

Intermec, Inc.
Form DEF 14A
April 17, 2009

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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 Section 240.14a-12

Intermec, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

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- No fee required.
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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date	10:00 a.m. Pacific time, on Wednesday, May 27, 2009
Place	Intermec Headquarters, 6001 36th Avenue West, Everett, Washington 98203-1264
Items of Business	<p>To elect nine directors nominated by our directors for a term expiring at the 2010 Annual Meeting of Stockholders or until their successors are elected and qualified.</p> <p>To vote on an advisory proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2009.</p> <p>To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.</p>
Record Date	You are entitled to vote if you were a stockholder as of the close of business on March 30, 2009.
Voting	We urge you to read this proxy statement and vote your shares promptly, whether or not you expect to attend the meeting in person. You can vote your shares by proxy over the Internet or by telephone. You can also vote by proxy if you complete, sign and date your voting instruction form and return it by mail (if you are a beneficial owner) or if you request a printed proxy card to complete, sign and return by mail (if you are a stockholder of record).

By order of the Board of Directors,

Janis L. Harwell
Senior Vice President, General Counsel and Corporate Secretary

Everett, Washington
April 17, 2009

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**Intermec, Inc.
6001 36th Avenue West
Everett, Washington 98203-1264
425.348.2600**

**PROXY STATEMENT
FOR ANNUAL MEETING OF STOCKHOLDERS
MAY 27, 2009**

**QUESTIONS AND ANSWERS ABOUT
THE PROXY MATERIALS AND THE ANNUAL MEETING**

1. Why am I receiving these materials?

We have made these materials available to you on the Internet or, upon your request, have delivered printed copies of these materials to you by mail because our Board of Directors, which we refer to as our Board, is soliciting your proxy to vote your shares at the Annual Meeting of Stockholders, (the Annual Meeting or 2009 Annual Meeting) to be held at 10:00 a.m., Pacific time, on May 27, 2009, at our headquarters, 6001 36th Avenue West, Everett, Washington 98203-1264. This proxy statement provides information that we are required to provide you under the rules of the Securities and Exchange Commission (SEC) to assist you in voting your shares.

2. Who is Intermec?

On January 1, 2006, we changed our name to Intermec, Inc. and our ticker symbol on the New York Stock Exchange (NYSE) to IN. Before 2006, we were named UNOVA, Inc. If your ownership of our stock is evidenced by certificates bearing the name UNOVA, Inc., you own Intermec, Inc. shares. Throughout this proxy statement, we refer to the Intermec, Inc. as Intermec , including for periods prior to the name change, or as the Company. The change in our name did not affect your ownership of shares in the Company.

3. Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

In accordance with rules adopted by the SEC, we provide access to this proxy statement and our 2008 Report to Stockholders over the Internet. Accordingly, we sent a Notice of Internet Availability of Proxy Materials (the Notice of Internet Availability) to our stockholders of record and beneficial owners, which contained instructions on how to access this proxy statement and our 2008 Report to Stockholders and how to vote.

We expect to mail the Notice of Internet Availability to stockholders on or about April 17, 2009. If you receive a Notice of Internet Availability, you will not receive a printed copy of the proxy materials unless you specifically request one. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability.

Most stockholders can elect to view future proxy materials via email instead of receiving paper copies in the mail. Please see the information included in the Notice of Internet Availability. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to our proxy materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

4. How can I obtain Intermec s 2008 Annual Report on Form 10-K?

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The 2008 Annual Report on Form 10-K (including exhibits), as amended, which we refer to as our Form 10-K, is available at the following website: http://www.intermec.com/about_us/investor_relations/compliance/index.aspx. Stockholders may request a free copy of our Form 10-K by contacting Investor

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Relations at the address provided under Corporate Governance Availability of Information and Communications with the Board. We will furnish any exhibit to our Form 10-K if specifically requested to do so.

5. What items of business will be voted on at the Annual Meeting?

(1) The election of nine directors, nominated by our directors, each for a one-year term expiring at the annual meeting of stockholders to be held in 2010 (the 2010 Annual Meeting) or until their successors are elected and qualified; and

(2) An advisory management proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009.

We will also consider any other business that is properly brought before the Annual Meeting.

6. How does the Board recommend I vote?

Our Board recommends that you vote **for** each of the director nominees and **for** the management proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009.

7. What shares can I vote?

Intermec's only class of stock outstanding is common stock, par value \$.01 per share (common stock). Each share of common stock outstanding as of the close of business Eastern time on the record date, March 30, 2009, is entitled to one vote on all items of business at the Annual Meeting. You may vote all shares you owned as of the close of business, Eastern time, on the record date, which may be (1) shares held directly in your name as the stockholder of record or (2) shares held for you as beneficial owner through a broker, trustee or other nominee, such as a bank, including shares purchased through our Employee Stock Purchase Plan. On the record date, there were 61,960,030 shares of common stock outstanding and entitled to vote. There were 10,864 stockholders of record on the record date and approximately 19,769 beneficial owners. The last sale price of the common stock for that date, as reported in *The Wall Street Journal*, was \$10.22.

8. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most stockholders hold their shares through a broker, trustee or other nominee (such as a bank) rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Mellon Investor Services, you are considered to be a stockholder of record with respect to those shares. The Notice of Internet Availability has been sent to you, and, if specifically requested, printed copies of these proxy materials will be sent directly to you by Intermec. You may have certificates for those shares, or they may be registered in book-entry form. As the stockholder of record, you have the right to grant your voting proxy directly to our proxy holders or to vote in person at the meeting. We have provided instructions on voting and granting your voting proxy in the Notice of Internet Availability, and if specifically requested, we will also send a printed proxy card for your use.

Beneficial Owner. If your shares are held in a brokerage account or by a trustee or other nominee, you are considered to be the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you together with a voting instruction form by the broker, trustee or nominee, or an agent hired by the broker, trustee or nominee. As a beneficial owner, you have the right to direct your broker, trustee or nominee on how to vote, and you are also invited to attend the Annual Meeting. You will be asked to show some evidence of your ownership (for example, on a

brokerage statement) to be admitted to the Annual Meeting.

Because a beneficial owner is not the stockholder of record, you may not vote these shares directly at the meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving

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you the right to vote the shares at the meeting. Your broker, trustee or nominee has enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee on how to vote your shares.

9. How can I vote my shares in person at the Annual Meeting?

We will provide a ballot to anyone who requests one at the meeting. Shares held in your name as the stockholder of record may be voted on that ballot. Shares held beneficially in street name may be voted on a ballot only if you bring a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instruction form as described below so that your vote will be counted if you later decide not to attend the meeting.

10. How can I vote my shares without attending the Annual Meeting?

Whether you hold shares directly as a stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the meeting. If you are a stockholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. For directions on how to vote, please refer to the instructions below and those on the Notice of Internet Availability, proxy card or voting instruction form provided.

By Internet. Stockholders of record may submit proxies over the Internet by following the instructions on the Notice of Internet Availability or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial stockholders may vote by accessing the website specified on the voting instruction forms provided by their brokers, trustees or nominees. Please check your voting instruction form for Internet voting availability.

By Telephone. Stockholders of record may submit proxies using any touch-tone telephone from within the United States by following the instructions regarding accessing a copy of the proxy statement on the Notice of Internet Availability or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial owners may vote using any touch-tone telephone from within the United States by calling the number specified on the voting instruction forms provided by their brokers, trustees or nominees.

By Mail. Stockholders of record may submit proxies by mail by requesting printed proxy cards and completing, signing and dating the printed proxy cards and mailing them in the accompanying pre-addressed envelopes. Beneficial owners may vote by completing, signing and dating the voting instruction forms provided and mailing them in the accompanying pre-addressed envelopes.

