

DUPONT E I DE NEMOURS & CO  
Form DEF 14A  
March 19, 2010

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**

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(Name of Registrant as Specified In Its Charter)

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(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.
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    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
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    - (4) Date Filed:
-

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DuPont  
1007 Market Street  
Wilmington, DE 19898

**Ellen Kullman**  
Chair of the Board and  
Chief Executive Officer

**Annual Meeting April 28, 2010**

March 19, 2010

Dear Stockholder:

You are invited to attend the Company's 2010 Annual Meeting on Wednesday, April 28, 2010, at 10:30 a.m. local time in the DuPont Theatre, DuPont Building, Wilmington, Delaware.

The enclosed Notice of Annual Meeting and Proxy Statement provide information about the governance of our Company and describe the various matters to be acted upon during the meeting. In addition, there will be a report on the state of the Company's business and an opportunity for you to express your views on subjects related to the Company's operations.

To make it easier for you to vote your shares, you have the choice of voting over the Internet, by telephone, or by completing and returning the enclosed Proxy Card. The Proxy Card describes your voting options in more detail.

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 March 19, 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 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. A registered stockholder may also use the Notice Regarding the Availability of Proxy Materials, received in the mail, as his or her admission ticket. If you hold shares in a brokerage account, please refer to page 1 of the Proxy Statement for information on how to attend the meeting. If you need special assistance, please contact the DuPont Stockholder Relations Office at 302-774-3034.

The past year was one of the most challenging in our Company's history. Throughout 2009 we moved with urgency and discipline to meet the directives we set for ourselves in response to economic challenges in markets throughout the world. We focused on what we could control. We stayed close to our customers. We did not let economic turmoil distract us from creating and protecting shareholder value.

The Annual Meeting gives us an opportunity to review our progress. We appreciate your ownership of DuPont, and I hope you will be able to join us on April 28.

Sincerely,

Ellen Kullman

E. I. du Pont de Nemours and Company

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March 19, 2010

To the Holders of Common Stock of  
E. I. du Pont de Nemours and Company

**NOTICE OF ANNUAL MEETING**

The Annual Meeting of Stockholders of E. I. DU PONT DE NEMOURS AND COMPANY will be held on Wednesday, **April 28, 2010**, at 10:30 a.m. local time, in the DuPont Theatre in the DuPont Building, 1007 Market Street, Wilmington, Delaware. The meeting will be held to consider and act upon the election of directors, the ratification of the Company's independent registered public accounting firm, two stockholder proposals described in the Proxy Statement and such other business as may properly come before the meeting.

Holders of record of DuPont Common Stock at the close of business on March 3, 2010, are entitled to vote at the meeting.

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

Mary E. Bowler  
Secretary

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE  
STOCKHOLDER MEETING TO BE HELD ON APRIL 28, 2010**

**The Notice and Proxy Statement and Annual Report on Form 10-K  
are available at *www.proxyvote.com***

The DuPont 2009 Annual Review will also be available at the above website.

Stockholders may request their proxy materials be delivered to them electronically in 2011 by visiting *http://enroll.icsdelivery.com/dd*.

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## 2010 ANNUAL MEETING OF STOCKHOLDERS

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## **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 April 28, 2010. This Proxy Statement contains information on matters that will be presented at the meeting and is provided to assist you in voting your shares.

The Company's 2009 Annual Report on Form 10-K, containing management's discussion and analysis of financial condition and results of operations of the Company and the audited financial statements, and this Proxy Statement were distributed together beginning March 19, 2010.

## **General Information**

### **Who May Vote**

All holders of record of DuPont Common Stock as of the close of business on March 3, 2010 (the record date) are entitled to vote at the meeting. Each share of stock is entitled to one vote. As of the record date, 905,448,325 shares of DuPont Common Stock were outstanding. A majority of the shares voted in person or by proxy is required for the approval of each of the proposals described in this Proxy Statement. Abstentions and broker nonvotes are not counted in the vote. At least a majority of the holders of shares of DuPont Common Stock as of the record date must be present either in person or by proxy at the meeting in order for a quorum to be present.

### **How to Vote**

Even if you plan to attend the meeting you are encouraged to vote by proxy. You may vote by proxy in one of the following ways:

By Internet at the address listed on the Proxy Card or Notice Regarding the Availability of Proxy Materials ("Proxy Notice").

By telephone using the toll-free number listed on the Proxy Card.

By returning the enclosed Proxy Card (signed and dated) in the envelope provided.

When you vote by proxy, your shares will be voted according to your instructions. If you sign your Proxy Card but do not specify how you want your shares to be voted, they will be voted as the Board of Directors recommends. You can change or revoke your proxy by Internet, telephone or mail at any time before the polls close at the Annual Meeting.

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

If you requested a full set of proxy materials or if you hold stock through one of the savings plans listed below, your admission ticket is attached to your Proxy Card. A registered stockholder may also use the Proxy Notice as his or her admission ticket. You will need to bring your admission ticket, along with picture identification, to the meeting. If you own shares in street name, please bring your most recent brokerage statement, along with picture identification, to the meeting. The Company 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 DuPont Theatre.

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**Shares Held in Savings Plans**

If you participate in one of the following plans, your voting instruction card will include the shares you hold in the plan:

DuPont 401(k) and Profit Sharing Plan

DuPont Powder Coatings USA Profit Sharing Plan

DuPont Retirement Savings Plan

Pioneer Hi-Bred International, Inc. Savings Plan

Solae Savings Investment Plan

Thrift Plan for Employees of Sentinel Transportation, LLC

The plan trustees will vote according to the instructions received on your proxy. If proxies for shares in savings plans are not received by Internet, telephone or mail, those shares will be voted by the trustees as directed by the plan sponsor or by an independent fiduciary selected by the plan sponsor.

**Proxy Statement Proposals**

At each annual meeting stockholders are asked to elect directors to serve on the Board of Directors and to ratify the appointment of the Company's independent registered public accounting firm for the year. Other proposals may be submitted by the Board of Directors or stockholders to be included in the proxy statement. To be considered for inclusion in the 2011 Annual Meeting Proxy Statement, stockholder proposals must be received by the Company no later than November 19, 2010.

For any proposal that is not submitted for inclusion in next year's proxy statement, but is instead sought to be considered as timely and presented directly at the 2011 Annual Meeting, Securities and Exchange Commission rules permit management to vote proxies in its discretion if the Company: (1) receives notice of the proposal before the close of business on February 2, 2011 and advises stockholders in the 2011 Annual Meeting Proxy Statement about the nature of the matter and how management intends to vote on such matter; or (2) does not receive notice of the proposal prior to the close of business on February 2, 2011.

