

PULTE HOMES INC/MI/
Form DEF 14A
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**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 Pursuant to §240.14a-12

Pulte Homes, Inc.

(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:

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1) Amount Previously Paid:

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4) Date Filed:

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PULTE HOMES, INC.

**100 Bloomfield Hills Parkway, Suite 300
Bloomfield Hills, Michigan 48304**

NOTICE OF 2007 ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholder:

We will hold our annual meeting of shareholders at The Community House, 380 South Bates Street, Birmingham, Michigan, on Thursday, May 10, 2007, at 8:30 a.m., Eastern Time. At this meeting, shareholders will vote on:

- o The election of four directors to serve for a term of three years.
- o The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.
- o A shareholder proposal requesting the election of directors by a majority, rather than plurality, vote.
- o A shareholder proposal requesting the declassification of the Board of Directors.
- o A shareholder proposal requesting the formation of a Majority Vote Shareholder Committee.
- o A shareholder proposal regarding the use of performance-based options.

You can vote if you were a shareholder of record at the close of business on March 13, 2007. You may vote by internet, telephone, written proxy or written ballot at the meeting.

This proxy statement and the enclosed form of proxy, as well as our 2006 annual report, are first being mailed to shareholders beginning on April 4, 2007. We encourage you to sign and return the accompanying proxy card in the enclosed envelope or instruct us via the internet or by telephone as to how you would like your shares voted.

By Order of the Board of Directors

STEVEN M. COOK
*Vice President, General Counsel
and Secretary*

Bloomfield Hills, Michigan
April 4, 2007

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PROXY STATEMENT

The Board of Directors is soliciting proxies to be used at the annual meeting of shareholders to be held on Thursday, May 10, 2007, beginning at 8:30 a.m., Eastern Time, at The Community House, 380 South Bates Street, Birmingham, Michigan. This proxy statement and the enclosed form of proxy are first being mailed to shareholders beginning April 4, 2007.

QUESTIONS AND ANSWERS ABOUT THE PROXY MATERIAL AND THE ANNUAL MEETING:

What am I voting on?

You are voting on six proposals:

1. The election of the following four nominees for director for a term of three years:

William J. Pulte
Richard J. Dugas, Jr.
David N. McCammon
Francis J. Sehn

2. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.
3. A shareholder proposal requesting the election of directors by a majority, rather than plurality, vote.
4. A shareholder proposal requesting the declassification of the Board of Directors.
5. A shareholder proposal requesting the formation of a Majority Vote Shareholder Committee.
6. A shareholder proposal regarding the use of performance-based options.

What are the voting recommendations of the Board?

The Board recommends the following votes:

- o FOR the election of all of the nominees for director.
 - o FOR ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.
 - o AGAINST the shareholder proposal requesting the election of directors by a majority, rather than plurality, vote.
 - o AGAINST the shareholder proposal requesting the declassification of the Board of Directors.
-

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- o AGAINST the shareholder proposal requesting the formation of a Majority Vote Shareholder Committee.
- o AGAINST the shareholder proposal regarding the use of performance-based options.

Will any other matter be voted on?

We are not aware of any other matters on which you will be asked to vote at the meeting. If you have completed and mailed your proxy card and any other matter is properly brought before the meeting, William J. Pulte and Richard J. Dugas, Jr., acting as your proxies, will vote for you in their discretion.

How do I vote my shares?

If you are a shareholder of record as of the close of business on March 13, 2007 (the record date), you can give a proxy to be voted at the meeting either:

- o by mailing in the enclosed proxy card;
- o by written ballot at the meeting;
- o over the telephone by calling a toll-free number; or
- o electronically, using the internet.

If you complete and mail in your proxy card, your shares will be voted as you indicate. If you do not indicate your voting preferences, William J. Pulte and Richard J. Dugas, Jr., acting as your proxies, will vote your shares FOR Items 1 and 2 and AGAINST Items 3, 4, 5 and 6.

The telephone and internet voting procedures have been set up for your convenience and have been designed to authenticate your identity, to allow you to give voting instructions and to confirm that those instructions have been recorded properly. If you are a shareholder of record and you would like to vote by telephone or by using the internet, please refer to the instructions on the enclosed proxy card.

If you hold your shares in street name, you must vote your shares in the manner prescribed by your broker or nominee. Your broker or nominee has enclosed or provided a voting instruction card for you to use in directing the broker or nominee on how to vote your shares.

