

DYCOM INDUSTRIES INC

Form DEF 14A

October 30, 2008

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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**

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 Rule 14a-12

DYCOM INDUSTRIES, 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.
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 - (1) Title of each class of securities to which transaction applies:
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**DYCOM INDUSTRIES, INC.
11770 U.S. Highway 1, Suite 101
Palm Beach Gardens, Florida 33408**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
To be held on November 25, 2008**

To our Shareholders:

The Annual Meeting of Shareholders (the Annual Meeting) of Dycom Industries, Inc. (the Company) will be held at 11:00 a.m., local time, on Tuesday, November 25, 2008, at the City Club of the Palm Beaches, 11780 U.S. Highway 1, Suite 600, Palm Beach Gardens, Florida 33408.

At the Annual Meeting, you will be asked to vote on the following proposals, which are more fully described in the Proxy Statement accompanying this notice:

1. To elect three directors;
2. To vote upon a proposal to approve the Company s 2009 Annual Incentive Plan;
3. To vote upon a proposal to re-approve and amend the performance goals under the Company s 2003 Long-Term Incentive Plan; and
4. To transact such other business as may properly come before the Annual Meeting or any adjournments of the Annual Meeting.

The Board of Directors has fixed the close of business on Friday, October 3, 2008, as the record date for determining the shareholders entitled to notice of and to vote at the Annual Meeting.

By Order of the Board of Directors,

Richard B. Vilsoet
Secretary
Palm Beach Gardens, Florida
October 29, 2008

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend in person, it is important that your shares be represented and voted. You can vote your shares by signing and dating the enclosed proxy card and returning it in the accompanying envelope or, via the Internet or telephone. You will find specific instructions for voting via the Internet or telephone on the proxy card. If you decide to attend the Annual Meeting and prefer to vote by ballot, your proxy will be revoked automatically and only your vote at the Annual Meeting will be counted. If you hold your shares through a broker and wish to vote at the meeting, you will need to obtain a proxy from the institution that holds your shares.

If you choose to attend the meeting, you will be asked to present valid picture identification, and if you hold your shares through a broker, you will be asked to present a copy of your brokerage statement showing your stock ownership as of October 3, 2008.

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**DYCOM INDUSTRIES, INC.
11770 U.S. Highway 1, Suite 101
Palm Beach Gardens, Florida 33408**

PROXY STATEMENT

**ANNUAL MEETING OF SHAREHOLDERS
Tuesday, November 25, 2008**

GENERAL INFORMATION

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of Dycom Industries, Inc. (the Company) for use at the Annual Meeting of Shareholders to be held on Tuesday, November 25, 2008, at the City Club of the Palm Beaches, 11780 U.S. Highway 1, Suite 600, Palm Beach Gardens, Florida 33408, at 11:00 a.m., local time, or at any adjournments thereof (the Annual Meeting). This Proxy Statement and the accompanying proxy card are being mailed to shareholders on or about October 29, 2008.

What will I be voting on?

At the meeting, you and our other shareholders will be voting on the following:

The election of three (3) directors;

The approval of our 2009 Annual Incentive Plan; and

The re-approval and amendment of the performance goals under our 2003 Long-Term Incentive Plan.

Who may vote?

You may vote if you owned our common stock, par value \$0.331/3 per share, as of the close of business on October 3, 2008, the record date for the meeting. Each share of our common stock is entitled to one vote on each matter to be voted on. As of the record date, there were 39,428,581 shares of common stock outstanding and entitled to vote at the Annual Meeting.

Who may attend the Annual Meeting?

All shareholders of record at the close of business on October 3, 2008, or their duly appointed proxies, may attend the meeting. Please be prepared to present valid photo identification for admission to the meeting. Cameras, recording devices and other electronic devices will not be permitted at the meeting.

If you hold shares in street name (that is, in a brokerage account or through a bank or other nominee) and you plan to attend the Annual Meeting, you will need to bring a copy of a statement reflecting your share ownership as of the record date and check in at the registration desk at the meeting.

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What are the voting recommendations of the Board of Directors?

The Board of Directors recommends that you vote your shares FOR each of the nominees named in this Proxy Statement for election to our Board of Directors, FOR the approval of our 2009 Annual Incentive Plan and FOR the re-approval and amendment of the performance goals under our 2003 Long-Term Incentive Plan.