**Stockholder Nominations for Election of Directors**

The Corporate Governance Committee recommends nominees to the Board of Directors for election as directors at each annual meeting. The Committee will consider nominations submitted by stockholders of record and received by the Corporate Secretary by the first Monday in December. Nominations must include a statement by the nominee indicating a willingness to serve if elected and disclosing principal occupations or employment for the past five years.

**Proxy Committee**

The Proxy Committee is composed of directors of the Company 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 of Directors a reasonable time before solicitation of proxies, but which is properly presented for action at the meeting.

**Solicitation of Proxies**



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The Company 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 \$10,000 plus reasonable expenses. Proxies may be solicited by officers, directors and employees of the Company personally, by mail, or by telephone or other electronic means. The Company will also reimburse brokers, custodians, nominees and fiduciaries for reasonable expenses in forwarding proxy materials to beneficial owners of DuPont Common Stock.

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**Secrecy in Voting**

As a matter of policy, proxies, ballots and voting tabulations that identify individual stockholders are held confidential by the Company. 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 stockholder is not disclosed except as may be necessary to meet legal requirements.

**Governance of the Company**

DuPont is committed to having sound corporate governance principles and practices. Please visit the Company's website at *www.dupont.com*, under the "Investor Center" caption, for the Board's Corporate Governance Guidelines, the Board-approved Charters for the Audit, Compensation and Corporate Governance Committees and related information. These Guidelines and Charters may also be obtained free of charge by writing to the Corporate Secretary.

**DUPONT BOARD OF DIRECTORS  
CORPORATE GOVERNANCE GUIDELINES**

These Guidelines serve as an important framework for the Board's corporate governance practices and to assist the Board in carrying out its responsibilities effectively. The Board reviews these Guidelines periodically and may modify them as appropriate to reflect the evolution of its governance practices.

The Board

Responsibility

The Board has an active responsibility for broad corporate policy and overall performance of the Company through oversight of management and stewardship of the Company to enhance the long-term value of the Company for its stockholders and the vitality of the Company for its other stakeholders.

Role

In carrying out its responsibility, the Board has specific functions, in addition to the general oversight of management and the Company's business performance, including providing input and perspective in evaluating alternative strategic initiatives; reviewing and, where appropriate, approving fundamental financial and business strategies and major corporate actions; ensuring processes are in place to maintain the integrity of the Company; evaluating and compensating the CEO; and planning for CEO succession and monitoring succession planning for other key positions.

Duties

Directors are expected to expend sufficient time, energy and attention to assure diligent performance of their responsibility. Directors are expected to attend meetings of the Board, its Committees on which they serve, and the Annual Meeting of Stockholders; review materials distributed in advance of the meetings; and make themselves available for periodic updates and briefings with management via telephone or one-on-one meetings.

Leadership

The positions of Chair of the Board and CEO are held by the same person, except in specific circumstances.

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Independence

A substantial majority of the Board are independent directors in accordance with the standards of independence of the New York Stock Exchange and as described in the Guidelines. See pages 6-7. The Corporate 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 being independent.

Qualifications

Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; and business acumen. Leadership skills, scientific or technology 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. The Corporate Governance Committee considers candidates for potential nomination to recommend for approval by the full Board.

The Board does not limit the number of other public company boards that a director may serve on. However, the Corporate Governance Committee considers the number of boards a director sits on. Directors are encouraged to limit the number of other public company boards to take into account their time and effectiveness and are expected to advise the Chair in advance of serving on another board.

When a director's principal responsibilities or business association changes significantly, the director will tender his or her resignation to the Chair for consideration by the Corporate Governance Committee of the continued appropriateness for Board service.

No director may stand for re-election to the Board after reaching age 72. An employee director retires from the Board when retiring from employment with the Company, with the exception of the former CEO. The Board may in unusual circumstances and for a limited period ask a director to stand for re-election after the prescribed retirement date.

Election

In accordance with the Company's Bylaws, if none of our stockholders provides the Company with notice of an intention to nominate one or more candidates to compete with the Board's nominees in an election of directors, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. The Board expects a director to tender his or her resignation if he or she fails to receive the required number of votes for re-election. The Board shall nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as a director, irrevocable resignations that will be effective upon (i) the failure to receive the required vote at the next annual meeting at which they face re-election and (ii) Board acceptance of such resignation in accordance with the procedures specified in these Guidelines. In addition, the Board shall fill director vacancies and newly created directorships only with candidates who agree to tender, promptly following their appointment to the Board, the same resignation tendered by other directors in accordance with these Guidelines.

In the event an incumbent director fails to receive the required vote for re-election, the Corporate Governance Committee (or other committee designated by the Board) ("Committee") shall make a recommendation to the Board as to whether to accept or reject the resignation of the incumbent director. The Board shall act on the resignation, taking into account the recommendation of the Committee, and publicly disclose its decision within ninety (90) days following certification of the election results. The Committee in making its recommendation and the Board in making its decision may consider all facts and circumstances they consider relevant or appropriate in reaching their determinations. The Board expects any director whose resignation is under consideration pursuant to these Guidelines to abstain from participating in the Committee recommendation or the action of the Board regarding whether to accept the resignation.

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Orientation and Continuing Education

New directors participate in an orientation process to become familiar with the Company and its strategic plans and businesses, significant financial matters, core values including ethics, compliance programs, corporate governance practices and other key policies and practices through a review of background materials, meetings with senior executives and visits to Company facilities. The Corporate Governance Committee is responsible for providing guidance on directors' continuing education.

Compensation

The Board believes that compensation for outside directors should be competitive. DuPont Common Stock is a key component with payment of a portion of director compensation as DuPont stock, options or similar form of equity-based compensation, combined with stock ownership guidelines requiring all outside directors to hold DuPont stock equal to at least two times the annual retainer within five years. The Compensation Committee reviews periodically the level and form of director compensation and, if appropriate, proposes changes for consideration by the full Board.

Annual Self-Evaluation

The Board and each Committee make an annual self-evaluation of its performance with a particular focus on overall effectiveness. The Corporate Governance Committee is responsible for overseeing the self-evaluation process.

Access to Management and Advisors

Directors have access to the Company's management and, in addition, are encouraged to visit the Company's facilities. As necessary and appropriate, the Board and its Committees may retain outside legal, financial or other advisors.

Board Meetings

Selection of Agenda Items

The Chair establishes the agenda for Board meetings, in conjunction with Chairs of the Committees. Directors are encouraged to suggest items for inclusion on the agenda and may raise subjects not specifically on the agenda.