What is the difference between a shareholder of record and a street name holder?

If your shares are registered directly in your name with Computershare Trust Company, N.A. (Computershare), the Company's stock transfer agent, you are considered the shareholder of record with respect to those shares.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of these shares, and your shares are held in street name.

Can I change my vote?

Yes. You can change your vote or revoke your proxy before the meeting in any of three ways:

- o

by submitting another proxy by telephone, via the internet or by mail that is later dated and, if by mail, that is properly signed; or

- o by submitting written notice to the Secretary of the Company. Your notice must be received by the Company by 5:00 p.m., Eastern Time, on May 9, 2007; or
- o by voting in person at the meeting.

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What percentage of the vote is required for a proposal to be approved?

The four director nominees receiving the greatest number of votes will be elected. The service of such directors will be subject to the Corporate Governance Guidelines of the Company. The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm and the shareholder proposals each require the affirmative vote of a majority of the votes cast at the meeting.

Who will count the vote?

Computershare will act as the independent tabulator to receive and tabulate the proxies and as the independent inspector of election to certify the results.

What does it mean if I get more than one proxy card?

It means your shares are held in more than one account. You should vote the shares on all your proxy cards. To provide better shareholder service, we encourage you to have all your shares registered in the same name and address. You may do this by contacting our transfer agent, Computershare, by phone at (877) 282-1168, by mail at Computershare Trust Company, N.A., P.O. Box 43078, Providence, Rhode Island 02940-3078, or via the internet at www.computershare.com.

Who can attend the annual meeting?

All shareholders of record as of the close of business on March 13, 2007 can attend. Registration will begin at 8:00 a.m., Eastern Time. Institutional or entity shareholders are allowed to bring up to three representatives. Attendance at the meeting will be on a first-come, first-served basis, upon arrival at the meeting.

What do I need to do to attend the annual meeting?

You should plan to arrive at The Community House at 380 South Bates Street, Birmingham, Michigan, on Thursday, May 10, 2007 by 8:00 a.m., Eastern Time. Upon your arrival, please follow the signs to the registration desk where you will register for the meeting. If a broker or other nominee holds your shares, bring proof of your ownership, such as a brokerage statement, with you to the meeting. You should also bring valid picture identification, such as a driver's license or passport. If you are an authorized proxy, you must present the proper documentation.

What is the quorum requirement of the annual meeting?

A majority of the 256,008,473 shares outstanding on March 13, 2007 constitutes a quorum for voting at the meeting. If you vote, your shares will be part of the quorum.

How will abstentions be treated?

Abstentions will be counted as shares present at the meeting for purposes of determining whether a quorum exists. You may not abstain with respect to the election of directors. With respect to the proposals to ratify the appointment of Ernst & Young LLP and with respect to the shareholder proposals, an abstention will not be counted as a vote cast and therefore will have no effect on whether the proposal is approved.

How will broker non-votes be treated?

A broker non-vote occurs when a broker cannot vote on a matter because the broker has not received instructions from the beneficial owner and lacks discretionary voting authority with respect to that matter. Broker non-votes will be treated in the same manner, and have the same effect, as abstentions.

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The table below shows the number of our common shares beneficially owned as of March 13, 2007 by each of our Directors and each of our Executive Officers named in the Summary Compensation Table on page 26, as well as the number of shares beneficially owned by all of our Directors and Executive Officers as a group. The table also includes information about stock options exercisable within 60 days after March 13, 2007, restricted shares, and Pulte common shares held in our 401(k) Plan.

Directors And Named Executive Officers	Shares(1)	Exercisable Stock Options(11)	Percentage of Outstanding Shares
Brian P. Anderson	9,300(2)	19,000	*
D. Kent Anderson	41,600	122,684	*
Roger A. Cregg	368,169(3)	1,876,116	*
Richard J. Dugas, Jr.	510,181(4)	940,000	*
Peter J. Keane	110,619(5)	46,000	*
Debra J. Kelly-Ennis	23,018(6)	103,000	*
David N. McCammon	124,400(7)	55,000	*
Patrick J. O Leary	6,300	19,000	*
Steven C. Petruska	351,138(8)	348,000	*
William J. Pulte	42,214,641(9)(12)	0	16.49
Bernard W. Reznicek	19,672	71,000	*
Alan E. Schwartz	91,200	39,000	*
Francis J. Sehn	157,200(10)	35,000	*
John J. Shea	38,000	79,000	*
William B. Smith	21,600	87,000	*
All Directors and Executive Officers as a group (20), including the above	44,401,381	5,008,544	19.30

* Less than 1%.

