Mr. du Pont served as president and chief financial officer of Wawa, Inc., a chain of food markets in the mid-Atlantic region with sales of \$5 billion. He also serves on the boards of WSFS Financial Corporation (since 2013) and Burris Logistics (since 2014).

***Skills and Expertise***

From his experiences as president, chief financial officer and director, Mr. du Pont brings to the Board expertise on corporate governance, accounting, finance, human resources, information technology, investment management, investor relations and procurement. He also brings a unique perspective from his roles leading safety, supply chain and operations.



*Proposal 1: Election of Directors " Our Director Nominees*

**JAMES L. GALLOGLY**

Age 64

Director since 2015

**Retired Chairman of the Management Board (2010-2015) and CEO (2009-2015), LyondellBasell Industries N.V., a premier plastics, chemicals and refining company**

Prior to joining LyondellBasell, Mr. Gallogly held senior management positions at ConocoPhillips, including as Executive Vice President of Worldwide Exploration and Production, and Executive Vice President of Refining, Marketing and Transportation. He was President and Chief Executive Officer of Chevron Phillips Chemical Company LLC. Mr. Gallogly is a member of the University of Oklahoma Gallogly College of Engineering Board of Visitors, a director of the University of Colorado Foundation and the University Cancer Foundation Board of Visitors at the University of Texas M.D. Anderson Cancer Center. Mr. Gallogly is also a director of Junior Achievement of Southeast Texas.

***Skills and Expertise***

From his roles as Chair and CEO at LyondellBasell and other public company executive roles, Mr. Gallogly adds to the Board strong safety, investor relations, capital market, finance, environmental management, global business, technology, human resources, information technology, corporate governance and portfolio assessment and business transformation experience.

**MARILLYN A.  
HEWSON**

Age 63

**Chairman, President and Chief Executive Officer since January 2014 of Lockheed Martin Corporation, a global security and aerospace company principally engaged in the research, design, development, manufacture, integration and sustainment of advanced technology systems, products and services**

She was CEO and President of Lockheed Martin from January to December 2013 and has served as director since 2012. Having served 34 years at Lockheed Martin, she previously held the positions of President and Chief Operating Officer from November 2012 to December 2012 and Executive Vice President

Director since 2007

of Electronic Systems from 2010 to 2012. Ms. Hewson previously chaired the Sandia Corporation's Board of Directors from 2010 to 2013. She served on the President's Export Council, is on the Board of Governors and Executive Committee of the Aerospace Industries Association, an Associate Fellow of the American Institute of Aeronautics and Astronautics, a vice-chair of the Business Roundtable and a member of the Business Council. She serves on the Board of Directors of the Congressional Medal of Honor Foundation, the Board of Governors of the USO, the Board of the National Geographic Education Foundation, the Board of Catalyst and the Board of Visitors of the University of Alabama's Culverhouse College of Commerce and Business Administration.

*Skills and Expertise*

Through experience gained in leadership roles and as chairman and chief executive of Lockheed Martin, Ms. Hewson provides the Board broad insight and knowledge on global business management, human resources, finance, supply chain, leveraged services and systems, internal audit and government contracting. In addition, Ms. Hewson offers expertise in government relations.

*Proposal 1: Election of Directors " Our Director Nominees*

**LOIS D. JULIBER**

Age 68

Director since 1995

**Retired Vice Chairman, a position she held from October 2004 to March 2005, of Colgate-Palmolive Company, the principal business of which is the production and marketing of consumer products**

She was chief operating officer of Colgate-Palmolive from 2000 to 2004. She formerly served as executive vice president-Developed Markets, president, Colgate-Palmolive North America and chief technology officer of Colgate-Palmolive. Ms. Juliber is a director of Mondelez International, formerly Kraft Foods Inc. (since 2007). She was previously Chairman of the MasterCard Foundation (2006-2015), and also serves as a Trustee Emerita of Wellesley College and a member of the President's Council at Olin College. Ms. Juliber formerly served as a director of Goldman Sachs (2004-2012).