Intermec is incorporated under Delaware law, which specifically permits electronically transmitted proxies, provided that each such proxy contains or is submitted with information from which the inspector of election can determine that such proxy was authorized by the stockholder. (Delaware General Corporation Law, Section 212(c).) The electronic voting procedures provided for the Annual Meeting are designed to authenticate each stockholder by use of a control number to allow stockholders to vote their shares and to confirm that their instructions have been properly recorded.

11. Can I change my vote?

If you are a stockholder of record and have submitted a proxy, you can change your vote by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you vote again. You may also revoke your proxy at any time before it is voted by sending a written notice of revocation or by submitting a signed proxy card bearing a later date, in either case to Intermec, Inc., c/o Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, NY 11717. Broadridge must receive any such

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revocation of proxy by 5:00 p.m., Eastern time, on May 26, 2009, for it to be effective. If you vote by telephone or on the Internet and wish to change your vote, you should call the toll-free number or go to the Internet site, whichever method you used earlier, and follow the directions for

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changing your vote. Broadridge's telephone and Internet voting sites will close at 11:59 p.m., Eastern time, on May 26, 2009.

For shares held beneficially, you may change your vote by submitting new voting instructions to your broker, trustee or nominee as permitted by the voting instruction form. If you have obtained a legal proxy from your broker, trustee or nominee giving you the right to vote your shares, you can change your vote by attending the meeting and voting in person.

12. What is the quorum required in order to conduct business at the Annual Meeting?

A majority of the shares outstanding at the record date must be present at the meeting in order to hold the meeting and conduct business. Shares are counted as present at the meeting if the stockholder attends the meeting or is represented at the meeting by a duly authorized proxy.

13. What is the voting requirement to approve each of the proposals and how are votes counted?

In the election of directors, which is Proposal 1, you may vote for all of the director nominees or you may withhold your vote with respect to one or more of the director nominees. Our Certificate of Incorporation provides that directors will be elected by a majority of the votes cast at the meeting.

For Proposal 2, which is the management proposal that stockholders express their advisory opinion as to whether they ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2009, you may vote for or against Proposal 2, or you may abstain. Our Certificate of Incorporation provides that approval of Proposal 2 requires the affirmative vote of a majority of the votes cast at the meeting. An abstention has the same effect as a vote against this proposal.

If you provide specific instructions (mark boxes) with regard to certain proposals, your shares will be voted as you instruct. If you sign and return your proxy card or voting instruction form or otherwise submit your vote by proxy without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board (i.e., **for** all of the Board's nominees and **for** the management proposal). The proxy holders will vote in their discretion on any other matters that properly come before the meeting.

If you are a stockholder of record and do not submit your vote by proxy or vote in person at the Annual Meeting, your shares will not be voted. However, if you hold shares beneficially in street name, the result may be different. If you do not return the voting instruction form, your broker, trustee or nominee may vote your shares in certain circumstances and on certain proposals. The NYSE rules permit brokers to vote their clients' shares in their own discretion on the election of directors if their clients have not given instructions as to how they want their shares voted. The NYSE also considers a proposal such as Proposal 2 to be routine and would permit brokers to vote on Proposal 2 in their discretion if they have not received instructions from their clients. When a broker votes a client's shares on some but not all of the proposals at a meeting, the missing votes are referred to as broker non-votes. Those shares will be included in determining the presence of a quorum at the meeting, but are not considered present for purposes of voting on non-discretionary matters.

14. What happens if additional matters are presented at the Annual Meeting?

Other than the two proposals described in this proxy statement, we are not aware of any other business to be acted upon at the Annual Meeting. If you grant a proxy, the persons named as proxy holders, Patrick J. Byrne, Robert J. Driessnack and Janis L. Harwell, will have the discretion to vote your shares on any additional matters properly presented for a vote at the meeting. If for any unforeseen reason any of our director nominees is not available as a

candidate for election as a director, the proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

15. Who will count the votes?

Broadridge Financial Solutions, Inc. will act as inspector of election and tabulate the votes cast at the meeting.

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16. What does it mean if I receive more than one Notice of Internet Availability or more than one set of voting materials?

It means you have multiple accounts with the transfer agent and/or with brokers and banks. Please submit each Intermec proxy and/or voting instruction form you receive.

17. Who will pay the costs of soliciting votes for the Annual Meeting?

Intermec is making this solicitation and will pay the entire cost of preparing, printing, mailing and distributing the Notice of Internet Availability to stockholders of record and beneficial owners and printed proxy materials to those who specifically request them, as well as the cost associated with soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to Intermec's posting of the proxy materials on the Internet and mailing of the Notice of Internet Availability and, if specifically requested, printed copies of these proxy materials, the solicitation of proxies may be made in person, by telephone or by electronic communication by our directors, officers and other employees, who will not receive any additional compensation for such activities. We have retained MacKenzie Partners, Inc. (MacKenzie Partners) to assist us in the distribution of proxy materials and the solicitation of votes. These services are included in an annual consulting arrangement we have with MacKenzie Partners and are valued at \$7,500 of the total consulting fee. We also will pay MacKenzie Partners customary costs and expenses for these services. We will also reimburse brokerage firms, banks and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in forwarding proxy and solicitation materials to the beneficial owners of our common stock.

18. Where can I find the voting results of the Annual Meeting?

We expect to announce preliminary voting results at the Annual Meeting and publish final results in our quarterly report on Form 10-Q for the second quarter of 2009. You can access that Form 10-Q, and all of our other reports filed with the SEC, at our website, <http://www.intermec.com/InvestorRelations/>, or at the SEC's website, <http://www.sec.gov>.

19. Is a list of stockholders entitled to vote at the Annual Meeting available?

The list of stockholders of record as of the record date will be available at the Annual Meeting. It will also be available ten days prior to the Annual Meeting, between the hours of 9 a.m. and 4 p.m., Pacific time, Monday through Friday, at the offices of the Corporate Secretary, 6001 36th Avenue West, Everett, Washington 98203-1264. Any holder of our common stock may examine the list for any purpose germane to the Annual Meeting.

20. What is the deadline to propose actions for consideration at next year's Annual Meeting?

There are two different procedures by which stockholders may submit proposals for action at our annual meetings of stockholders. The first procedure is provided by the SEC's rules and the second by our By-Laws.

SEC Rule 14a-8 permits stockholders to submit proposals they would like to have included in our proxy statement and proxy card. In order for such proposals to be considered for our 2010 Annual Meeting, our Corporate Secretary must receive them no later than December 17, 2009.

Section 2.7 of our By-Laws permits stockholders of record to propose business to be considered at an annual meeting without being included in the proxy statement and proxy card. Such business must be a proper matter for stockholder action, and the stockholder proposing it must comply with the applicable notice provisions of our By-Laws. For the

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2010 Annual Meeting, notice must be delivered to our Corporate Secretary no earlier than January 27, 2010 and no later than February 26, 2010. If, however, the date of the 2010 Annual Meeting is more than 30 days before or more than 60 days after the first anniversary of the 2009 Annual Meeting, then notice must be delivered not earlier than 120 days before the 2010 Annual Meeting and not later than 90 days before the 2010 Annual Meeting or, if we provide less than 100 days advance notice of the

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date of the 2010 Annual Meeting, not later than ten days following the day on which public announcement of the date of the 2010 Annual Meeting is first made.