How do I vote?

You may vote your shares in any of the following manners:

- by signing and dating the enclosed proxy card and returning it in the accompanying envelope;
- by going to the website www.proxyvote.com, with your proxy card in hand, and following the instructions;
- by telephone following the instructions included with your proxy card; or
- by written ballot at the meeting.

If you are a stockholder of record and you attend the meeting, you may deliver your completed proxy card in person. If you hold your shares in street name and you wish to vote at the meeting, you will need to obtain a proxy from the broker or nominee that holds your shares.

Whether or not you plan to attend the meeting, we encourage you to vote by proxy as soon as possible.

What if I hold my shares in street name ?

Many shareholders hold their shares through a stockbroker, bank or other nominee rather than directly in their own name. This is often called holding shares in street name. As summarized below, there are some distinctions between record shareholders and street name holders.

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered the shareholder of record for those shares, and these proxy materials are being sent directly to you.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of those shares and you hold your shares in street name. In this case, proxy materials are being forwarded to you by your broker or nominee. As the beneficial owner, you have the right to direct your broker how to vote and are also invited to attend the Annual Meeting. However, because you are not a shareholder of record, you may not vote these shares in person at the annual meeting unless you bring with you a proxy from your broker or nominee. Your broker or nominee has enclosed a voting instruction card for you to use in directing the vote of your shares.

Can I change my mind after I vote?

Yes. If you are a shareholder of record, you may change your vote or revoke your proxy at any time before it is voted at the Annual Meeting by filing an instrument of revocation with the Secretary of the Company or by submitting a proxy bearing a later date than the proxy being revoked prior to the Annual Meeting. Additionally, shareholders who attend the Annual Meeting may revoke a previously granted proxy and vote in person. If you hold your shares in street name and wish to change your vote at the Annual Meeting, you will need to obtain a proxy from the broker or nominee that holds your shares.

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Will my shares be voted if I do not provide my proxy?

If you are a shareholder of record and you do not vote or provide a proxy, your shares will not be voted.

Your shares may be voted if they are held in street name, even if you do not provide the brokerage firm with voting instructions. Brokerage firms have the authority under New York Stock Exchange (NYSE) rules to vote shares for which their customers do not provide voting instructions on certain routine matters. The election of directors is considered a routine matter under these rules.

What constitutes a quorum?

The presence in person or by proxy of the holders of a majority of the common stock will constitute a quorum. A quorum is necessary to transact business at the Annual Meeting. Shares of common stock represented by proxies that reflect abstentions or broker non-votes (i.e., shares held by a broker or nominee which are represented at the Annual Meeting, but with respect to which such broker or nominee is not empowered to vote on a particular proposal) will be counted as shares that are present and entitled to vote for purposes of determining the presence of a quorum.

What vote is required to approve each proposal?

With the exception of the election of directors, which requires a plurality of the votes cast, the affirmative vote of a majority of the shares of common stock represented at the Annual Meeting is required to approve any other proposals.

Will any other matters be voted on at the Annual Meeting?

As of the date of this Proxy Statement, our management knows of no other matter that will be presented for consideration at the meeting other than those matters discussed in this Proxy Statement. If any other matters properly come before the meeting and call for a vote of shareholders, validly executed proxies in the enclosed form returned to the Company will be voted in accordance with the recommendation of the Board of Directors, or, in absence of such a recommendation, in accordance with the judgment of the proxy holders.

Deadline for Appointment of Proxies by Telephone or the Internet or Returning Your Proxy Card

Dycom shareholders should complete and return the proxy card as soon as possible. To be valid, your proxy card must be completed in accordance with the instructions on it and received by us **no later than 11:59 p.m., Eastern Time, on November 24, 2008**. If you appoint your proxy by telephone or the Internet, we must receive your appointment **no later than 11:59 p.m., Eastern Time, on November 24, 2008**. If your common shares are held in street name, you should return your proxy card or voting instruction card in accordance with the instructions on that card or as provided by the bank, brokerage firm or other nominee who holds Dycom common stock on your behalf.

* * * *

A copy of the Company's Annual Report to Shareholders, including financial statements for the fiscal years ended July 26, 2008 and July 28, 2007, is enclosed with this Proxy Statement, but such documentation does not constitute a part of the proxy soliciting material.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our Articles of Incorporation provide that our Board of Directors shall be divided into three classes, with each class having as equal a number of directors as possible. Our Board of Directors currently consists of seven members.