Attendance of Senior Executives

The Board welcomes regular attendance of senior executives to be available to participate in discussions. Presentation of matters to be considered by the Board are generally made by the responsible executive.

Executive Sessions

Regularly scheduled Board meetings include a session of all directors and the CEO. In addition, the Board meets in regularly scheduled executive sessions without the participation of the CEO or other senior executives. The Presiding Director is generally the Chair of the Corporate Governance Committee, unless there is a matter within the responsibility of another Committee, such as CEO evaluation and compensation, when the Chair of that Committee presides.

Leadership Assessment

Succession Planning

The Board plans for succession to the position of CEO. The Compensation Committee oversees the succession planning process. To assist the Board, the CEO periodically provides the Board with an assessment of senior executives and their potential to succeed to the position of CEO, as well as perspective on potential candidates from outside the Company. The Board has available on a continuing basis the CEO's recommendation should he/she be unexpectedly unable to serve. The CEO also provides the Board with an assessment of potential successors to key positions.



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CEO Evaluation and Compensation

Through an annual process overseen and coordinated by the Compensation Committee, independent directors evaluate the CEO's performance and set the CEO's compensation.

\* \* \*

Guidelines for Determining  
the Independence  
of DuPont Directors

It is the expectation and practice of the Board that, in their roles as members of the Board, all members will exercise their independent judgment diligently and in good faith, and in the best interests of the Company and its stockholders as a whole, notwithstanding any member's other activities or affiliations.

However, in addition, the Board has determined that a substantial majority of its members should be "independent" in that they are free of any material relationship with the Company or Company management, whether directly or as a partner, stockholder or officer of an organization that has a material relationship with the Company. In furtherance of this objective, the Board has adopted the following Guidelines for determining whether a member is considered "independent."

The Board will re-examine the independence of each of its members once per year and again if a member's outside affiliations change substantially during the year.

For purposes of these Guidelines, "members of his/her immediate family" and similar phrases will mean a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than an employee) who shares the person's home. "The Company" means the Company and all of its consolidated subsidiaries.

1. Regardless of other circumstances, a Board member will not be deemed independent if he/she does not meet the independence standards adopted by the New York Stock Exchange (see below), or any applicable legal requirement.
2. Except in special circumstances, as determined by a majority of the independent members of the Board, the following relationships will be considered not to be material relationships that would affect a Board member's independence:
  - (a) If the Board member is an executive officer or employee, or any member of his/her immediate family is an executive officer, of a bank to which the Company is indebted, and the total amount of the indebtedness does not exceed one percent of the total assets of the bank for any of the past three years.
  - (b) If the Board member or any member of his/her immediate family serves as an officer, director or trustee of a charitable or educational organization, and contributions by the Company do not exceed the greater of \$1,000,000 or two percent of such organization's annual consolidated gross revenues, including annual charitable contributions, for any of the past three years.
3. If a Board member has a relationship that exceeds the thresholds described in Section 2 above, or another significant relationship with the Company or its management that is not described in Section 2 above,



then the Board will determine by a majority of the independent members whether that member's relationship would affect the Board member's independence.

4. The Board will consider all relevant facts and circumstances in determining independence.
5. Any determinations of independence made pursuant to Section 3 above will be disclosed in the Company's annual meeting proxy statement.

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Current New York Stock Exchange standards state that a director will not be independent:

- (a) If the Board member is, or has been within the last three years, an employee or any member of his/her immediate family is, or has been within the last three years, an executive officer of the Company;
- (b) If the Board member (i) is a current partner or employee of a firm that is the Company's internal or external auditor; (ii) has an immediate family member who is a current partner of such a firm; (iii) has an immediate family member who is a current employee of such a firm and personally works on the listed company's audit; or (iv) was, or has an immediate family member who was, within the last three years, a partner or employee of such a firm and personally worked on the Company's audit within that time;
- (c) If the Board member or any member of his/her immediate family is, or in the last three years has been, employed as an executive officer of another company where the Company's present executive officers at the same time serve/served on that company's compensation committee;
- (d) If the Board member is a current employee, or

if any member of his/her family is a current executive officer, of another company that makes payments to, or receives payments from, the Company for property or services which exceed the greater of \$1,000,000 or two percent of the other company's annual consolidated gross revenues for any of the last three years; or

- (e) If the Board member, or a member of his/her immediate family, has received more than one hundred and twenty thousand dollars (US \$120,000) in direct compensation from the Company (other than director and committee fees and pension or other forms of deferred compensation for prior service which are not contingent in any way on continued service) during any twelve-month period within the last three years.



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**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 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 (C. J. Crawford, J. T. Dillon, E. I. du Pont, M. A. Hewson and L. D. Juliber) are audit committee financial experts within the meaning of applicable Securities and Exchange Commission rules.

See the Audit Committee Report on page 13. The Audit Committee Charter is available on the Company's website ([www.dupont.com](http://www.dupont.com)) under Investor Center, Corporate Governance. 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.

**Compensation  
Committee**

Responsibilities include:

Establishes executive compensation policy consistent with corporate objectives and stockholder interests.

Oversees process for evaluating performance of the Chief Executive Officer ("CEO") against Board-approved goals and objectives and recommends to the Board compensation for the CEO.

Reviews and approves grants under the Company's compensation plans.

Works with management to develop the Compensation Discussion and Analysis ("CD&A").

Oversees succession planning process for the CEO and key leadership.

All members of the Compensation Committee are independent directors under the Board's Corporate Governance Guidelines and applicable regulatory and listing standards. See the Compensation Committee Report on page 23. See also the CD&A beginning on page 24. The Compensation Committee Charter is available on the Company's website ([www.dupont.com](http://www.dupont.com)) under Investor Center, Corporate Governance.

**Corporate  
Governance  
Committee**

Responsibilities include:

Recommends to the Board nominees for election to the Board of Directors.

Reviews principles, policies and procedures affecting directors and the Board's operation and effectiveness.

Oversees evaluation of the Board and its effectiveness.

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

The Corporate Governance Charter is available on the Company's website ([www.dupont.com](http://www.dupont.com)) under Investor Center, Corporate Governance. A description of the Director Nomination Process is attached at Appendix "A."

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<b>Environmental Policy Committee</b>	Responsibilities include: Reviews the Company's environmental policies and practices. Provides support for the Company's sustainable growth mission.
<b>Science and Technology Committee</b>	Responsibilities include: Monitors state of science and technology capabilities within the Company. Oversees the development of key technologies essential to the long-term success of the Company.
<b>Strategic Direction Committee</b>	Responsibilities include: Reviews the strategic direction of the Company's major business segments. Reviews significant trends in technology and their anticipated impact on the Company.