Proposals should be sent to our Corporate Secretary at 6001 36th Avenue West, Everett, Washington 98203-1264. You may obtain a copy of the By-Law provisions regarding these requirements by writing to the Corporate Secretary at that address.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the 2009 Annual Meeting, please promptly vote your shares on the Internet, by telephone or by completing, signing and dating your voting instruction form and returning it by mail (if you are a beneficial owner) or by requesting a printed proxy card and completing, signing, dating and returning it by mail (if you are a stockholder of record).

CORPORATE GOVERNANCE

Availability of Information and Communications with the Board

We have established a Corporate Governance section on our website, which can be accessed at http://www.intermec.com/about_us/investor_relations, and selecting the Compliance and Filings option and then selecting the Corporate Governance option (our Corporate Governance Webpage). The charters of the Board's standing committees, the Standards of Independence, the Corporate Governance Guidelines and the Standards of Conduct that apply to all directors, officers and other employees are posted there. We intend to disclose on our Corporate Governance Webpage any amendment to the Standards of Conduct and any waiver of the Standards related to executive officers or directors. This proxy statement and the 2008 Report to Stockholders (which includes our Form 10-K) are also available on our Corporate Governance Webpage, indicated above. Stockholders may obtain free printed copies of these materials by contacting Investor Relations as follows:

Intermec, Inc.
6001 36th Avenue West
Everett, Washington 98203-1264

Telephone: 425.348.2600
Email: invest@intermec.com

Stockholders or other interested parties who wish to communicate with any individual director, including the Chairman of the Board, our Board as a group, or a specified committee or group of directors, such as our independent directors, can do so by sending written communications by mail or courier, in care of the Corporate Secretary at the street address above, or by email to Board@intermec.com. All correspondence should indicate to whom it is addressed.

Our annual meeting provides an opportunity for stockholders to ask questions or otherwise communicate directly with members of our Board on matters relevant to our Company. All directors are expected to attend our annual meetings of stockholders, as stated in Annex A to the Charter of the Governance and Nominating Committee. Six of our directors attended the annual meeting of stockholders held in 2008 (the 2008 Annual Meeting). While all of our directors who were then members of the Board planned to attend the 2008 Annual Meeting, Steven B. Sample and Oren G. Shaffer were unable to do so.

Structure of the Board of Directors

Our Board currently has nine members. The size of the Board was increased to its current number in October 2008, and the Board appointed Eric J. Draut as a director to fill the newly created vacancy. One of our independent, non-management directors, Allen J. Lauer, is Chairman of the Board. Patrick J. Byrne, our President and Chief Executive Officer, is a member of the Board. The Board has three standing committees, which are the Audit and Compliance Committee, the Compensation Committee and the Governance and Nominating Committee. The Board also has established an Equity Grant Committee, which is not a standing

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committee, to which authority has been delegated to make grants to employees who are not executive officers of the Company.

Board Independence

With the exception of Patrick J. Byrne, our Board consists of non-management directors. Mr. Byrne is not an independent director because he also is President and Chief Executive Officer of the Company. The Governance Committee and the Board consider the relationships our non-management directors have with the Company and determine whether such directors are independent of the Company and management. The Board has adopted Standards of Independence, which our stockholders can access on our Corporate Governance Webpage, to help determine whether any of our non-management directors has a material relationship with the Company. After considering relevant facts and circumstances, the Board determined that all of our non-management directors who served during 2008, Eric J. Draut, Gregory K. Hinckley, Lydia H. Kennard, Allen J. Lauer, Stephen P. Reynolds, Steven B. Sample, Oren G. Shaffer and Larry D. Yost, were independent within the meaning of SEC regulations, the NYSE standards for director independence and our Standards of Independence, and had either no relationship with the Company (other than being a director and/or stockholder) or only immaterial relationships with the Company that are permissible within the parameters set forth in our Standards of Independence. The Board generally considered all relationships between the Company and the directors and the other companies for which they or their applicable family members are directors or employees, including some that are not required to be disclosed in this proxy statement as related person transactions. We transact business with some of such other companies, in amounts that do not exceed the limitations contained in our Standards of Independence. In the case of Mr. Draut, the Board also considered the fact that he is the Chief Financial Officer and Board member of our largest shareholder, Unitrin, Inc., and took into account Unitrin's investment in Intermec and the transactions between Unitrin and Intermec. There is no agreement between Unitrin and Intermec regarding Mr. Draut's nomination or election to our Board. The Board concluded, on the recommendation of Governance Committee, that Mr. Draut is an independent director.

The Board has determined that the standing committees consist entirely of independent directors. The Board also has determined that our Audit and Compliance Committee members meet the applicable SEC and NYSE requirements relating to audit committee membership.

Meetings of the Board and Executive Sessions

Our Board met ten times during 2008; four of the ten meetings were held by telephone. Materials for our Board and committee meetings are sent in advance to the appropriate participants. If a director cannot attend a meeting, he or she generally communicates any comments or questions through the relevant Chair. All of our incumbent directors attended more than 75% of the aggregate number of Board meetings and meetings of committees of the Board on which that director served during 2008. In addition to executive sessions scheduled as part of regularly scheduled Board meetings, our independent directors met four times in 2008. These meetings are chaired by Mr. Lauer.

Board Committees

In 2008, our Board had three standing committees: the Audit and Compliance Committee, the Compensation Committee and the Governance and Nominating Committee. Independent directors other than committee Chairs are generally expected to serve on two committees.

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The following table shows our current directors' memberships on the standing committees of the Board during 2008. Prior to November 2008, Mr. Shaffer served as a member of our Compensation Committee. Mr. Shaffer has served and continues to serve as Chair of our Audit and Compliance Committee.

Director	Audit and Compliance	Compensation	Governance and Nominating
Eric J. Draut		Member(a)	Member(a)
Gregory K. Hinckley	Member	Member	
Lydia H. Kennard		Member	Member
Allen J. Lauer			Chair
Stephen P. Reynolds	Member		Member
Steven B. Sample	Member		Member
Oren G. Shaffer	Chair	Member(b)	
Larry D. Yost		Chair	

(a) November 20, 2008 to present.

(b) Prior to November 20, 2008.

Audit and Compliance Committee. The Audit and Compliance Committee (the "Audit Committee") consists of four independent directors. The current members are Mr. Shaffer (Chair), Mr. Hinckley, Mr. Reynolds and Dr. Sample. The Board has determined that, under the rules of the SEC and NYSE, all of the members of the Audit Committee are independent and financially literate. The Board has also determined that Mr. Hinckley and Mr. Shaffer each meet the SEC criteria for audit committee financial expert. The Audit Committee's authority and responsibilities are set forth in a charter adopted by the Board and reviewed annually. That charter is available on our Corporate Governance Webpage.

The Audit Committee, which met ten times in 2008, evaluates the qualifications, performance and independence of our independent registered public accounting firm, which reports directly to the Audit Committee, and has the responsibility to retain or to terminate the independent registered public accounting firm as our independent auditors. The Audit Committee reviews and discusses with the independent auditors and with management our annual audited consolidated financial statements and quarterly financial statements, the effects of regulatory and accounting initiatives and any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements. The Audit Committee also reviews and discusses with the independent auditors, internal auditors and management the adequacy of our system of internal controls and procedures. Additionally, the Audit Committee reviews and discusses with the independent auditors and management our internal audit department's responsibilities, budget and staffing as well as any recommended changes to the internal audit scope and plan. The Audit Committee's policy is that all audit and non-audit services to be performed by our independent auditors must be approved in advance. The Audit Committee reviews with management and discusses proposed earnings releases. The Audit Committee periodically meets separately with management, internal audit, and our independent auditors.