Three director nominees have been nominated for election at the Annual Meeting. The nominees are James A. Chiddix, Charles B. Coe and Patricia L. Higgins. Each nominee was selected by the Corporate Governance Committee and approved by the Board of Directors for submission to our shareholders. James A. Chiddix, Charles B. Coe and Patricia L. Higgins are each currently serving terms that expire at the Annual Meeting. Mr. Chiddix and Mr. Coe have been nominated for a three-year term expiring at the fiscal year 2011 Annual Meeting of Shareholders, and Ms. Higgins has been nominated for a one-year term expiring at the fiscal year 2009 Annual Meeting of Shareholders.

Each of the nominees has consented to serve if elected to our Board of Directors. If any director nominees become unable to accept nomination or election, which is not anticipated, the persons named as proxies will vote for the election of such other person as the Board of Directors may recommend. Proxies cannot be voted for a greater number of persons than the number of nominees named below.

NOMINEES FOR ELECTION AT THIS MEETING

The following table sets forth the name, age and principal occupation of each nominee for election as a director of the Company:

James A. Chiddix
Director since 2007
Age 63

Mr. Chiddix has served as Vice Chairman of the Board of Directors at OpenTV Corp. since May 2007; he was Chairman and Chief Executive Officer at that company from 2004 to 2007. Mr. Chiddix was President of Time Warner Inc.'s Interactive Video Division from 2001 through 2004, and was Senior Vice President, Technology and Chief Technology Officer at Time Warner Cable from 1986 through 2001. Mr. Chiddix also serves as a director at Symmetricom, Inc. and Virgin Media, Inc.

Charles B. Coe
Director since 2005
Age 60

Mr. Coe was President of BellSouth Network Services, from 2000 to 2001; prior to this Mr. Coe held various other executive positions at BellSouth Corporation over a 15 year period. Mr. Coe is a director of Internap Network Services Corporation.

Patricia L. Higgins
Director since 2008
Age 58

Ms. Higgins was President, Chief Executive Officer, and a director of Switch & Data Facilities Company, Inc., a leading provider of neutral interconnection and collocation services, from September 2000 to February 2004. Prior to that, Ms. Higgins served as Chairman and Chief Executive Officer of The Research Board, a consulting and research services company for information technology from May 1999 to August 2000. Prior to 1999, Ms. Higgins was the Chief Information Officer of Alcoa Inc. and also held senior management positions at UNISYS Corporation, Verizon (NYNEX) and AT&T Inc. Ms. Higgins

currently serves on the Boards of Directors of Barnes and Noble, Inc., Internap Network Services Corporation, The Travelers Companies, Inc. and Visteon Corporation.

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DIRECTORS WHOSE TERMS CONTINUE BEYOND THE MEETING

Thomas G. Baxter
Director since 2005
Term expires 2010
Age 61

Mr. Baxter has been an advisor of Churchill Ventures Ltd since July 2006. From October 2001 to January 2005 Mr. Baxter was President of Time Warner Cable, a division of Time Warner Inc. Mr. Baxter was President and Chief Executive Officer of Audible, Inc. from February 2000 to July 2001 and an operating partner of Evercore Partners, from 1998 to 2000. Mr. Baxter was a director of Dycom Industries, Inc. from January 1999 to December 2001.

Charles M. Brennan, III
Director since 2002
Term expires 2010
Age 66

Mr. Brennan served as Chairman of the Board of Directors of MYR Group, Inc. from March 2006 to December 2007. Mr. Brennan was Chairman and Chief Executive Officer of MYR Group, Inc. from 1989 to April 2000. Mr. Brennan is a director of Rogers Corporation.

Stephen C. Coley
Director since 2003
Term expires 2009
Age 63

Mr. Coley was a Management Consultant with McKinsey & Company, Inc. from July 1975 to January 2004. Mr. Coley is a Director Emeritus of McKinsey & Company, Inc. and a director of Flagstone Reinsurance Holdings Limited.