**Committee Membership**

The following chart shows the current committee membership and the number of meetings that each committee held in 2009.

<b>Director</b>	<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Corporate Governance Committee</b>	<b>Environmental Policy Committee</b>	<b>Science and Technology Committee</b>	<b>Strategic Direction Committee</b>
Samuel W. Bodman				X	X	
Richard H. Brown		X	C			X
Robert A. Brown				X	X	
Bertrand P. Collomb			X	X		
Curtis J. Crawford	X	X			C	
Alexander M. Cutler		X	X			
John T. Dillon	X	C				X
Eleuthère I. du Pont	X	X			X	
Marillyn A. Hewson	X			X		
Lois D. Juliber	C		X			X
Ellen J. Kullman						C
William K. Reilly			X	C	X	
Number of Meetings in 2009	6	6	5	3	4	1

C = Chair

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 2009, seven meetings of the Board were held. Each director attended at least 92% of the aggregate number of meetings of the Board and the committees of the Board on which the director served. Attendance at these meetings averaged 99% among all directors in 2009.

As provided in the Board's Corporate Governance Guidelines, directors are expected to attend the Company's Annual Meeting of Stockholders. All directors attended the 2009 Annual Meeting.

## Review and Approval of Transactions with Related Persons

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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 Corporate Governance Committee ("Governance Committee") (or its Chair, under some circumstances) reviews the relevant facts

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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, 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 such Related Person Transaction is not ratified by the Governance Committee, then the Company shall either ensure all appropriate disclosures regarding the transaction are made or, if appropriate, take all reasonable actions to attempt to terminate the Company's participation in such transaction.

Under the Company'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: (i) DuPont was, is or will be a participant; (ii) the aggregate amount involved exceeds \$120,000 in any fiscal year; and (iii) 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: (i) a director or an executive officer of DuPont or a nominee to become a director of DuPont; (ii) 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 (iii) any immediate family member of any of the foregoing persons.

***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 of DuPont, or their immediate family members, are executive officers. 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. The spouse of Mrs. Kullman, Chair and Chief Executive Officer, is Director-Corporate Marketing at DuPont and received total compensation in 2009 valued at \$311,000 which is commensurate with that of his peers and reflects the Company-wide reduction in long-term incentive awards.

State Street Bank and Trust Company was the beneficial owner of 4.6% and 5.8% of DuPont Common Stock as of December 31, 2009 and 2008, respectively. DuPont Capital Management Corporation ("DCM"), a subsidiary of DuPont, has an unconsolidated joint venture with State Street Global Advisors, Inc. ("SSgA"), called Wilton Asset Management LLC ("Wilton"), which offers private equity investment advisory services to institutional and high net worth investors. Wilton manages a private equity fund from which DCM earned \$202,800 in sub-advisory fees during 2009. SSgA earned the same amount for marketing, administrative and accounting services. For 2009, unaudited net income of the joint venture was \$183,105, which was shared equally between DCM and SSgA. In addition, DCM and SSgA each received a cash dividend during 2009 of \$225,000 which related to prior year earnings. State Street is also trustee of the DuPont Pension Trust Fund (covering the principal U.S. pension plan and the pension plan of a subsidiary) and custodian for DuPont UK's pension plan. Trade commissions and fees related to brokerage services totaling \$165,164 were paid to State Street during 2009, of which \$164,460 was paid by the DuPont UK pension plan and the remainder from other DuPont pension plans. DCM paid State Street \$65,483 in



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transaction and maintenance fees for a product that links investment managers to custodians. DCM also executed foreign exchange transactions (traded net, without commissions) with State Street during 2009.

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

Stockholders and other parties interested in communicating directly with the Board, Chair, Presiding Director or other outside director may do so by writing in care of the Corporate Secretary, DuPont Company, 1007 Market Street, D9058, Wilmington, DE 19898. The Board's independent directors have approved procedures for handling correspondence received by the Company and addressed to the Board, Chair, Presiding Director or other outside director. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Company'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>).

## **Leadership Structure of the Board**

The positions of Chair of the Board and CEO are held by the same person, except in specific circumstances. At this time, the Board believes that the best interests of the Company are served by having a single Chair/CEO.

The Chair establishes the agenda for Board meetings, in conjunction with the Chairs of the Board committees. As CEO, the Chair is best suited to ensure that critical business issues are brought before the Board, which enhances the Board's ability to develop and implement business strategies and oversee the Company's risk management efforts.

The Board appreciates that any advantages gained by having a single Chair/CEO must be weighed against any associated independence concerns. However, the Company has implemented adequate safeguards to address those concerns.

Regularly scheduled Board meetings include a session of all directors and the CEO. 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. The Presiding Director is generally the Chair of the Corporate Governance Committee, unless there is a matter within the responsibility of another committee, such as CEO evaluation and compensation, when the Chair of the responsible committee presides. The Presiding Director also serves as liaison between the Chair and independent directors and has authority to call meetings of the independent directors.

Eleven of the Board's twelve directors are independent directors in accordance with the standards of independence of the New York Stock Exchange and as described in the Corporate Governance Guidelines. The Corporate 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.

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

## **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 the Company's risk management efforts. The Board regularly reviews and discusses with members of management information regarding the Company's business disruption, economic, environmental, legal, regulatory, reputational, strategic, technological and other risks, their potential impact, and the Company's risk mitigation efforts. Each Board committee plays a key role in overseeing the Company's management of risks that are within the committee's area of focus.

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By way of example: The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation practices. The Audit Committee oversees management of accounting, auditing, external reporting and internal control risks. The Corporate Governance Committee addresses risks associated with director independence and potential conflicts of interest. The Environmental Policy Committee focuses on risks associated with emerging regulatory developments related to the environment. The 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 such risks. This enables the Board and its committees to coordinate risk oversight and the relationships among the various risks.

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

The Board does not have a formal policy with respect to diversity. However, the Board and the Corporate 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 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 the Company's stockholders. See Corporate Governance Guidelines, page 4, under "Qualifications" and the Director Nomination Process at Appendix "A."

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

The Board has adopted a Code of Business Conduct and Ethics for Directors with provisions specifically applicable to directors. In addition, the Company has a Code of Conduct applicable to all employees of the Company, including executive officers, and a Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller. The Code of Business Conduct and Ethics for the DuPont Board of Directors, the DuPont Code of Conduct, and Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller are available on the Company's website ([www.dupont.com](http://www.dupont.com)) under Investor Center, Corporate Governance. Copies of these documents may also be obtained free of charge by writing to the Corporate Secretary.