The Audit Committee reviews management's implementation and enforcement of compliance with our Standards of Conduct. The Audit Committee also considers other possible conflicts of interest situations brought to its attention and makes appropriate recommendations concerning these situations. In addition, it oversees management's compliance with our Related Person Transactions Policy, as described in "Certain Relationships and Related Persons Transactions

Policies, Procedures and Practices.

The report of the Audit Committee appears under the caption Report of the Audit and Compliance Committee.

Compensation Committee. The Compensation Committee consists of four independent directors. They currently are Mr. Yost (Chair), Mr. Draut, Mr. Hinckley and Ms. Kennard. Mr. Shaffer also served as a member the Compensation Committee until November 20, 2008. The Compensation Committee met eight times in 2008. The Board has determined that all of the members of the Compensation Committee are independent, non-employee, outside directors within the meanings of SEC regulations, NYSE listing standards,

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and the Internal Revenue Code of 1986, as amended (the Code). The Compensation Committee's authority and responsibilities are set forth in a charter adopted by the Board and reviewed annually. That charter is available on our Corporate Governance Webpage.

The Compensation Committee recommends to the Board policies for executive compensation and approves the remuneration of all corporate and executive officers, including our Chief Executive Officer (CEO). It oversees the administration of the employee equity and cash incentive plans, cash bonus plans, Employee Stock Purchase Plan, and certain other compensation and retirement arrangements.

The Compensation Committee acts on elements of executive officer compensation at various times during the year. Shortly before the end of each year, the Compensation Committee comprehensively reviews the total compensation of each executive officer and relevant peer group comparisons with the Compensation Committee's outside compensation consultant. Decisions on executive officer salaries for the following year are made during the same meeting. In the first quarter of each year, the Compensation Committee determines Management Incentive Compensation Plan (MICP) payments based on performance achieved during the preceding year. The MICP is our annual cash bonus program for executive officers and other employees. In the same quarter, the Compensation Committee sets the performance metrics for the current year's MICP. The Compensation Committee has considered stock option grants and other equity incentive awards for executive officers and other employees at the time of the annual stockholder meeting, during the second quarter of the year. Other equity incentive awards for executive officers and other employees are generally made in the second quarter of the year.

The Compensation Committee considered findings by Frederic W. Cook & Co., Inc. (FWC) in determining 2008 compensation levels for the executive officers. FWC serves as the Compensation Committee's outside compensation consultant to advise it on various aspects of executive compensation. Specifically, FWC attended several scheduled Compensation Committee meetings and provided to the Compensation Committee relevant market data, information on compensation trends and advice on compensation levels for the executive officers for 2008 and 2009. FWC has also assisted the Compensation Committee with a review of the terms of its equity incentive plans and assisted the Governance and Nominating Committee with a benchmarking review for non-employee director compensation. FWC has not performed any services on behalf of management, but works with management with the permission of the Compensation Committee. Each year, FWC presents to the Compensation Committee a total compensation analysis for each executive officer based on market data provided by FWC at the Compensation Committee's direction. This is the Compensation Committee's frame of reference for the executive officer compensation decisions it will make in the following year. Based on this data, FWC makes recommendations to the Compensation Committee regarding CEO compensation. The CEO, with the assistance of the Vice President of Human Resources, provides recommendations to the Compensation Committee for the executive officers (excluding the CEO) also based on the data provided by FWC.

The Compensation Committee's charter allows it to delegate its authority to subcommittees or other Board committees, and it has used this authority to delegate to the Equity Grant Committee authority to make equity grants to employees who are not executive officers, typically in the case of new hires or promotions; see Executive Compensation Compensation Discussion and Analysis Equity Granting Practices .

Governance and Nominating Committee. The Governance and Nominating Committee (the Governance Committee) consists of five independent directors. The members of the Governance Committee currently are Mr. Lauer (Chair), Mr. Draut, Ms. Kennard, Mr. Reynolds and Dr. Sample. The Governance Committee met six times in 2008. The Board has determined that, under the corporate governance rules of NYSE, all of the members of the Governance Committee are independent. The Governance Committee's authority and responsibilities are set forth in a charter adopted by the Board and reviewed annually. That charter is available on our Corporate Governance Webpage.

The Governance Committee reviews and recommends to the Board practices and procedures relating to corporate governance, including the evaluation and recommendation of criteria for membership on the Board and the composition and structure of the Board and its committees. The Governance Committee also reviews succession plans related to the CEO and recommends to the Board the compensation of directors for Board and committee service each year.

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The Governance Committee evaluates the size of the Board and considers the qualifications of persons recommended for election to fill vacancies that may occur on the Board from time to time. The Governance Committee also evaluates the qualifications of persons recommended by the stockholders for election to the Board, as disclosed under Consideration of Director Nominees.

Consideration of Director Nominees

The Governance Committee annually assesses the size, composition and needs of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise occur, the Governance Committee consults with the full Board. The Board may decide either to fill the vacancy or to reduce the size of the Board to eliminate the vacancy. The Board may retain a professional search firm to assist with the identification and evaluation of candidates to fill any vacancy.

The Governance Committee has adopted general criteria for nomination to the Board. These general criteria describe the traits, abilities and experience that, at a minimum, the Governance Committee considers in selecting candidates to recommend for nomination to the Board. The following is a summary of these criteria:

Directors should be of the highest ethical character and share the values of the Company, as represented in the Standards of Conduct and in the Corporate Governance Guidelines;

Directors should hold or have held a generally recognized position of leadership that demonstrates the ability to exercise sound judgment in a wide variety of matters;

A majority of the members of the Board must be independent within the meaning of applicable rules, regulations and listing standards;

Directors should be willing to devote a substantial amount of time to Company business so as to understand the Company's business and keep informed of operations, understand the Company's reporting system and system of internal controls, and exercise care, balance, fairness and due deliberation in the decision-making process;

Directors should have the ability to attend Board meetings, meetings of all committees of which they are members and annual meetings of stockholders;

Directors should be able to engage in a free and open exchange of ideas and opinions with other directors at Board and committee meetings;

Directors should be able to serve for at least five years before reaching the retirement age of 75;

Directors are expected to comply with stock ownership guidelines established by the Board; and

Directors should be available to offer advice and guidance to the CEO at times other than regularly scheduled Board meetings.

In addition, the Governance Committee considers specific qualities needed to fill a particular vacancy, such as financial expertise and financial literacy for potential members of the Audit Committee, and other characteristics desired to achieve a balance of knowledge, experience and capability on the Board.

The Governance Committee will consider candidates recommended by stockholders if they meet the criteria referred to above. Recommendations may be sent to the Governance Committee in care of the Corporate Secretary at the

address set out on the first page of this proxy statement. They must include the following:

the candidate's name and address;

a brief biographical statement of the candidate, including his or her occupation for at least the last five years, and a description of his or her qualifications for Board membership; and

the candidate's signed consent to be named in the proxy statement and to serve as a director if elected.

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Any stockholder recommendation of a candidate for election at the 2010 Annual Meeting must be received no later than December 17, 2009, in order for the Governance Committee to consider it.