Notes:

- (1) All directors and executive officers listed in this table have sole voting and investment power over the Pulte shares they beneficially own, except as otherwise noted below.
- (2) Includes 3,000 Pulte common shares that Mr. Anderson owns jointly with his wife.
- (3) Includes (i) 168,090 Pulte common shares that Mr. Cregg owns jointly with his wife, (ii) 70,000 restricted shares that are scheduled to vest on February 2, 2008, (iii) 65,000 restricted shares that are scheduled to vest on February 1, 2009, (iv) 65,000 restricted shares that are scheduled to vest on February 5, 2010, and (v) 79 Pulte common shares held in our 401(k) Plan.

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- (4) Includes (i) 69,800 Pulte common shares that Mr. Dugas owns jointly with his wife, (ii) 40,612 Pulte common shares owned in a trust of which Mr. Dugas is a beneficiary, (iii) 120,000 restricted shares that are scheduled to vest on February 2, 2008, (iv) 120,000 restricted shares that are scheduled to vest on February 1, 2009, (v) 100,000 restricted shares that are scheduled to vest on February 5, 2010, and (vi) 119 Pulte common shares held in our 401(k) Plan.
- (5) Includes (i) 8,000 restricted shares that are scheduled to vest on December 9, 2007, (ii) 30,000 restricted shares that are scheduled to vest on December 8, 2008, (iii) 40,000 restricted shares, which includes 10,000 shares that are scheduled to vest on each of September 15, 2008 and September 15, 2009 and 20,000 shares that are scheduled to vest on September 15, 2010, (iv) 32,500 restricted shares that are scheduled to vest on February 5, 2010, and (v) 119 Pulte common shares held in our 401(k) Plan.
- (6) Includes 21,818 shares that are owned in a trust of which Ms. Kelly-Ennis is a trustee and a beneficiary.
- (7) These shares are owned in a trust of which Mr. McCammon is a trustee and a beneficiary.
- (8) Includes (i) 17,500 restricted shares that are scheduled to vest on December 11, 2007, (ii) 80,000 restricted shares that are scheduled to vest on February 2, 2008, (iii) 80,000 restricted shares that are scheduled to vest on February 1, 2009, (iv) 80,000 restricted shares that are scheduled to vest on February 5, 2010, and (v) 1,948 Pulte common shares held in our 401(k) Plan.
- (9) Includes (i) 41,753,214 Pulte common shares that are owned by various trusts of which Mr. Pulte is a trustee, (ii) 120,000 restricted shares that are scheduled to vest on February 7, 2008, (iii) 120,000 restricted shares that are scheduled to vest on February 1, 2009, (iv) 100,000 restricted shares that are scheduled to vest on February 5, 2010, and (v) 121,427 Pulte common shares held in our 401(k) Plan.
- (10) Includes 76,800 Pulte common shares owned in a trust of which Mr. Sehn is a trustee, and 80,400 Pulte common shares owned in a trust of which Mr. Sehn is a beneficiary.
- (11) These are shares which the listed director or executive officer has the right to acquire within 60 days of March 13, 2007 pursuant to Pulte's stock option plans.
- (12) 3,156,580 Pulte common shares owned by William J. Pulte are pledged as security.

Beneficial Ownership of Significant Shareholders

The following table provides information regarding security holders that own more than 5% of all outstanding Pulte common shares:

Name and Address of Beneficial Owner	Beneficial Ownership of Common Shares	Percentage of Outstanding Common Shares on March 13, 2007
William J. Pulte 100 Bloomfield Hills Parkway, Suite 300 Bloomfield Hills, MI 48304	42,214,641(1)	16.49

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Legg Mason Capital Management, Inc. 100 Light Street Baltimore, MD 21202	25,837,112(2)	10.09
The TCW Group, Inc. on behalf of the TCW Business Unit 865 South Figueroa Street Los Angeles, CA 90017	20,504,881(3)	8.01

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Notes:

- (1) Includes (i) 41,753,214 Pulte common shares that are owned by various trusts of which Mr. Pulte is a trustee, (ii) 120,000 restricted shares that are scheduled to vest on February 7, 2008, (iii) 120,000 restricted shares that are scheduled to vest on February 1, 2009, (iv) 100,000 restricted shares that are scheduled to vest on February 5, 2010, and (v) 121,427 Pulte common shares held in our 401(k) Plan.
- (2) This information is derived from a Schedule 13G/A filed by Legg Mason Capital Management, Inc. and certain affiliated entities on February 15, 2007. According to the Schedule 13G/A, Legg Mason Capital Management, Inc. and certain affiliated entities have shared voting power over 25,837,112 Pulte common shares and shared dispositive power over 25,837,112 Pulte common shares.
- (3) This information is derived from a Schedule 13G filed by The TCW Group, Inc., on behalf of the TCW Business Unit, on February 12, 2007. According to the Schedule 13G, The TCW Group, Inc. has shared voting power over 17,330,446 Pulte common shares and shared dispositive power over 20,504,881 Pulte common shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Based on Company records and other information, Pulte believes that all Securities and Exchange Commission (SEC) filing requirements under Section 16(a) of the Securities Exchange Act of 1934 applicable to its directors, officers, and owners of more than 10% of its common shares were complied with for 2006, and were filed timely.

PROPOSAL ONE

ELECTION OF DIRECTORS

Our Articles of Incorporation require that we have at least three, but no more than 15, directors. The exact number of directors is set by the Board and is currently 12. The Board is divided into three classes of directors who have overlapping three year terms. Four current directors have terms expiring at the 2007 annual meeting and are being nominated for re-election. These four nominees have each agreed to serve the additional term for which they have been nominated, if elected.

The Corporate Governance Guidelines of the Company provide that any nominee for director who, in an uncontested election receives a greater number of votes withheld from his or her election than votes for his or her election at the annual meeting (Majority Withheld Vote) will promptly tender his or her resignation from the Board. The Nominating and Governance Committee, which is comprised exclusively of independent directors, will consider the resignation and recommend to the Board whether to accept the tendered resignation or reject it. The Board will act upon the Nominating and Governance Committee's recommendation no later than the Board's first regularly scheduled meeting following certification of the Majority Withheld Vote. The action taken by the Board will be publicly disclosed in a report filed with the SEC and may include, without limitation, acceptance or rejection of the tendered resignation or adoption of measures designed to address the issues underlying the Majority Withheld Vote. The foregoing description is qualified in its entirety by reference to our Corporate Governance Guidelines, which are available for viewing on our website at www.pulte.com.

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Nominees to Serve a Three Year Term Expiring at the 2010 Annual Meeting

William J. Pulte

Age: 74
Director since: 1956
Principal Occupation: Founder and Chairman of the Board, Pulte Homes, Inc.
Recent Business Experience: Mr. Pulte, the founder of Pulte Homes, Inc., has served as Chairman of the Board of Directors since December 2001. Previously, Mr. Pulte served as Chairman of the Executive Committee of the Board of Directors from January 1999 to December 2001, and Chairman of the Board of Directors from January 1991 until January 1999.

Richard J. Dugas, Jr.

Age: 41
Director since: 2003
Principal Occupation: President and Chief Executive Officer, Pulte Homes, Inc.
Recent Business Experience: Mr. Dugas has served as President and Chief Executive Officer of Pulte Homes, Inc. since July 1, 2003. Prior to that, he served as Chief Operating Officer of Pulte Homes from May 2002 through June 2003. Mr. Dugas previously served in various management positions with Pulte Homes since 1994, including, most recently, Coastal Region President with responsibility for the Georgia, North Carolina, South Carolina and Tennessee operations.

David N. McCammon

Age: 72
Director since: 1997
Principal Occupation: Senior Partner, Strength Capital Partners, L.L.C., Bloomfield Hills, Michigan
Recent Business Experience: Mr. McCammon has been Senior Partner of Strength Capital Partners, L.L.C., a private equity fund, since June 2000. Previously, Mr. McCammon served as Vice President of Finance for Ford Motor Company until his retirement in 1997.