### **Office of the Chief Executive**

The Office of the Chief Executive (OCE) has responsibility for the overall direction and operations of all the businesses of the Company and broad corporate responsibility in such areas as corporate financial performance, environmental leadership and safety, development of global talent, research and development and global effectiveness. All eight members are executive officers.

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## **Audit Committee Report**

The Audit Committee of the Board of Directors (the "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 Committee are set forth in the Audit Committee Charter adopted by the Board and last amended and restated effective March 4, 2009. The Charter is available on the Company's website ([www.dupont.com](http://www.dupont.com)) under Investor Center, Corporate Governance.

The 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 Committee appoints the Company's independent registered public accounting firm. The Committee approves in advance all services to be performed by the Company's independent registered public accounting firm in accordance with the 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 Committee has reviewed and discussed the Company's 2009 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, 2009 with management and with representatives of PwC.

The Committee has also discussed with PwC matters required to be discussed by Statement on Auditing Standards No. 61 (Communications with Audit Committees), as amended, as adopted by the Public Company Accounting Oversight Board ("PCAOB"). The Committee has received from PwC the letter and written disclosures 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 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 Committee has satisfied itself as to the independence of PwC.

Based on the Committee's review of the audited Consolidated Financial Statements of the Company, and on the Committee's discussions with management of the Company and with PwC, the 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, 2009.

### AUDIT COMMITTEE

Lois D. Juliber, Chair  
Curtis J. Crawford  
John T. Dillon  
Eleuthère I. du Pont  
Marillyn A. Hewson

Table of Contents**Directors' Compensation**

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

The 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:

**Transparency**

Director compensation is reviewed annually by the Compensation Committee, with recommendation 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"), the restrictions on which lapse over a three-year period.

Stock Ownership Guidelines exist to encourage ownership.

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 and committee fees (in lieu of meeting fees).

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 pages 24-25.

With the assistance of Frederic W. Cook & Co., Inc., the independent compensation consultant retained by the Compensation Committee, the Committee closely monitors trends in director compensation in the marketplace. The compensation program for nonemployee directors for 2009 and 2010 is described in detail in the chart below:

<b>Compensation Element</b>	<b>2009</b>	<b>2010</b>
Annual Retainer (Cash and Long-Term Incentive)	\$85,000* (cash) \$115,000 delivered in the form of 4,940 restricted stock units  Granted February 4, 2009; provide for dividend equivalent units; restrictions lapse in three equal annual installments; payable in stock	\$85,000 (cash) \$115,000 delivered in the form of 3,440 restricted stock units  Granted February 3, 2010; provide for dividend equivalent units; restrictions lapse in three equal annual installments; payable in stock
Non-Executive Chair of the Board Retainer	\$750,000 (cash)	Not applicable.
Annual Committee Member Fee	Audit \$15,000	Audit \$15,000

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	All Other Committees \$9,000	All Other Committees \$9,000
Annual Committee Chair Fee	Audit \$25,000 All Other Committees \$18,000	Audit \$25,000 All Other Committees \$18,000
Stock Ownership Guidelines	2 × Total Annual Retainer = \$400,000	2 × Total Annual Retainer = \$400,000

\*

In 2009, the Board took a voluntary 6% reduction in the cash portion of the Annual Retainer, aligned with management's voluntary unpaid time off program.

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The Company 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. Details are reflected in the 2009 Directors' Compensation table below. E. J. Kullman, Chair of the Board, received no additional compensation for her service as a director.

**2009 DIRECTORS' COMPENSATION**

Name	Fees Earned or Paid in Cash(1)	Stock Awards(2)(3)	Change in Pension Value and Nonqualified Deferred Compensation(4)	All Other Compensation(5)	Total
			Earnings		
S. W. Bodman	\$ 63,571	\$ 96,005		\$ 200	\$ 159,776
R. H. Brown	115,904	115,003		33,093	264,000
R. A. Brown	97,904	115,003		25,214	238,121
B. P. Collomb	97,904	115,003		28,718	241,625
C. J. Crawford	121,904	115,003	\$ 18,768	27,261	282,936
A. M. Cutler	94,904	115,003		25,792	235,699
J. T. Dillon	121,904	115,003		29,408	266,315
E. I. du Pont	112,904	115,003		16,343	244,250
M. A. Hewson	103,904	115,003		22,196	241,103
C. O. Holliday, Jr. <sup>(6)</sup>	775,321	115,003			890,324
L. D. Juliber	122,904	115,003	18,589	25,068	281,564
W. K. Reilly	115,904	115,003	19,240	29,379	279,526

(1) The term of office for directors who are elected at the Company's Annual Meeting of Stockholders begins immediately following the election and ends upon the election of directors at the annual meeting held the following year. Board retainer and committee fees are paid monthly, and reflect the 6% voluntary reduction in the cash portion of the Annual Retainer that directors took in 2009.

(2) Outstanding equity awards data for individual directors are noted below:

Name	Outstanding Stock Awards at December 31, 2009(a)	Outstanding Option Awards at December 31, 2009
	S. W. Bodman	3,334
R. H. Brown	8,021	20,000
R. A. Brown	8,023	
B. P. Collomb	8,023	
C. J. Crawford	8,021	20,000
A. M. Cutler	6,828	
J. T. Dillon	8,021	8,700
E. I. du Pont	8,021	
M. A. Hewson	8,105	
C. O. Holliday, Jr. <sup>(b)</sup>	5,252	

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L. D. Juliber	8,021	20,000
W. K. Reilly	8,021	20,000

- (a) Includes dividend equivalent units. Does not include deferred units.
- (b) Includes only stock awards or option awards granted as a nonemployee director. Stock and option awards associated with Mr. Holliday's tenure as an executive officer are included in the Outstanding Equity Awards table on page 48.
- (3) Represents the aggregate grant date fair value of RSUs granted in 2009 as computed in accordance with the Financial Accounting Standards Board Accounting Standards Codification Topic 718

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Compensation Stock Compensation. Awards are prorated for directors who join the Board during the year.

(4)

Includes change in pension value under the Company's discontinued retirement income plan for nonemployee directors.

This column is also intended to report 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, which is traditionally below the applicable federal market rate. Accordingly, no above-market earnings are reported in this column.

(5)

Includes Company-paid accidental death and disability insurance premiums and accruals made in 2009 for nonemployee directors under the discontinued Directors' Charitable Gift Plan. For more information on the Directors' Charitable Gift Plan, see the narrative discussion below.