Section 2.7 of our By-Laws establishes an alternative procedure for stockholders of record to nominate persons for election to our Board at an annual meeting. The By-Laws do not provide for such nominations to be included in our proxy statement and proxy card. A stockholder who intends to make a nomination at the annual meeting must give timely notice in writing to the Corporate Secretary as set out in our By-Laws. For nominations to be made at the 2010 Annual Meeting, notice must be delivered to the Corporate Secretary at the address set out on the first page of this proxy statement no earlier than January 27, 2010 and no later than February 26, 2010. If, however, the date of the 2010 Annual Meeting is more than 30 days before or more than 60 days after the first anniversary of the 2009 Annual Meeting, then notice must be delivered not earlier than 120 days before the 2010 Annual Meeting and not later than 90 days before the 2010 Annual Meeting or, if we provide less than 100 days advance notice of the date of the 2010 Annual Meeting, not later than ten days following the day on which public announcement of the date of the 2010 Annual Meeting is first made.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

Directors who served as members of our Compensation Committee in 2008 were Mr. Draut (beginning November 20, 2008), Mr. Hinckley, Ms. Kennard, Mr. Shaffer (until November 20, 2008) and Mr. Yost. During 2008, there were no compensation committee interlocks or other relationships to be reported under this item.

DIRECTOR COMPENSATION

Our current Director Compensation Program (the 2008 Program) was adopted by our Board for non-employee director compensation beginning in 2008, following a review by our Governance Committee. The Governance Committee was assisted in this review by its outside compensation consultant, FWC, which provided advice and perspective regarding peer group practices (using the same companies that were used to benchmark 2008 executive compensation) and broader market trends. The 2008 Program is intended to remain in effect until amended or terminated by the Board.

The 2008 Program consists of annual retainers paid in cash or stock; meeting fees paid in cash or stock; stock options; and restricted deferred stock units. Directors may also elect to defer the annual retainers and meeting fees as deferred cash or deferred stock. Directors who are employees of the Company are not eligible to participate in the 2008 Program. Equity awards are made pursuant to the 2008 Program from shares authorized under our 2008 Omnibus Incentive Plan (the 2008 Plan).

In 2009, as part of our continuing effort to reduce operating costs during this period of economic uncertainty, our Board voted to reduce by 10% the cash-denominated retainer and meeting fees of our non-employee directors for all of 2009, effective January 1, 2009, pursuant to an amendment to the 2008 Program. The following describes amounts payable to our non-employee directors during 2008.

Retainers. Directors receive an annual retainer for Board service, which was \$40,000 for 2008. The non-executive Chairman of the Board and each director who serves as Chair of a Board committee also receive an additional annual retainer. Retainer fees are denominated in cash and paid in cash unless the director elects to receive the retainer in the form of Intermec common stock or defers the retainer into a deferred cash or stock account under the Director Deferred Compensation Plan. The number of shares or deferred stock units is determined after the end of the quarter in which earned and, as described in footnote (d) to the 2008 Director Compensation Table, is based on the fair market value of Intermec common stock for the preceding quarter. For the first two quarters of 2008, this value was based on the average market price of Intermec common stock for the preceding quarter, and for the last two quarters of 2008,

this value was based on the closing price of Intermec common stock on the first business day after the end of the quarter. The annual retainer for a non-executive director serving as Chairman of the Board is \$150,000 for the 12-month period ending June 30, 2008 and \$120,000 for each 12-month period thereafter, which retainer amount is automatically deferred into a stock account under the Director Deferred Compensation Plan. The annual retainers for service as Chair of the Audit Committee, Compensation Committee and Governance

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Committee were \$15,000, \$10,000 and \$10,000, respectively, except that the Chairman of the Board, when also acting in the capacity of the Chair of the Governance Committee, does not receive any additional committee chair retainer.

Meeting Fees. Directors receive fees for attendance at Board and committee meetings. The meeting attendance fees are denominated in cash and paid, at the election of the director, in cash or shares of Intermec common stock after the end of the quarter in which earned. The number of shares is determined based on the fair market value of Intermec common stock as described in the preceding paragraph and in footnote (d) to the 2008 Director Compensation Table. In 2008, each director received a fee of \$2,000 for each meeting of the Board and for each meeting of a committee of the Board that the director attended.

Deferred Compensation. Directors may defer all or part of their retainers or meeting attendance fees into a deferred cash or deferred stock account under Director Deferred Compensation Plan. Each director's deferred stock account is credited with a number of deferred stock units determined based on the dollar amount deferred divided, under the 2008 Program, by the fair market value of Intermec common stock on the first business date after the end of the quarter and, previously, by the average market price of Intermec common stock during the pertinent quarter. The calculations are described in more detail in footnote (d) to the 2008 Director Compensation Table. The cash account is credited with the amount of cash deferred. Credits to the deferred stock and deferred cash accounts are made on the first business day following the end of each quarter. Cash accounts accrue interest at a rate equal to the prime rate. If the Company paid regular cash dividends on the common stock, the directors' stock accounts would be credited with additional share units based on the fair market value of the common stock on the dividend payment date. Transfers between the stock account and the cash account are not permitted. Payment of deferred amounts begins in the January following the year in which a director leaves the Board. Directors may elect in advance to receive deferred amounts as a lump sum or in 2 to 15 substantially equal annual installments. Our Director Deferred Compensation Plan became effective in May 2008 and is intended to be a continuation of the deferral components under a predecessor plan.

Stock Options and Restricted Deferred Stock Units. Under the 2008 Program and beginning in 2008, each director automatically receives at each annual meeting of stockholders at which they are reelected a grant of a stock option to purchase shares of Intermec common stock with a Black-Scholes value of \$80,000 and a grant of restricted deferred stock units with a value of \$80,000, based on the fair market value of Intermec common stock on the date of grant. Any director who joined the Board at any subsequent time of the year will receive a pro rata portion of the annual stock option grant and the annual restricted deferred stock unit grant, roughly based on the time remaining until the next annual meeting. Annual option grants generally vest and become exercisable in four equal installments on the first business day of each fiscal quarter, beginning on the date of grant, and generally expire seven years from the date of grant, subject to earlier termination if the director ceases service as a director. Restricted deferred stock unit grants become fully vested at the following annual meeting, provided a director continues to serve on the Board during that period. All restricted deferred stock unit grants to directors under the 2008 Program will automatically be deferred into and subject to the Director Deferred Compensation Plan.

Immediately after the annual meeting of stockholders held in 2008, each then current director also received a stock option grant and a restricted deferred stock unit award for a pro rata portion of the value of the annual stock option grant and restricted deferred stock unit grant made on the same date, based on the time between January 1, 2008 and the date of the 2008 annual meeting of stockholders. These pro rata grants were made to directors to make up for an equity award that would have been granted on January 1, 2008 under the prior director compensation program; the stock options vested on December 31, 2008 and the restricted deferred stock units will vest at the annual meeting on May 27, 2009.

Our directors were compensated in 2008 only as described above and do not participate in any Intermec pension or other benefit plans. We pay or reimburse directors for lodging, travel and other expenses incurred for the purpose of attending meetings of the Board and its committees.

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The following table sets forth information regarding the compensation for each of our non-employee directors during 2008.

2008 Director Compensation Table

Name	Fees Earned or Paid in Cash(a) (\$)	Stock Awards(b) (\$)	Option Awards(c) (\$)	All Other Compensation(d) (\$)	Total (\$)
Eric J. Draut(e)	\$ 21,783	\$ 12,711	\$ 12,501	\$ 0	\$ 46,995
Gregory K. Hinckley	60,000	123,677	89,122	769	273,567
Lydia H. Kennard	90,000	83,677	89,122	0	262,798
Allen J. Lauer	66,000	258,677	89,122	4,746	418,544
Stephen P. Reynolds	52,000	123,677	89,122	769	265,567
Steven B. Sample	48,000	123,677	89,122	769	261,567
Oren G. Shaffer	52,000	138,677	89,122	2,164	281,962
Larry D. Yost	42,000	133,677	89,122	1,855	266,653

- (a) The amounts reported represent the total amount of retainer and meeting fees for 2008 that were denominated in cash and that were (i) paid in cash or (ii) at the election of the director, deferred into a deferred cash account or a deferred stock unit account. Mr. Lauer, Mr. Shaffer and Mr. Yost elected to receive their meeting fees and retainers, and Dr. Sample elected to receive his retainer, in the form of deferred stock units. Mr. Shaffer's and Mr. Yost's elections included their retainers for service as Chairs of Board committees. The following table sets forth the number of deferred stock units each of these directors received, by quarter. Fractional shares are settled in cash. The Grant Date Fair Value is the cash-denominated amount of meeting fees and retainers due, divided by, for the first two quarters of 2008, the average market price of Intermec common stock for the pertinent quarter or, for the last two quarters of 2008, the fair market value of Intermec common stock on the first business day after the end of the pertinent quarter, as more fully described and set forth in note (d).