Steven E. Nielsen
Director since 1996
Term expires 2009
Age 45

Mr. Nielsen has been the President and Chief Executive Officer of the Company since March 1999; President and Chief Operating Officer from August 1996 to March 1999; and Vice President from February 1996 to August 1996. Mr. Nielsen is a director of SBA Communications Corporation.

Recommendation of the Board of Directors

The Board of Directors recommends that shareholders vote FOR the election of James A. Chiddix, Charles B. Coe and Patricia L. Higgins as directors.

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BOARD OF DIRECTORS AND CORPORATE GOVERNANCE INFORMATION

We are committed to sound corporate governance and to full compliance with New York Stock Exchange (NYSE), Securities and Exchange Commission (SEC) and other regulatory and legal requirements. In furtherance of these goals our Board of Directors has adopted a Business Code of Conduct and Ethics, a Code of Ethics for Senior Financial Officers, Corporate Governance Guidelines and written charters for each of its Corporate Governance Committee, Compensation Committee and Audit Committee, all of which are available on our website at www.dycomind.com. Copies of each may also be obtained, without charge, upon written request to the Secretary of the Company at 11770 U.S. Highway 1, Suite 101, Palm Beach Gardens, Florida 33408. These documents are periodically reviewed in light of corporate governance developments and modified as appropriate.

Board Meetings and Attendance

The Board of Directors held 10 meetings during the fiscal year ended July 26, 2008. All directors attended at least 75% of the meetings of the Board of Directors and the committees of the Board of Directors, if any, on which they served during the periods for which they have served as a director. Attendance at the annual meeting of shareholders is expected of all directors as if it were a regular meeting.

Board Independence

In accordance with our Corporate Governance Guidelines, the Board of Directors monitors the independence of its members on an ongoing basis using standards set forth in the guidelines. The guidelines reflect the requirements set forth in the NYSE Corporate Governance listing standards. Under these standards, the Board of Directors has determined that each of the six non-management members of the Board of Directors, including the three non-management director nominees that are currently members of the Board of Directors, is independent and that such group constitutes a majority of our directors. Mr. Nielsen, who serves as our President and Chief Executive Officer, is not independent.

Committees of the Board

The Board of Directors has the authority to appoint committees to perform certain management and administrative functions and currently has an Audit Committee, a Compensation Committee, a Corporate Governance Committee, an Executive Committee and a Finance Committee.

Audit Committee. The Audit Committee met nine times during fiscal 2008. The following directors are current members of the Audit Committee: Charles M. Brennan, III, Charles B. Coe and Stephen C. Coley. The Board of Directors has determined that each of the members of the Audit Committee is independent within the meaning of the NYSE Corporate Governance listing standards and our Corporate Governance Guidelines. In addition, the Board of Directors has reviewed the qualifications and experience of each of the Audit Committee members and determined that all members of the Audit Committee are financially literate as defined by the NYSE listing standards. The Board of Directors has determined that the Chair of the Audit Committee, Charles M. Brennan, III, qualifies as an audit committee financial expert within the meaning of applicable regulations of the SEC, promulgated pursuant to the Sarbanes-Oxley Act of 2002, and has accounting or related financial management expertise within the meaning of the NYSE listing standards. The SEC has indicated that the designation of Mr. Brennan as an audit committee financial expert does not make him an expert for any purpose, impose any duties, obligations or liability that are greater than the duties, obligations or liability imposed as a member of the Audit Committee and the Board of Directors in the absence of such designation, or affect the duties, obligations or liability of any other member of the Audit Committee

or Board of Directors.

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The Audit Committee has responsibility for, among other things, assisting the Board of Directors in the oversight of:

the quality and integrity of the Company's financial statements and related disclosure, internal controls and financial reporting;

the Company's compliance with applicable legal and regulatory requirements;

the independent auditor's qualification, independence and performance;

the performance of the Company's internal audit function and control functions; and

approval of the fees paid to the Company's independent auditors.

The Audit Committee Charter is set forth as Appendix C to this Proxy Statement.

Compensation Committee. The Compensation Committee met fourteen times during fiscal 2008. The Compensation Committee currently consists of Thomas G. Baxter, Charles B. Coe, Stephen C. Coley and Patricia L. Higgins. The Board of Directors has determined that each of the members of the Compensation Committee is independent within the meaning of the NYSE Corporate Governance listing standards and our Corporate Governance Guidelines.