*Skills and Expertise*

As the former Vice Chairman, Chief Operating Officer and Chief Technology Officer of Colgate Palmolive, one of the world's top science-driven consumer products companies, Ms. Juliber brings to the Board deep and broad experience leading and profitably growing global businesses. Her expertise in marketing, R&D / product development, supply chain management, information technology, human resource development and business development strongly complements DuPont's strategic priorities. In addition, she has extensive experience growing U.S.-based businesses in emerging markets such as China and India. With over 20 years of corporate and not-for-profit Board experience, Ms. Juliber also provides unique insight in governance, audit and compensation issues.

**LEE M. THOMAS**

**Retired chairman (July 2007 - May 2012) and chief executive officer (March 2007 - December 2011), of Rayonier Inc., a global forest products company**

Age 72

Director since 2011

He was also president of Rayonier from March 2007 through August 2010. Previously, Mr. Thomas was president and chief operating officer of Georgia-Pacific Corp. Prior to joining Georgia-Pacific, he was chairman/CEO of Law Companies Environmental Group Inc., and administrator of the U.S. Environmental Protection Agency. Mr. Thomas also serves on the board of the Regal Entertainment Group (since 2006).

*Skills and Expertise*

From his experiences as president/CEO of two public companies, Mr. Thomas provides the Board with a deep understanding of corporate governance, finance, global business and investor relations. He also offers the Board key insights on government relations and environmental management from his tenure as administrator of the Environmental Protection Agency and his senior leadership roles. He brings to the Board valuable organizational management skills through his experiences as an independent consultant and as CEO of a consulting firm.

*Proposal 1: Election of Directors " Our Director Nominees*

**PATRICK J. WARD**

**Chief Financial Officer, since May 2008, of Cummins Inc., a global power leader that designs, manufactures, distributes and services engines and related technologies.**

He has held a broad range of financial leadership positions since joining Cummins in 1987, including serving as vice president, engine business controller, and executive director, power generation business controller.

Age 53

Director since 2013

***Skills and Expertise***

From his experiences as Chief Financial Officer and in management of a global public company, Mr. Ward brings a depth of experience in management, financial reporting, global business, capital markets, investment management, investor relations and public accounting and finance.

**PROPOSAL 1:**        ***The Board of Directors recommends that you vote FOR all ten director nominees***

**ELECTION  
OF  
DIRECTORS**

Please cast your vote for these ten director nominees following the instructions on your proxy card, via the internet or over the phone

## AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors (the *Audit Committee*) assists the Board in fulfilling its oversight responsibilities with respect to the external reporting process and the adequacy of the Company's internal controls. Specific responsibilities of the Audit Committee are set forth in the Audit Committee Charter adopted by the Board and last amended effective March 1, 2016. The Charter is available on the Company's website (*www.dupont.com*) under Investors' Corporate Governance.

The Audit Committee is comprised of five directors, all of whom meet the standards of independence adopted by the New York Stock Exchange and the Securities and Exchange Commission. Subject to stockholder ratification, the Audit Committee appoints the Company's independent registered public accounting firm. The Audit Committee approves in advance all services to be performed by the Company's independent registered public accounting firm in accordance with the Audit Committee's Policy on Pre-approval of Services Performed by the Independent Registered Public Accounting Firm. A summary of the Policy is included with this Proxy Statement as part of the proposal seeking ratification of the independent registered public accounting firm.

Management is responsible for the Company's financial statements and reporting process, for establishing and maintaining an adequate system of internal control over financial reporting, and for assessing the effectiveness of the Company's internal control over financial reporting. PricewaterhouseCoopers LLP (*PwC*), the Company's independent registered public accounting firm, is responsible for auditing the Company's Consolidated Financial Statements and for assessing the effectiveness of internal control over financial reporting. The Audit Committee has reviewed and discussed the Company's 2016 Annual Report on Form 10-K, including the audited Consolidated Financial Statements of the Company and Management's Report on Internal Control over Financial Reporting, for the year ended December 31, 2016 with management and representatives of PwC.

The Audit Committee has also discussed with PwC matters required to be discussed by Statement on Auditing Standard No. 1301 (Communications with Audit Committees) as adopted by the Public Company Accounting Oversight Board (*PCAOB*). The Audit Committee has received from PwC the letter and written disclosures that are required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with PwC its independence.

The Audit Committee has considered whether the provision to the Company by PwC of limited non-audit services is compatible with maintaining the independence of PwC. The Audit Committee has satisfied itself as to the independence of PwC.