Name	Period	Deferred Stock Units	Grant Date Fair Value (\$)
Mr. Lauer	1st quarter 2008	747.1852	16,000
	2nd quarter 2008	455.8883	10,000
	3rd quarter 2008	830.7373	16,000
	4th quarter 2008	1,844.7348	24,000
Dr. Sample	1st quarter 2008	466.9908	10,000
	2nd quarter 2008	455.8883	10,000
	3rd quarter 2008	519.2108	10,000
	4th quarter 2008	768.6395	10,000
Mr. Shaffer	1st quarter 2008	747.1852	16,000

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	2nd quarter 2008	455.8883	10,000
	3rd quarter 2008	830.7373	16,000
	4th quarter 2008	768.6395	10,000
Mr. Yost	1st quarter 2008	466.9908	10,000
	2nd quarter 2008	273.5330	6,000
	3rd quarter 2008	519.2108	10,000
	4th quarter 2008	1,229.8232	16,000

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- (b) The amounts reported represent the compensation expense we recognized during the year ended December 31, 2008, in accordance with the provisions of Financial Accounting Standards Board Statement of Financial Accounting Standard No. 123 (revised 2004), Share-Based Payment (FAS 123R), with respect to (i) shares of common stock directors elected to receive in lieu of cash retainers and meeting fees, (ii) restricted deferred stock units granted to directors (RDSUs) in 2008 and (iii) Mr. Lauer's mandatory deferral of his Board Chairman retainer fee into a stock account. Mr. Hinckley and Mr. Reynolds elected to receive their retainers in the form of shares of Intermec common stock. The number of shares is calculated quarterly, by dividing the cash-denominated amount due by, for the first two quarters of 2008, the average market price of Intermec common stock for the pertinent quarter or, for the last two quarters of 2008, the fair market value of Intermec common stock on the first business day after the end of the pertinent quarter, as more fully described and set forth in note (d), which constitutes the FAS 123R fair value for these awards.

The following table sets forth for each director the number of shares or deferred stock units of Intermec common stock received, and the grant date fair value of such shares computed in accordance with FAS 123R. Fractional shares are paid or settled in cash.

Name	Period	Shares or Deferred Stock Units	Grant Date Fair Value (\$)
Mr. Hinckley and Mr. Reynolds (retainers)	1st quarter 2008	466.9908	10,000
	2nd quarter 2008	455.8883	10,000
	3rd quarter 2008	519.2108	10,000
	4th quarter 2008	768.6395	10,000
Each director (other than Mr. Draut)	Annual RDSU	3,635.0000	80,000
	Makeup RDSU	1,434.0000	31,562
Mr. Draut (pro rata award)	Annual RDSU	2,732.0000	50,849
Mr. Lauer (Board Chair retainer)	1st quarter 2008	1,751.2153	37,500
	2nd quarter 2008	1,709.5809	37,500
	3rd quarter 2008	1,557.6324	30,000
	4th quarter 2008	2,305.9185	30,000

- (c) The amounts reported represent the compensation expense that we recognized during the year ended December 31, 2008, in accordance with the provisions of FAS 123R with respect to stock options granted in 2008. The options vest and become exercisable in four equal installments on the first business day of each fiscal quarter of the Company, beginning on the grant date. The exercise price is equal to the fair market value of Intermec common stock on the date of grant, which, pursuant to the 2008 Plan, is the closing price per share of common stock as reported on the NYSE on that date. The grant date fair value for the options granted on May 23, 2008 was \$22.01 per share; the grant date fair value for the options granted to Mr. Draut on October 3, 2008 was \$18.61. Refer to Note F, Shareholders' Equity, in the Notes to Consolidated Financial Statements included in our Form 10-K for fiscal year 2008 for the relevant assumptions used to determine the FAS 123R fair value of the stock options.

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The following table sets forth for each director the aggregate number of stock options outstanding as of December 31, 2008.

Name	Number of Stock Options (#)
Mr. Draut	6,428
Mr. Hinckley	59,312
Ms. Kennard	69,312
Mr. Lauer	71,812
Mr. Reynolds	41,812
Dr. Sample	81,812
Mr. Shaffer	34,963
Mr. Yost	71,812

- (d) We calculate the number of shares or deferred stock units received by directors with respect to cash-denominated retainers and meeting fees on a quarterly basis. Under the terms that were in effect until the 2008 Program became effective in May 2008, fair market value was the average of the high and low selling prices on the pertinent date, and the number of shares was determined using the average of the fair market value of shares of Intermec common stock for every business day during the pertinent quarter (the average market price). Under the 2008 Program, fair market value is the closing price of our common stock and the number of shares is determined using the fair market value on the first business day after the end of the pertinent quarter. Either the average market price or the closing price on the first business day after the end of the quarter may be less than the closing price of our common stock on the last business day of the quarter. The amounts reported represent (i) the positive difference, if any, between (A) the closing market price of Intermec common stock on the last business day of each fiscal quarter of 2008 and (B) the average market price of Intermec common stock for the first two quarters of 2008 and the closing price of our common stock on the first business day following the end of each calendar quarter for the last two quarters of 2008, (ii) multiplied by the number of shares or deferred shares issued to each director in payment of his or her retainer and meeting fees (if applicable) for that quarter. The following table sets forth the calculation of the value represented by (i) in the preceding sentence.

	Closing Price on the Last Business Day of the Quarter (\$)	Average Market Price for the Quarter (\$)	Closing Price on the First Business Day after the Quarter (\$)	Positive Difference, if any (\$)
1st quarter 2008	22.19	21.41	N/A	0.78
2nd quarter 2008	21.08	21.94	N/A	
3rd quarter 2008	19.64	N/A	19.26	0.38
4th quarter 2008	13.28	N/A	13.01	0.27

At no cost to Intermec, our directors are eligible to obtain matching contributions of up to \$25,000 from The Intermec Foundation (the Foundation) for contributions they make to schools and educational institutions. The Foundation is a nonprofit, tax-exempt charitable foundation that was formed and funded in 1993 by our former parent company, Litton Industries. We have never contributed any assets to the Foundation, and all Foundation costs have been paid using Foundation assets. The Foundation makes grants to schools (kindergarten through grade 12), supports a scholarship competition for children of employees, makes matching donations to other educational institutions and donates to community charities or projects. Not included in this column are the following amounts for which the Foundation has

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made or will make a matching contribution in 2008 or 2009 in respect of contributions made by directors in 2008 to tax-exempt educational institutions.

Name	Matching Contribution to Tax-Exempt Educational Institutions (\$)
Mr. Hinckley	\$ 10,500
Mr. Lauer	10,452
Dr. Sample	5,000

(e) Mr. Draut became a member of our Board in October 2008.