Francis J. Sehn

Age: 88
Director since: 1995
Principal Occupation: Chairman, The Fran Sehn Company, Bloomfield Hills, Michigan
Recent Business Experience: Mr. Sehn has served as the Chairman of The Fran Sehn Company, an international engineering and consulting company, since 1954.

The Board of Directors recommends a vote FOR the election of these four nominees.

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Remaining Board of Directors with Current Terms

Directors Continuing to Serve a Three Year Term Expiring at the 2008 Annual Meeting:

D. Kent Anderson

Age: 65
Director since: 2001
Principal Occupation: Chairman, Beacon Management Corp., Houston, Texas
Recent Business Experience: Mr. Anderson has served as Chairman of Beacon Management Corp., an investment capital firm, since April 2001. From 1996 until April 2001, Mr. Anderson was an Executive Banking Officer and Special Consultant to the Chairman of Compass Bank.
Outside Directorships: Sam Houston Race Park, Ltd.

John J. Shea

Age: 69
Director since: 1996
Principal Occupation: Retired Vice Chairman of the Board of Directors, President and Chief Executive Officer of Spiegel, Inc., Tucson, Arizona
Recent Business Experience: Mr. Shea served as Vice Chairman of the Board of Directors, President and Chief Executive Officer of Spiegel, Inc., an international multi-channel specialty retailer, from 1985 until 1998.

William B. Smith

Age: 63
Director since: 2001
Principal Occupation: Advisory Director, Morgan Stanley & Co., Incorporated, New York, New York
Recent Business Experience: Mr. Smith has been an Advisory Director of Morgan Stanley & Co., Incorporated, an international investment bank, since July 2000. Mr. Smith served as Managing Director and Head of Morgan Stanley Realty from May 1997 until July 2000.
Outside Directorships: Central Parking Corporation

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Brian P. Anderson

Age: 56

Director since: 2005

Principal Occupation: Retired Chief Financial Officer

Recent Business Experience: Mr. Anderson was the Executive Vice President and Chief Financial Officer of OfficeMax, Inc., a business-to-business and retail office products distribution company, from November 2004 to January 2005. Prior to that time, Mr. Anderson was Senior Vice President and Chief Financial Officer of Baxter International, Inc., a global diversified medical products and services company, from 1998 to 2004.

Outside Directorships: W.W. Grainger, Inc., A.M. Castle & Co., and James Hardie Industries

Patrick J. O Leary

Age: 49

Director since: 2005

Principal Occupation: Executive Vice President and Chief Financial Officer of SPX Corporation

Recent Business Experience: Mr. O Leary has served as Executive Vice President and Chief Financial Officer of SPX Corporation, a global industrial and technological services and products company, since December 2004. Prior to that time, he served as Chief Financial Officer and Treasurer of SPX Corporation from October 1996 to December 2004.

Directors Continuing to Serve a Three Year Term Expiring at the 2009 Annual Meeting

Debra J. Kelly-Ennis

Age: 50

Director since: 1997

Principal Occupation: Chief Marketing Officer, Diageo North America, Norwalk, Connecticut

Recent Business Experience: Ms. Kelly-Ennis has served as Chief Marketing Officer of Diageo North America, an adult spirits company, since April 2005. She served as President of Saab Cars USA, a wholly-owned subsidiary of General Motors Europe, from October 2002 to April 2005. Ms. Kelly-Ennis served as General Manager of the Oldsmobile Division of General Motors Corporation from May 2000 until September 2001, and served as Brand Manager of General Motors Chevrolet Division from March 1999 until April 2000.

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Bernard W. Reznicek

Age: 70

Director since: 2002

Principal Occupation: President and Chief Executive Officer, Premier Enterprises Inc., Omaha, Nebraska

Recent Business Experience: Mr. Reznicek has served as President and Chief Executive Officer of Premier Enterprises Inc., a consulting, investment, and real estate development company, since April 1993. Mr. Reznicek was an executive with Central States Indemnity Company, a member of the Berkshire Hathaway Insurance Group, from January 1997 until January 2003. Mr. Reznicek served as Dean of the College of Business of Creighton University in Omaha, Nebraska from July 1994 until January 1997 and served as Chairman and Chief Executive Officer of Boston Edison, a utility company, from September 1987 to July 1994.

Outside Directorships: CSG Systems International, Inc., Central States Indemnity, and Info USA, Inc.