Based on the Audit Committee's review of the audited Consolidated Financial Statements of the Company, and on its discussions with management of the Company and with PwC, the Audit Committee recommended to the Board of Directors that the audited Consolidated Financial Statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016.

### AUDIT COMMITTEE

Patrick J. Ward, Chair

Lamberto Andreotti

Robert A. Brown

James L. Gallogly

U. Mark Schneider

**Proxy Statement for 2017 Annual Meeting of Stockholders 25**

---

## **PROPOSAL RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Article III, Section 4, of the Bylaws provides that it shall be the duty of the Audit Committee to employ, subject to stockholder ratification at each annual meeting, independent public accountants to audit the books of account, accounting procedures and financial statements of the Company for the year and to perform such other duties as prescribed from time to time by the Audit Committee. On April 27, 2016, the stockholders ratified the appointment by the Audit Committee of PwC to perform the functions assigned to it in accordance with the Bylaws.

PwC, an independent registered public accounting firm, has served as the Company's independent accountants continuously since 1954. The Audit Committee believes that the knowledge of the Company's business PwC has gained through this period of service is valuable. While from time to time, the Audit Committee considers whether there should be a rotation of the independent registered public accounting firm to assure continuing auditor independence, it and the Board believe that the continued retention of PwC is in the best interests of the Company and its investors.

Pursuant to the SEC rules, the lead partner must be rotated after five years giving the Company the benefit of new thinking and approaches. The Audit Committee and its chairperson are involved in the selection of the lead partner.

To assure that the audit and non-audit services performed by the independent registered public accounting firm do not impair its independence in appearance and/or fact, the Audit Committee has established policies and procedures requiring its pre-approval of all such services and associated fees.

The independent registered public accounting firm submits a report annually regarding the audit, audit-related, tax and other services it expects to render in the following year and the associated, forecasted fees to the Audit Committee for its approval. Audit services include the audit of the Company's Consolidated Financial Statements, separate audits of its subsidiaries, services associated with regulatory filings and attestation services regarding the effectiveness of the Company's internal controls over financial reporting. Audit-related services are assurance services that are reasonably related to the audit of the Company's Consolidated Financial Statements or services traditionally provided by the independent registered public accounting firm. Audit-related services include employee benefit plan audits; audits of carve-out financial statements related to divestitures; due diligence services regarding potential acquisitions or dispositions, including tax-related due diligence; and agreed-upon or expanded audit procedures related to regulatory requirements. Tax services include selected non-U.S. tax compliance services, advice and recommendation with respect to issues such as tax audits and appeals, restructurings, mergers and acquisitions, and assistance regarding appropriate handling of items on the returns, required disclosures, elections and filing positions available to the Company. Other services include non-financial attestation, assessment and advisory services.

If a service has not been included in the annual pre-approval process, it must be specifically pre-approved by the Audit Committee. In situations where the cost of services is likely to exceed the approved fees, excluding the impact of currency, specific pre-approval is required. Requests for specific pre-approvals will be considered by the full Audit Committee. If that is not practical, then the Chair may grant specific pre-approvals when the estimated cost for the service or the increase in fees for a previously pre-approved service does not exceed \$500,000. Any such pre-approvals are reported to the full Audit Committee at its next meeting.

On December 11, 2015, DuPont and Dow announced entry into an Agreement and Plan of Merger under which the companies will combine in an all-stock merger of equals, subject to satisfaction of customary closing conditions, including receipt of regulatory approval (the Merger Transaction). The combined company will be named DowDuPont Inc. On July 20, 2016, stockholders of both DuPont and Dow voted to approve all stockholder proposals necessary to complete the merger at their respective special meetings. After completion of the Merger Transaction, DuPont and Dow intend to pursue, subject to the receipt of approval by the board of directors of DowDuPont, the separation of the combined company's agriculture business, specialty products business and material science business



through a series of tax-efficient transactions (collectively, the Intended Business Separations ). The Company has engaged PwC to provide services related to the Merger Transaction and Intended Business Separations.

**26 Proxy Statement for 2017 Annual Meeting of Stockholders**

*Proposal 2 " Ratification of Independent Registered Public Accounting Firm*

The Audit Committee pre-approved all services rendered by and associated fees paid to PwC, including services related to the Merger Transaction and Intended Business Separations, for fiscal years 2016 and 2015. These are shown by category in the following table.