Director Ownership Guidelines

In July 2004, we adopted stock ownership guidelines for directors. The guidelines suggest that directors retain from the compensation paid to them by us a total of Intermec common stock and derivatives of our common stock equal in value (calculated at the current market price) to five times the current annual retainer fee under the 2008 Program, or \$200,000 based on 2008 compensation levels; the amount would be \$180,000 based on 2009 compensation levels. The guidelines also suggest that a new director should accumulate this amount within five years from the commencement of service on the Board.

PROPOSAL 1.**ELECTION OF DIRECTORS**

The Board, pursuant to our By-Laws, has set the current number of directors at nine. Each director is subject to election at each annual meeting of stockholders. Accordingly, if elected, each director would serve a one-year term expiring at the 2010 Annual Meeting or until their successors are elected and qualified. Our Certificate of Incorporation provides that the directors will be elected by a majority of the votes cast at the meeting. Our Board has a policy of mandatory retirement from the Board at the annual meeting following a director's 75th birthday.

The following information provides the age, business experience and Board committee membership as of March 30, 2009, of the nominees for election who have been nominated by the directors. All nominees have consented to being named as such in this proxy statement and have agreed to serve if elected. If, as a result of circumstances not presently known, any nominee declines or is unable to serve as a director, proxies will be voted for the election of such other person as the Board may select, or the number of authorized directors may be reduced.

RECOMMENDATION

**The Board of Directors unanimously recommends that you
vote FOR the election of each of the following nominees:**

PATRICK J. BYRNE, age 48. Mr. Byrne is Chief Executive Officer and President of Intermec. Prior to joining Intermec in these capacities in 2007, Mr. Byrne served as a Senior Vice President and President of the Electronic

Measurement Group of Agilent Technologies Inc., a bio-analytical and electronic measurement company, from February 2005 to March 2007. Prior to assuming that position, Mr. Byrne served as Vice President and General Manager for Agilent's Electronic Products and Solutions Group's Wireless Business Unit from September 2001 to February 2005. He served as Vice President for Agilent's Electronic Products and Solutions Group's Product Generation Units from 1999 to 2001. He currently serves on the Board of Samuel Ginn College of Engineering at Auburn University.

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ERIC J. DRAUT, age 51. Mr. Draut is the Executive Vice President and Chief Financial Officer of Unitrin, Inc., a position he has held since February 1997. He also has been a director of Unitrin since 2002. Mr. Draut has been a director of Intermec since October 2008. He is a member of the Compensation Committee and the Governance and Nominating Committee. He also serves as Chairman of the Board for Lutheran Social Services of Illinois.

GREGORY K. HINCKLEY, age 62. Mr. Hinckley is President and a director of Mentor Graphics Corporation, a provider of electronic design automation software and systems, and has served in that capacity since 1999. He joined Mentor Graphics as Executive Vice President, Chief Operating Officer and Chief Financial Officer in 1997. Mr. Hinckley has been a director of Intermec since 2004. He is a member of the Audit and Compliance Committee and the Compensation Committee. He also serves on the board of Arc Soft Inc.

LYDIA H. KENNARD, age 54. Ms. Kennard is a principal of Airport Property Ventures, LLC, an aviation-related real estate company. From 1999 to 2003 and again from October 2005 through February 2007, Ms. Kennard served as Executive Director of Los Angeles World Airports, a system of airports comprising Los Angeles International, Ontario International, Palmdale Regional and Van Nuys General Aviation Airports. Ms. Kennard has been a director of Intermec since 2003, and is a member of the Compensation Committee and the Governance and Nominating Committee. She also serves as a director of URS Corp., AMB Property Corporation, the UniHealth Foundation and the California Air Resources Board, and as a trustee for the RAND Corporation and the University of Southern California.

ALLEN J. LAUER, age 71. Mr. Lauer is Retired Chairman of the Board of Varian, Inc., a supplier of scientific instruments and vacuum technologies. Mr. Lauer served as the Chairman of Varian from 2002 through February 2009. He served as Chief Executive Officer of Varian from 1999 until his retirement from that position on December 31, 2003. Mr. Lauer has been a director of Intermec since 2003 and has served as the non-executive Chairman of the Board and the Chair of the Governance and Nominating Committee since July 2007.

STEPHEN P. REYNOLDS, age 61. Mr. Reynolds is President and Chief Executive Officer of Puget Energy, Inc., and of its wholly owned utility subsidiary, Puget Sound Energy, Inc. He has served in that capacity since 2002. Mr. Reynolds also held the position of Chairman of the Board from 2005 through February 2009, when Puget Energy, Inc. was sold. Mr. Reynolds has been a director of Intermec since 2005 and serves on the Audit and Compliance Committee and the Governance and Nominating Committee. He also serves on the boards of the Edison Electric Institute, Green Diamond Resource Company, the American Gas Association, the ArtsFund, Performing Arts Center Eastside, the 5th Avenue Theatre and the Washington Roundtable.

STEVEN B. SAMPLE, age 68. Dr. Sample is President of the University of Southern California and has held that position since 1991. From 1982 to 1991, Dr. Sample was President of the State University of New York at Buffalo. Dr. Sample has been a director of Intermec since 1997 and is a member of the Audit and Compliance Committee and the Governance and Nominating Committee. He also serves as a director of the Santa Catalina Island Company, the AMCAP Fund, Inc. and the American Mutual Fund, Inc. Dr. Sample is also founding Chairman of the Association of Pacific Rim Universities, a trustee of the University of Southern California and of the Regenstreif Medical Foundation, and the past Chairman and a current member of the Association of American Universities.

OREN G. SHAFFER, age 66. Mr. Shaffer is the Retired Vice Chairman and Chief Financial Officer of Qwest Communications International Inc., having served in that capacity from 2002 to 2007. From 2000 to 2002, Mr. Shaffer was President and Chief Operating Officer of Sorrento Networks, which develops intelligent optical networking solutions for telecommunications applications. Mr. Shaffer has been a director of Intermec since 2005 and has served as the Chair of the Audit and Compliance Committee since July 2007. Mr. Shaffer has been a member of the Audit and Compliance Committee since 2005 and was a member of the Compensation Committee from 2005 through November 2008. Mr. Shaffer also serves on the boards of the Terex Corp. and the Belgacom S.A.

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LARRY D. YOST, age 71. Mr. Yost is the Retired Chairman of the Board and Chief Executive Officer of ArvinMeritor, Inc., a global supplier of a broad range of integrated systems, modules and components to the motor vehicle industry. He served in those positions from 2000 to August 2004. From 1997 until the 2000 merger of Arvin, Inc. and Meritor Automotive, Inc., Mr. Yost was Chairman and Chief Executive Officer of Meritor, a supplier of automotive components and systems. Mr. Yost has been a director of Intermec since 2002 and is Chair of the Compensation Committee. He also serves as the Lead Director of Kennametal, Inc. and the Chairman of the Board of Milacron Inc. He also served as a director of Actuant Corporation until he retired from that position in January 2009.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth the number of shares of common stock beneficially owned, directly or indirectly, by the parties that reported beneficial ownership of more than 5% of our outstanding common stock, as indicated in the applicable Schedule 13D or Schedule 13G, and by each director, each executive officer named in the Summary Compensation Table included in this proxy statement (the named executive officers), and all of our directors and executive officers as a group, as of March 30, 2009, unless otherwise noted.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934 (the Exchange Act) and is not necessarily indicative of beneficial ownership for any other purpose. Shares of common stock that a person has a right to acquire within 60 days of March 30, 2009, or, with respect to 5% beneficial owners, as calculated in the applicable Schedule 13D or Schedule 13G, are deemed outstanding for purposes of computing the percentage ownership of that person, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group, if applicable.