(6)

On February 1, 2009, Mr. Holliday became Non-executive Chair of the Board. Represents compensation related to his service as Non-executive Chair of the Board. Mr. Holliday retired from the Board effective December 31, 2009.

## **Stock Ownership Guidelines**

Stock ownership guidelines require each nonemployee director to hold DuPont Common Stock equal to a multiple of two times the Annual Retainer. Directors have up to five years from date of election to achieve the required ownership. As of the end of 2009, ten of eleven nonemployee directors met or exceeded the ownership requirements. The remaining director is on track to achieve the ownership goal within the five-year period.

## **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 fees in cash or stock units until a specified year, until retirement as a director, or until death. Interest accrues on deferred cash payments and dividend equivalents accrue on deferred stock units. This deferred compensation is an unsecured obligation of the Company.

## **Retirement Income Plan**

The Company'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. Annual benefits payable under the plan equal one-half of the annual Board retainer (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, the Company 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, the Company 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 the Company.

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; the Company 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**

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



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## 1 ELECTION OF DIRECTORS

The 12 nominees for election as directors are identified on pages 17 through 21. All nominees are now members of the Board of Directors. C. O. Holliday, Jr. retired as Chair of the Board on December 31, 2009.

The Board has determined that, except for E. J. Kullman, Chair and Chief Executive Officer, each of the nominees and each other person who served as director during 2009 (except Mr. Holliday) is or was, as the case may be, independent within the independence requirements of the New York Stock Exchange listing standards and in accordance with the Guidelines for Determining the Independence of DuPont Directors set forth in the Board's Corporate Governance Guidelines. See pages 6-7.

The Board knows of no reason why any nominee would be unable to serve as a director. If any nominee 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 of Directors may designate following recommendation by the Corporate Governance Committee, or the Board may reduce the number of directors to eliminate the vacancy.

The Board's Corporate Governance Guidelines describe qualifications for directors: Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; and business acumen. Leadership skills, scientific or technology 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.

When considering candidates for nomination, the 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 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 following material contains information concerning the nominees, including their period of service as 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 2010 Annual Meeting.

SAMUEL W. BODMAN, 71

Director since 2009

Former United States Secretary of Energy, a position he held from January 2005 to January 2009. Mr. Bodman previously served as Deputy Secretary of the Treasury from February 2004 to January 2005, and Deputy Secretary of Commerce from June 2001 to February 2004. He also serves as a director of AES Corporation (since 2009) and Hess Corporation (since 2009), and as a trustee of Cornell University. Prior to beginning his government service in 2001, Mr. Bodman was chairman, chief executive officer, and a director of Cabot Corporation, a global producer of specialty chemicals and materials.

Mr. Bodman brings the Board a wealth of government relations experience from his time spent in the federal government as Secretary of Energy and Deputy Secretary of the Treasury, provides the Board with critical investment management input from his role as chief operating officer at Fidelity Investments and offers global business perspective developed through his leadership of Cabot Corporation.

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RICHARD H. BROWN, 62

Director since 2001

Former chairman and chief executive officer of Electronic Data Systems Corporation, a leading global services company. Mr. Brown is a director of Browz Group, LC. He is a former member of The Business Council, The Business Roundtable, U.S.-Japan Business Council, the French-American Business Council, the President's Advisory Committee on Trade and Policy Negotiations and the President's National Security Telecommunications Advisory Committee. Mr. Brown formerly served as a director of The Home Depot, Inc. (2000-2006).

From his experiences as the chief executive officer and chairman of the board of several large public companies, and his role on the compensation and governance committees of others, Mr. Brown offers the Board important global insights in the areas of international business management, corporate governance, human resources, information technology and investor relations.

ROBERT A. BROWN, 58

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.

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

BERTRAND P. COLLOMB, 67

Director since 2007

Former chairman, from 1989 to 2007, and chief executive officer, from 1989 to 2004, of Lafarge, a global manufacturer of building materials, headquartered in Paris, France. He is also a director of Total and ATCO Ltd. (both since 2000). Mr. Collomb is chairman of the French Institute of International Relations (IFRI) and the French Institute for Science and Technology (IHEST). Mr. Collomb is founder of the Center for Management Research at the Ecole Polytechnique, former chairman of the World Business Council for Sustainable Development and a member of the Institut de France.

Mr. Collomb gives the Board significant insight in the areas of global business, environmental management and corporate governance from his experience as chair and chief executive officer of LaFarge (a leader in environmental management), and his positions on other boards, including as Chair of the World Business Council for Sustainable Development. Mr. Collomb also has important non-governmental organization ("NGO") experience to share with the Board from his roles as chair of IFRI and IHEST.

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CURTIS J. CRAWFORD, 62

Director since 1998

President and Chief Executive Officer, since June 2003, of XCEO, Inc., a consulting firm specializing in leadership and corporate governance, and author of three books on these subjects. He formerly served as president and chief executive officer of Onix Microsystems, Inc. Dr. Crawford is a director of ITT Corporation (since 1996) and ON Semiconductor Corporation (since 1999). He also serves as a trustee of DePaul University. Dr. Crawford formerly served as a director of Agilysis, Inc. (2005-2008)

Through his senior leadership roles in the technology sector, Dr. Crawford provides the Board with expertise in the areas of information technology, research and development, finance, new business development, marketing and manufacturing. As a consultant, Dr. Crawford offers unique perspectives on governance and organizational effectiveness.

ALEXANDER M. CUTLER, 58

Director since 2008

Chairman and Chief Executive Officer, since 2000, of Eaton Corporation, a global diversified industrial manufacturer. He formerly served as 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), The Electrical Manufacturers Club, The Greater Cleveland Partnership, United Way Services of Greater Cleveland, and the Musical Arts Association. He also chairs the Corporate Leadership Initiative of the Business Roundtable and is a member of The Business Council.

As Chair and CEO of a Fortune 200 company, Mr. Cutler gives the Board a wealth of global business management, finance, investor relations and marketing experience in a multinational manufacturing company. Through his other board roles and his position as chair of The Business Roundtable Corporate Initiative (which includes corporate governance and financial regulatory reform), Mr. Cutler also provides the Board with important insights in the areas of corporate governance and government relations.

JOHN T. DILLON, 71

Director since 2004

Senior Managing Director, since March 2005, of Evercore Partners. From April 1996 to October 2003, Mr. Dillon was the chairman and chief executive officer of International Paper, a global paper and paper distribution, packaging and forest products company. He is a director of Caterpillar, Inc. (since 1997) and Kellogg Company (since 2000). Mr. Dillon formerly served as a director of Specialty Products & Insulation Co. (2005-2009). Mr. Dillon is a former chairman of The Business Roundtable, was a member of the President's Advisory Council on Trade Policy and Negotiations and served as chairman of the National Council on Economic Education.