The Compensation Committee has responsibility for, among other things:

recommending to the Board of Directors the compensation of the directors;

determining the compensation of the Chief Executive Officer and approving the compensation of the other executive officers;

administering the Company's equity-based and incentive compensation plans, policies and programs; and

reviewing and discussing with management the Company's compensation discussion and analysis included elsewhere in this Proxy Statement.

The Compensation Committee has engaged Compensation Strategies, Inc. as an independent executive compensation consulting firm, to provide executive compensation consulting services to the Compensation Committee.

Corporate Governance Committee. The Corporate Governance Committee met six times during fiscal 2008. The Corporate Governance Committee currently consists of Charles M. Brennan, III, James A. Chiddix, Stephen C. Coley and Patricia L. Higgins. The Board of Directors has determined that each of the members of the Corporate Governance Committee is independent within the meaning of the NYSE Corporate Governance listing standards and our Corporate Governance Guidelines.

The Corporate Governance Committee has responsibility for, among other things:

recommending to the Board of Directors the director nominees for election by the Company's shareholders, including those nominees that are recommended by shareholders in accordance with the procedures set forth below under the caption "Director Candidates";

recommending to the Board of Directors persons to fill vacancies on the Board of Directors;

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recommending to the Board of Directors the appointment of officers of the Company;

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periodically reviewing the number and functions of the five committees of the Board of Directors and recommending to the Board of Directors the appointment of its members to serve on the committees;

evaluating on an annual basis the performance of individual directors and the independence of outside directors;

evaluating the performance of the Chief Executive Officer on an annual basis and submitting its evaluation to the Compensation Committee;

reviewing management succession and development plans;

establishing criteria and processes for, and lead the Board of Directors and each committee in, their respective annual self-evaluations; and

developing and monitor compliance with a set of corporate governance guidelines.

Executive Committee. The Executive Committee met once during fiscal 2008. The Executive Committee currently consists of Thomas G. Baxter, Charles M. Brennan, III and Steven Nielsen. The Executive Committee is empowered to act for the full Board of Directors during intervals between Board of Directors meetings, with the exception of certain matters that by law may not be delegated.

Finance Committee. The Finance Committee did not meet during fiscal 2008. The Finance Committee currently consists of Thomas G. Baxter, Charles M. Brennan, III and Charles B. Coe. The principal functions of the Finance Committee are to set policy for short-term investments; to review borrowing arrangements; and to recommend changes in the capital structure and operating budget of the Company.

Code of Ethics for Senior Financial Officers and Business Code of Conduct and Ethics

We have adopted a Code of Ethics for Senior Financial Officers and a Business Code of Conduct and Ethics, each of which is a code of ethics as that term is defined in Item 406(b) of Regulation S-K. The Code of Ethics for Senior Financial Officers applies to our Chief Executive Officer, Chief Financial Officer, Controller and other employees performing similar functions, including the Chief Accounting Officer. The Business Code of Conduct and Ethics applies to all officers, managers and employees of the Company. We intend to satisfy the requirement under Item 5.05 of Form 8-K regarding disclosure of an amendment to, or a waiver from, provisions of the Code of Ethics for Senior Financial Officers by posting such information on our website at the address specified above.

Executive Sessions of Non-Management Directors

In accordance with our Corporate Governance Guidelines, non-management directors meet without management present at regularly scheduled executive sessions (at least quarterly). The lead non-management director, who is currently Stephen C. Coley, presides at such sessions.

Communications with the Board of Directors

Our Board of Directors has adopted a formal process by which shareholders and other interested parties may communicate with one or more of our non-management directors, our non-management directors as a group, a

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committee or the full Board of Directors. Shareholders who wish to communicate with a director or director group should direct their communications in writing to:

Dycom Industries, Inc.,
c/o Richard B. Vilsoet, Secretary
11770 U.S. Highway 1, Suite 101
Palm Beach Gardens, Florida 33408

The Secretary of the Company has primary responsibility for monitoring director related communications from shareholders and other interested parties and forwarding collected communications to the intended recipient provided they meet certain criteria. In general, communications are forwarded to the intended director or director group as long as the communications do not relate to ordinary business, legal or administrative matters or other non-substantive or inappropriate matters further described in our Internal Process for Handling Communications to Directors. All concerns and complaints relating to accounting, internal accounting controls or auditing matters, as well as complaints regarding violations of our Business Code of Conduct and Ethics or Code of Ethics for Senior Financial Officers, will be referred to the Audit Committee in accordance with our Whistleblower Policy and Procedures. Both the Internal Process for Handling Communications to Directors and the Whistleblower Policy and Procedures are available on our website at www.dycomind.com.