	<b>2016</b>	<b>2015</b>
	<i>(in millions)</i>	<i>(in millions)</i>
Audit Fees	\$ 14.5	\$15.8
Audit-Related Fees*	22.0	1.1
Tax Fees	0.2	0.2
All Other Fees	0.0	3.0
<b>TOTAL</b>	<b>\$ 36.7</b>	<b>\$20.1</b>

\* Audit-Related Fees paid to PwC in 2016 increased versus prior year primarily due to services related to (i) the Merger Transaction, including purchase accounting and other merger-related technical issues, and (ii) the Intended Business Separations, including the audit of carve-out financial statements. Subject to ratification by the holders of DuPont Common Stock, the Audit Committee has reemployed PwC as the independent registered public accounting firm to audit the Company's Consolidated Financial Statements for the year 2017 and to render other services as required of them. The Audit Committee actively oversees the fee negotiations and approves the fees associated with the reemployment of PwC. Representatives of PwC are expected to be present at the meeting and will have an opportunity to address the meeting and respond to appropriate questions.

**PROPOSAL 2:** *The Board of Directors recommends that you vote **FOR** the following resolution:*

**RATIFICATION OF****INDEPENDENT****REGISTERED****PUBLIC****ACCOUNTING FIRM**

RESOLVED: That the action of the Audit Committee in employing PricewaterhouseCoopers LLP as the independent registered public accounting firm for the year 2017 to perform the functions assigned to it in accordance with Article III, Section 4, of the Bylaws of E. I. du Pont de Nemours and Company hereby is ratified.

**Proxy Statement for 2017 Annual Meeting of Stockholders**

**OWNERSHIP OF COMPANY STOCK**

As of April 14, 2017, set forth below is certain information concerning beneficial owners known to DuPont of more than five percent of DuPont's outstanding Common Stock:

<i>Name and Address of Beneficial Owner</i>	<i>Number of Shares Beneficially Owned</i>	<i>Percent of Shares Outstanding<sup>(4)</sup></i>
<b>Capital World Investors</b>		
333 South Hope Street		
Los Angeles, CA 90071	90,469,881 <sup>(1)</sup>	10.46%
<b>The Vanguard Group</b>		
100 Vanguard Blvd.		
Malvern, PA 19355	58,895,084 <sup>(2)</sup>	6.81
<b>BlackRock, Inc.</b>		
55 East 52nd Street		
New York, NY 10055	57,080,388 <sup>(3)</sup>	6.60

(1) Based solely on a Schedule 13G/A filed with the SEC on February 13, 2017, Capital World Investors reported that it has sole voting and dispositive power with respect to 90,469,881 shares as of December 31, 2016.

(2) Based solely on a Schedule 13G/A filed with the SEC on February 9, 2017, The Vanguard Group reported that it has sole voting power with respect to 1,362,928 shares, shared voting power with respect to 169,917 shares, sole dispositive power with respect to 57,374,549 shares, and shared dispositive power with respect to 1,520,535 shares as of December 31, 2016.

(3) Based solely on a Schedule 13G/A filed with the SEC on January 23, 2017, BlackRock, Inc. has sole voting power with respect to 49,570,937 shares and sole dispositive power with respect to 57,080,388 shares as of December 31, 2016.

(4) Based upon DuPont's Common Stock outstanding as of January 31, 2017.

**SECURITY OWNERSHIP BY DIRECTORS AND EXECUTIVE OFFICERS**

The following table includes shares of DuPont Common Stock beneficially owned by each director, by each of the Board's nominees, by each executive officer named in the 2016 Summary Compensation Table and by all directors and executive officers as a group as of December 31, 2016. Under rules of the Securities and Exchange Commission, beneficial ownership includes shares for which the individual, directly or indirectly, has or shares voting or investment power, whether or not the shares are held for the individual's benefit.

<i>Name</i>	<i>Amount and Nature of Beneficial Ownership (Number of Shares)</i>			<i>Percent of Class</i>
	<i>Direct<sup>(1)</sup></i>	<i>Indirect<sup>(2)</sup></i>	<i>Right to Acquire<sup>(3)</sup></i>	
<b>L. Andreotti</b>	0	0	12,208	*
<b>E. D. Breen</b>	37,501	15,15		