Mr. Dillon offers the Board a breadth of global business management experience from his position as chairman and chief executive officer of International Paper, including in such areas as manufacturing, marketing, environmental management, human resources, finance and investor relations. Mr. Dillon also provides significant governance and government relations expertise, as former Chairman of The Business Roundtable and through his efforts with the Sustainable Forestry Initiative and private equity investment management experience developed in his capacity as a senior managing director of Evercore Partners.

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ELEUTHÈRE I. DU PONT, 43

Director since 2006

President, Longwood Foundation since 2008. In 2007 and 2008, 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. 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.

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

MARILLYN A. HEWSON, 56

Director since 2007

Executive Vice President, since January 2010, Electronic Systems, Lockheed Martin Corporation, a leader in providing advanced technology products, services and systems integration solutions to defense, civil and commercial customers worldwide. She formerly served as president, Lockheed Martin Systems Integration-Owego from September 2008 through December 2009, executive vice president, global sustainment for Lockheed Martin Aeronautics Company from April 2007 to August 2008, and president, Logistics Services from January 2007 to March 2007. Prior to that, Ms. Hewson was president, Kelly Aviation Center L.P. Ms. Hewson is a member of the Board of Visitors of the College of Commerce and Business of the University of Alabama. She formerly served as a director of Carpenter Technology Corporation (2002-2006).

Through experiences gained in senior leadership roles at Lockheed Martin, Ms. Hewson provides to the Board broad insight and knowledge on global business management, human resources, finance, supply chain, leveraged services, internal audit and government contracting. In addition, Ms. Hewson offers expertise in government relations.

LOIS D. JULIBER, 61

Director since 1995

Retired vice chairman, a position she held from July 2004 to March 2005, of Colgate-Palmolive Company, the principal business of which is the production and marketing of consumer products. Ms. Juliber 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 technological officer of Colgate-Palmolive. Ms. Juliber is a director of Goldman Sachs (since 2004) and Kraft Foods Inc. (since 2007). She also serves as Chairman of the MasterCard Foundation and a member of the board of trustees of Wellesley College and Women's World Banking.

Ms. Juliber brings deep and broad global advertising, consulting, finance, human resources, management, consumer products marketing and new business development expertise to the Board from her roles as vice-chair, chief operating officer and chief technological officer at Colgate-Palmolive. In addition, Ms. Juliber provides important audit and governance knowledge from her experiences at Colgate-Palmolive, and her service on the boards of other multinational corporations and nonprofit organizations.

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ELLEN J. KULLMAN, 54

Director since 2008

Chair, since January 2010, and Chief Executive Officer of DuPont since January 2009. Mrs. Kullman served as president of DuPont from October 2008 to December 2008. From June 2006 through September 2008, she served as executive vice president responsible for DuPont Coatings & Color Technologies; DuPont Electronic & Communication Technologies; DuPont Performance Materials; DuPont Safety & Protection; Marketing & Sales; Pharmaceuticals; Risk Management; and Safety & Sustainability. Prior to that, Mrs. Kullman was group vice president-DuPont Safety & Protection. She is a member of the boards of Tufts University and the U.S.-India CEO Forum. Mrs. Kullman formerly served as a director of General Motors Company (2004-2008).

As Chief Executive Officer of the Company, Mrs. Kullman is best suited to ensure that critical business issues are brought before the Board, which enhances the Board's ability to oversee the development and implementation of business strategies and the Company's risk management efforts. The Board believes that the Company is typically best served by combining the role of Chair and Chief Executive Officer. For a discussion of the Board's leadership structure, refer to page 11 of this Proxy Statement.

WILLIAM K. REILLY, 70

Director since 1993

Senior Advisor, since October 2006, at TPG Capital LP and Founding Partner, since 1997, of Aqua International Partners, L.P., an affiliate of TPG Capital LP which finances water supply and renewable energy. He formerly served as administrator of the United States Environmental Protection Agency, and president of World Wildlife Fund and The Conservation Foundation. Mr. Reilly is a director of ConocoPhillips (since 2002), Royal Caribbean International (since 1998), National Geographic Society and the Packard Foundation. He also serves as Chairman Emeritus of the Board of World Wildlife Fund, Chairman of the Advisory Board of the Nicholas Institute for Environmental Policy Solutions of Duke University and Co-Chair of the National Commission on Energy Policy.

Mr. Reilly brings significant environmental management skills to the Board from his experience with the White House, NGOs and executive agencies, along with private sector environmental experience. As former Administrator of EPA, co-chair of the National Commission on Energy Policy, and a board member of Climate Works, Mr. Reilly has developed invaluable government relations capabilities. Mr. Reilly also offers strong legal, finance, consulting, investment management and governance capabilities from his roles at TPG Capital LP and on the boards of other organizations.

Table of Contents**Ownership of Company Stock**

As of December 31, 2009, there were no beneficial owners known to DuPont of more than five percent of DuPont's outstanding Common Stock. The following table includes shares of DuPont Common Stock beneficially owned by each director and nominee, by each executive officer named in the 2009 Summary Compensation Table on page 42 of this Proxy Statement and by all directors and executive officers as a group as of December 31, 2009. 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.

Name	Amount and Nature of Beneficial Ownership (Number of Shares)			Percent of Class <sup>(4)</sup>
	Direct <sup>(1)</sup>	Indirect <sup>(2)</sup>	Right to Acquire <sup>(3)</sup>	
S. W. Bodman	41,100		2,091	
J. C. Borel	25,134	10,770	440,469	
R. H. Brown	2,340		41,866	
R. A. Brown		110	2,704	
B. P. Collomb	5,290		2,704	
T. M. Connelly, Jr.	44,556	73,441	741,919	
C. J. Crawford	150	235	35,822	
A. M. Cutler	2,000		7,935	
J. T. Dillon	1,000		15,083	
E. I. du Pont	769	1,361	4,519	
N. C. Fanandakis	20,414		149,076	
R. R. Goodmanson			1,621,533	
M. A. Hewson	2,000		10,954	
C. O. Holliday, Jr.	314,387		3,347,655	
L. D. Juliber		600	48,598	
J. L. Keefer	48,991		451,022	
E. J. Kullman	93,500	6,602	890,312	
W. K. Reilly			60,399	

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Directors and Executive Officers as a Group	642,115	94,085	8,708,953	1.0%
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- (1) These shares are held individually or jointly with others, or in the name of a bank, broker or nominee for the individual's account.
- (2) This column includes other shares over which directors and executive officers have or share voting or investment power, including shares directly owned by certain relatives with whom they are presumed to share voting and/or investment power, and shares held under the DuPont Retirement Savings Plan.
- (3) This column includes shares which directors and executive officers had a right to acquire beneficial ownership of within 60 days from December 31, 2009, through the exercise of stock options or through the conversion of restricted stock units or deferred stock units granted or held under DuPont's equity-based compensation plans.
- (4) Unless otherwise indicated, beneficial ownership of any named individual does not exceed 0.5% of the outstanding shares of the class.