Director Candidates

Pursuant to its charter and our Corporate Governance Guidelines, the Corporate Governance Committee is responsible for recommending to the Board of Directors the director nominees for election by our shareholders, including those nominees that are recommended by shareholders in accordance with the procedures set forth in our By-Laws. The process followed by the Corporate Governance Committee to identify and evaluate director candidates includes requests to directors and others for recommendations, engagements of third-party search firms, meetings from time to time to evaluate biographical information and background materials relating to potential candidates, and interviews of selected candidates by members of the Corporate Governance Committee and the Board of Directors. Patricia L. Higgins was initially identified as a director candidate by one of our independent directors. Ms. Higgins meets the independence requirements set forth in the NYSE Corporate Governance listing standards.

In considering whether to recommend any particular candidate for inclusion in the slate of recommended director nominees, the Corporate Governance Committee will consider numerous attributes, including the candidate's integrity, business acumen, knowledge of our business and industry, age, experience and conflicts of interest. The Corporate Governance Committee does not assign specific weights to particular criteria, and no particular criterion is a prerequisite for each prospective nominee. The Corporate Governance Committee believes that the backgrounds and qualifications of our directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board of Directors to fulfill its responsibilities and operate effectively.

The Corporate Governance Committee considers director nominee candidates from many sources, including shareholders. If a shareholder wishes to recommend a nominee for director, written notice should be sent to the Secretary of the Company in accordance with the instructions set forth later in this Proxy Statement under Proposals for Year 2009 Annual Meeting of Shareholders. Assuming that appropriate biographical and background material has been provided on a timely basis, the Corporate Governance Committee will evaluate shareholder-recommended candidates by following substantially the same process, and applying substantially the same criteria, as it follows for candidates submitted by others.

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Our compensation program for non-employee directors is designed to enable us to attract, retain and motivate highly qualified directors to serve on our Board of Directors. The program is also intended to further align the interests of our directors with those of our shareholders by compensating directors with a mix of cash and equity-based compensation. Directors who are employees of the Company receive no additional compensation for serving on the Board of Directors or its committees. The Compensation Committee periodically receives reports on the competitiveness of director compensation for non-employee directors from its independent compensation consultant and is responsible for recommending to the Board of Directors changes in director compensation. The last such report was prepared by Mercer Human Resource Consulting in fiscal 2007.

Directors Fees. Non-employee directors received the following fees in fiscal 2008: (i) an annual retainer fee of \$30,000; and (ii) a fee of \$10,000 for service as Audit Committee chair, \$7,500 for service as Compensation Committee chair and \$5,000 for service as Corporate Governance Committee chair.

During fiscal 2008 non-employee directors received \$2,250 for each regular or special meeting of the Board of Directors attended in person and \$1,000 for each telephonic meeting. Non-employee directors received \$1,250 for each regular meeting attended in person of the Audit, Corporate Governance, Finance and Executive Committees, and \$750 for each telephonic meeting. Non-employee directors received \$1,250 for each Compensation Committee meeting at which executive or director compensation was approved, whether attended in person or telephonically, and \$750 for all other meetings. All directors are reimbursed for reasonable expenses incurred in connection with all meetings.