Alan E. Schwartz

Age: 81

Director since: 1972

Principal Occupation: Partner, Honigman Miller Schwartz and Cohn LLP, Detroit, Michigan

Recent Business Experience: Mr. Schwartz is a Partner in the law firm of Honigman Miller Schwartz and Cohn LLP, Detroit, Michigan, which provides legal services to Pulte Homes, Inc.

Outside Directorships: Detroit Development Ventures, Inc. (general partner of The Detroit Investment Fund, L.P.)

If a nominee is unable to stand for election, the Board may reduce the number of directors or choose a substitute. If the Board chooses a substitute, shares represented by proxies will be voted for the substitute. If a director retires, resigns, dies, or is unable to serve for any reason, the Board may reduce the number of directors or appoint a new director to fill the vacancy. The new director would serve until the next annual meeting.

Independence

Under the Company's Corporate Governance Guidelines, a substantial majority of the members of our Board of Directors must be independent. The Board of Directors has adopted categorical independence standards to assist the Nominating and Governance Committee in determining director independence, which either meet or exceed the independence requirements of the New York Stock Exchange's (NYSE) corporate governance standards. Under these standards, no director can qualify as independent unless (i) the Board affirmatively determines that the director has no material relationship with the Company directly or as an officer, shareholder or partner of

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an organization that has a relationship with the Company, and (ii) the director meets the following categorical standards:

- o Has not been an employee of the Company for at least three years;
- o Has not, during the last three years, been employed as an executive officer by a company for which an executive officer of the Company concurrently served as a member of such company's compensation committee;
- o Has no immediate family members (i.e., spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law and anyone (other than employees) who shares the Director's home) who did not satisfy the foregoing criteria during the last three years; provided, however, that such Director's immediate family member may have served as an employee but not as an executive officer of the Company during such three-year period so long as such immediate family member shall not have received, during any twelve-month period within such three-year period, more than \$100,000 in direct compensation from the Company for such employment;
- o Is not a current partner or employee of the Company's internal or external audit firm, and the director was not within the past three years a partner or employee of such a firm who personally worked on the Company's audit within that time;
- o Has no immediate family member who (i) is a current partner of a firm that is the Company's internal or external auditor, (ii) is a current employee of such a firm and participates in the firm's audit, assurance or tax compliance (but not tax planning) practice or (iii) was within the past three years (but is no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time;
- o Has not received, and has no immediate family member who has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Company (other than in his or her capacity as a member of the Board of Directors);
- o Is not a current employee, and has no immediate family member who is a current executive officer, of a company that made payments to, or received payments from, the Company for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues;
- o Does not serve, and has no immediate family member who has served, during the last three years as an executive officer or general partner of an entity that has received an investment from the Company or any of its subsidiaries, unless such investment is less than the greater of \$1 million or 2% of such entity's total invested capital, whichever is greater, in any of the last three years; and
- o Has not been, and has no immediate family member who has been, an executive officer of a charitable or educational organization for which the Company contributed more than the greater of \$1 million or 2% of such charitable organization's consolidated gross revenues, in any of the last three years.

The Board considered all relevant facts and circumstances in assessing director independence and affirmatively determined that Brian P. Anderson, D. Kent Anderson, Debra J. Kelly-Ennis, David N. McCammon, Patrick J. O'Leary, Bernard W. Reznicek, Francis J. Sehn, John J. Shea and William B. Smith are independent within the meaning of the Company's categorical

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standards and the NYSE listing standards. The Board also reviewed the Company's employment of Francis J. Sehn's son-in-law and affirmatively determined that such employment did not preclude Mr. Sehn from being an independent director of the Company. The Board further determined that William J. Pulte and Richard J. Dugas, Jr., who are Pulte employees, and Alan E. Schwartz, who is a partner with Honigman Miller Schwartz and Cohn LLP, which provides legal services to Pulte and its subsidiaries, are not independent within the meaning of the Company's categorical standards and the NYSE listing standards.

COMMITTEES OF THE BOARD OF DIRECTORS

The Board has four standing committees to facilitate and assist the Board in the execution of its responsibilities. The committees are currently the Audit Committee, Compensation Committee, Nominating and Governance Committee and Finance Committee. Charters for the Audit Committee, Compensation Committee and Nominating and Governance Committee are available on the Company's website at www.pulte.com. The table below shows current membership for each of the standing Board committees.