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

Directors and executive officers are required to file reports of ownership and changes in ownership of DuPont Common Stock with the Securities and Exchange Commission. All such filings were timely made except an amendment to Form 3 was filed on behalf of Mr. Fanandakis in January 2010 to reflect a holding that had been inadvertently omitted from his original Form 3 filed on September 10, 2009.

**Compensation Committee Interlocks and Insider Participation**

No member of the Compensation Committee was at any time during 2009 an officer or employee of DuPont or any of the Company's subsidiaries nor was any such person a former officer of DuPont or any of the Company's subsidiaries. In addition, no Compensation Committee member is an executive officer of another entity at which one of the Company's executive officers serves on the board of directors.

**Compensation Committee Report**

The Compensation Committee of the Board of Directors has reviewed the Compensation Discussion and Analysis ("CD&A") section included in this Proxy Statement.

The Compensation Committee has also reviewed and discussed the CD&A with management.

Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 and in this Proxy Statement.

The members of the Compensation Committee of the Board of Directors have provided this report.

COMPENSATION COMMITTEE

John T. Dillon, Chair  
Richard H. Brown  
Curtis J. Crawford  
Alexander M. Cutler  
Eleuthère I. du Pont



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## **Compensation Discussion and Analysis (CD&A)**

### **Executive Compensation Philosophy and Core Principles**

At DuPont (referred to throughout this CD&A as "Company", "we" or "our"), we are focused on delivering sustainable growth, increasing stockholder and societal value, and decreasing our environmental footprint. We strive to accomplish growth and innovation within our core values, which include safety and health, environmental stewardship, highest ethical behavior, and respect for people. The executive compensation programs at DuPont are designed to attract, motivate, reward and retain the high quality executives necessary for the leadership of the Company and accomplishment of our strategies. The following principles guide the design and administration of those compensation programs:

Programs should include a strong link between pay and performance, measured at all levels by placing a significant portion of compensation "at risk" based on Company, business unit and individual performance.

Programs should align executives with stockholders by creating a strong focus on stock ownership and be based on performance measures that drive long-term sustained stockholder value growth.

Programs should reinforce business strategies and reflect the Company's core values by rewarding improved business growth, promoting desired competencies and recognizing contributions to business success that are consistent with those core values.

Programs should ensure access to needed talent and protect against competitor recruitment of that talent by attracting, retaining, motivating, and rewarding senior executives through compensation opportunities that are market competitive and commensurate with the executive's responsibilities, experience and demonstrated performance.

### **Determining Executive Compensation**

An important aspect of the Compensation Committee's annual work relates to the determination of compensation for the Company's Named Executive Officers ("NEOs") and other Section 16 officers. The NEOs are the Company's Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and the three other most highly compensated executive officers. The former Executive Chair and former Executive Vice President and Chief Operating Officer are also NEOs for 2009.

In 2009, the Compensation Committee (the "Committee" for purposes of this CD&A) retained Frederic W. Cook & Co., Inc. ("Cook") to serve as an independent compensation consultant to the Committee on executive compensation matters. Cook performs work at the direction and under the supervision of the Committee, and provides advice, research and analytical services on a variety of subjects, including compensation of NEOs, nonemployee director compensation, and executive compensation trends. Cook provided no services to DuPont other than those provided to the Committee.

Base salary, short-term incentive ("STIP") awards under the cash-based component of the Company's Equity and Incentive Plan ("EIP") and long-term incentive ("LTI") awards issued under the EIP for the CEO are reviewed and recommended by the Committee and approved by the independent members of the Board of Directors. Base salary, STIP and LTI awards for the other NEOs (and other Section 16 officers) are reviewed and recommended by the CEO and approved by the Committee.

### ***Competitive Analysis***

All compensation elements are assessed primarily against published compensation surveys that represent large companies with median revenue comparable to DuPont's ("Market"), including surveys by Towers Perrin, Mercer, Hewitt, Watson Wyatt Data Services and Hay Group. We believe that this approach ensures a complete and robust picture of the overall compensation environment and consistent comparisons for the CEO and other NEOs.

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We also use a select group of peer companies ("Peer Group") to: (i) benchmark pay design (mix, performance criteria, etc.); (ii) measure financial performance; and (iii) test the link between pay and performance. Because of the smaller number of Peer Group companies, we occasionally find some volatility in compensation data year over year. For this reason, we use Peer Group information only to validate the results of our competitive Market analysis.

The Committee regularly reviews the Peer Group and last revised the companies comprising the Peer Group in 2007. The Peer Group represents the multiple markets in which we compete including markets for executive talent, customers and capital and is comprised of large, high-performing U.S.-based companies with a strong scientific focus and/or research intensity and a strong international presence. In 2009, The Dow Chemical Company completed the acquisition of Rohm and Haas Company. As a result, we have removed Rohm and Haas Company from our current Peer Group.

The Peer Group includes the following companies:

<b>Company</b>	<b>Industry (Global Industry Classification Standard)</b>	<b>Revenue (millions)*</b>
3M Company	Industrial Conglomerates	\$ 23,123
Abbott Laboratories	Pharmaceuticals	30,765
Air Products & Chemicals, Inc.	Industrial Gases	8,256
Baxter International	Health Care Equipment	12,562
The Boeing Company	Aerospace & Defense	68,281
Caterpillar Inc.	Construction & Farm Machinery & Heavy Trucks	32,396
Eastman Kodak Company	Photographic Products	7,606
Emerson Electric Company	Electrical Components & Equipment	20,915
Hewlett-Packard Company	Computer Hardware	114,552
Honeywell International Inc.	Aerospace & Defense	30,908
Ingersoll-Rand Company Ltd.	Industrial Machinery	13,195
Johnson & Johnson	Pharmaceuticals	61,897
Johnson Controls Inc.	Auto Parts & Equipment	28,497
Kimberly Clark Corporation	Household Products	19,115
Merck & Co., Inc.	Pharmaceuticals	27,428