Non-Employee Directors Equity Plan. The 2007 Non-Employee Directors Equity Plan, adopted in November 2007, provides for (i) an annual equity award to each continuing non-employee director as of the date of the Company's annual general meeting of shareholders and (ii) an equity award upon a new non-employee director's initial election or appointment to the Board of Directors. In each case, the value, type and terms of such awards are approved by the Board of Directors based on the recommendation of the Compensation Committee. Non-qualified stock options, shares of restricted stock, restricted stock units and deferred restricted stock units may be granted under the 2007 Non-Employee Directors Equity Plan. For fiscal 2008, each continuing director was granted 5,000 options (pro rata in the case of Ms. Higgins who was appointed during the year) to acquire shares of common stock of the Company which vest, subject to continuing service, ratably over four years following the grant date. Additionally, each director elected at the fiscal 2007 annual meeting received restricted stock units valued at \$25,000, based on the closing price of the Company's common stock on the grant date, for each year of the term for which they were elected. These units vest over the respective term of the director. Pursuant to the 2007 Non-Employee Directors Equity Plan, non-employee directors who do not beneficially own at least 7,500 shares of Company common stock or restricted stock units must elect to receive at least 60% of their annual retainer(s) in restricted shares of Company common stock or restricted stock units, at the Company's discretion. Additionally, non-employee directors may elect to receive up to 100% of such retainer(s) in restricted shares of Company common stock or restricted stock units. The number of restricted shares of Company common stock or restricted stock units to be granted to a non-employee director is determined by (i) dividing (a) the U.S. dollar amount of the director's annual retainer(s) elected to be received in the form of restricted stock or restricted stock units by (b) the fair market value of a share of the Company's common stock on the date such fees are payable and (ii) rounding up to the nearest whole share of common stock. Non-employee directors are permitted to defer settlement of their restricted stock units until the earlier of their termination of service on the Board of Directors for any reason and a date specified by such director. As of July 26, 2008, we had granted an aggregate of 14,511 restricted stock units to our non-employee directors as a group under the 2007 Non-Employee Directors Equity Plan.

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The following table sets forth the compensation for the non-employee members of our Board of Directors for the fiscal year ended July 26, 2008.

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾⁽⁴⁾	Stock Awards (\$) ⁽²⁾⁽⁴⁾	Option Awards (\$) ⁽³⁾⁽⁴⁾	Change in Pension Value and Non-Equity Nonqualified Incentive			Total (\$)
				Plan Compensation (\$)	Deferred Compensation Earnings (\$)	All Other Compensation (\$)	
Thomas G. Baxter ⁽⁵⁾ Charles M. Brennan, III ⁽⁵⁾	\$ 63,336	\$ 37,976	\$ 46,337				\$ 147,649
James A. Chiddix ⁽⁵⁾	\$ 66,773	\$ 38,288	\$ 53,745				\$ 158,806
Charles B. Coe ⁽⁵⁾	\$ 33,612	\$ 17,375	\$ 11,856				\$ 62,843
Stephen C. Coley ⁽⁵⁾	\$ 50,508	\$ 61,468	\$ 49,667				\$ 161,643
Patricia L. Higgins ⁽⁵⁾⁽⁶⁾	\$ 60,266	\$ 45,022	\$ 55,019				\$ 160,307
Joseph M. Schell ⁽⁷⁾	\$ 6,758	\$ 8,352	\$ 1,057				\$ 16,167
Jack H. Smith ⁽⁵⁾⁽⁸⁾	\$ 20,500	\$ 19,663	\$ 14,734				\$ 54,897
	\$ 37,016	\$ 52,522	\$ 52,916				\$ 142,454

- (1) Under the 2007 Non-Employee Directors Equity Plan, non-employee directors who do not beneficially own at least 7,500 shares of Company common stock or restricted stock units must elect to receive at least 60% of their annual retainer(s) in restricted shares of common stock or restricted stock units, at the Company's discretion. Additionally, the non-employee directors may elect to receive up to 100% of such retainer(s) in restricted shares of common stock or restricted stock units, as applicable. The amounts in this column represent the fees that were earned or paid in cash plus the grant date fair value of restricted shares for the annual retainer(s) which the director elected to receive in restricted shares during fiscal 2008. The annual retainer fees which were required to be paid in restricted shares are included in the Stock Awards column. The total number of restricted shares and aggregate grant date fair value which were elected to be paid in shares and therefore included in this column is as follows: Charles M. Brennan, III, 735 shares having an aggregate value of \$15,000; Stephen C. Coley, 1,225 shares having an aggregate value of \$24,500; Patricia L. Higgins, 155 shares having an aggregate value of \$2,242; and Joseph M. Schell, 394 shares having an aggregate value of \$11,250. The dollar amount shown for the restricted shares reflects the amount recognized by the Company for financial statement purposes pursuant to Statement of Financial Accounting Standard No. 123(R), Share-Based Payment, (SFAS No. 123(R)) (without any reduction for risk of forfeiture). See Note 16 to Consolidated Financial Statement