Beneficial Owners of More than 5%

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(g)
Unitrin, Inc. One East Wacker Drive Chicago, IL 60601	12,657,764(a)	20.43%
Wells Fargo & Company 420 Montgomery Street San Francisco, CA	7,535,686(b)	12.16%
GAMCO Investors, Inc. One Corporate Center Rye, NY 10580	5,122,898(c)	8.27%
Lord, Abbett & Co. LLC 90 Hudson Street Jersey City, NJ 07302	4,299,222(d)	6.94%
Barclays Global Investors, NA. 400 Howard St. San Francisco, CA 94105	3,552,291(e)	5.73%
Artisan Partners Limited Partnership 875 East Wisconsin Avenue	3,539,635(f)	5.71%

Suite 800 Milwaukee, WI 53202

- (a) Information presented is based on a Schedule 13D/A, filed March 31, 2003, by Unitrin, Inc. (Unitrin) and Trinity Universal Insurance Company, Unitrin 's wholly owned subsidiary. According to the Schedule 13D/A, as of March 28, 2003, Unitrin and Trinity Universal Insurance Company reported that they share power to vote and dispose of these Intermec shares.

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- (b) Information presented is based on a Schedule 13G/A, filed on February 2, 2009, by Wells Fargo & Company, Wells Capital Management Incorporated and Wells Fargo Funds Management, LLC. According to the Schedule 13G/A, as of December 31, 2008, Wells Fargo & Company reported that it beneficially owned 7,535,686 Intermec shares, of which it had sole power to vote 7,032,935 shares, had sole power to dispose of 7,245,685 shares and shared power to dispose of 9,511 shares. Wells Capital Management Incorporated reported that it beneficially owned 7,098,275 Intermec shares, of which it had sole power to vote 1,430,878 shares and sole power to dispose of 7,098,275 shares. Wells Fargo Funds Management, LLC reported that it beneficially owned 371,577 Intermec shares, of which it had sole power to vote 5,570,734 shares and sole power to dispose of 95,177 shares.
- (c) Information presented is based on a Schedule 13D/A, filed on March 13, 2009, by GAMCO Investors, Inc., Gabelli Funds, LLC, GAMCO Asset Management Inc., Gabelli Securities, Inc., MJG Associates, Inc., GGCP, Inc. and Mario J. Gabelli. According to the Schedule 13D/A, as of March 13, 2009, GAMCO Investors, Inc. reported that it beneficially owned and had sole power to vote and dispose of 3,000 Intermec shares. Gabelli Funds, LLC reported that it beneficially owned and had sole power to vote and dispose of 767,150 Intermec shares. GAMCO Asset Management Inc. reported that it beneficially owned 4,322,748 Intermec shares, of which it had sole power to vote 4,150,482 shares and sole power to dispose of 4,322,748 shares. Gabelli Securities, Inc. reported that it beneficially owned and had sole power to vote and dispose of 6,000 Intermec shares. MJG Associates, Inc. reported that it beneficially owned and had sole power to vote and dispose of 14,000 Intermec shares. Mario J. Gabelli reported that he beneficially owned and had sole power to vote and dispose of 10,000 Intermec shares. GGCP, Inc. reported beneficial ownership of zero Intermec shares.
- (d) Information presented is based on a Schedule 13G/A, filed on February 13, 2009, by Lord, Abbett & Co. LLC. According to the Schedule 13G/A, as of December 31, 2008, Lord, Abbett & Co. LLC reported that it beneficially owned 4,299,222 Intermec shares, of which it had sole power to vote 3,748,084 shares and had sole power to dispose of 4,299,222 shares.
- (e) Information presented is based on a Schedule 13G filed on February 5, 2009, by Barclays Global Investors, NA. According to the Schedule 13G, as of December 31, 2008, Barclays Global Investors, NA reported that it was beneficial owner of 1,170,281 Intermec shares, of which it had sole power to vote 974,771 shares and had sole power to dispose of 1,170,281 shares. Barclays Global Fund Advisors reported that it beneficially owned 2,348,814 Intermec shares, of which it had sole power to vote 1,793,379 shares and had sole power to dispose of 2,348,814 shares. Barclays Global Investors, LTD reported that it beneficially owned 33,196 Intermec shares, of which it had sole power to vote 2,000 shares and had sole power to dispose of 33,196 shares.
- (f) Information presented is based on a Schedule 13G/A, filed on January 9, 2009, by Artisan Partners Limited Partnership, Artisan Investment Corporation, ZFIC, Inc., Andrew A. Zeigler, Carlene M. Ziegler and Artisan Funds, Inc. According to the Schedule 13G/A, as of December 31, 2008, Artisan Partners Limited Partnership, Artisan Investment Corporation, ZFIC, Inc., Andrew A. Zeigler and Carlene M. Ziegler reported that they each beneficially owned 3,539,635 Intermec shares, of which they shared power to vote 3,394,035 shares and to dispose of 3,539,635 shares. Artisan Funds, Inc. reported that it beneficially owned 1,822,419 Intermec shares, of which it shared power to vote and to dispose of all of these shares.
- (g) The percent of class outstanding reported on this table is based on 61,960,030 shares of our common stock outstanding as of March 30, 2009.

Table of Contents**Beneficial Ownership of Directors and Management**

The following table sets forth information regarding the beneficial ownership of our common stock as of March 30, 2009, for each of our directors, each of our named executive officers and all of our directors and executive officers as a group. Except as otherwise indicated, and except to the extent that any transfers of shares of restricted stock and of restricted stock units are prohibited prior to the satisfaction of the terms of the award, each director and named executive officer either has sole investment and voting power with respect to the securities shown or shares investment and/or voting power with that individual's spouse.

Directors and Officers	Amount and Nature of Beneficial Ownership	Percent of Class (h)
Patrick J. Byrne	120,862(a)(f)	*
Eric J. Draut	6,428(a)	*
Dennis A. Faerber	24,000(a)	*
Janis L. Harwell	177,692(a)(b)(f)	*
Gregory K. Hinckley	65,834(a)(f)	*
Lydia H. Kennard	75,877(a)(f)	*
Allen J. Lauer	102,788(a)(c)(d)(f)	*
Lanny H. Michael	14,710(a)(f)(i)	*
Stephen P. Reynolds	47,593(a)(f)	*
Steven B. Sample	105,819(a)(c)(e)(f)	*
Oren G. Shaffer	50,022(a)(c)(f)	*
Michael A. Wills	59,591(a)(f)	*
Larry D. Yost	105,116(a)(c)(f)	*
All directors and executive officers (17 persons)	1,193,809(g)	1.90%

* Less than 1%.

(a) Includes the following shares of common stock subject to outstanding options that were exercisable on March 30, 2009, or that become exercisable within 60 days thereafter, pursuant to stock options awarded under our plans:

Board of Directors	Shares
Mr. Draut	6,428
Mr. Hinckley	59,312
Ms. Kennard	69,312
Mr. Lauer	71,812
Mr. Reynolds	41,812
Dr. Sample	81,812
Mr. Shaffer	34,963
Mr. Yost	71,812

Named Executive Officers	Shares
Mr. Byrne	85,000
Mr. Faerber	24,000
Ms. Harwell	97,000
Mr. Michael	0
Mr. Wills	50,400

(b) Includes 48,500 shares held by The Intermec Foundation (the Foundation). Voting and investment power with respect to these shares is exercised by the Foundation s officers, who are elected by the directors of

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the Foundation. Ms. Harwell is a director of the Foundation. Such individuals, by virtue of their ability to elect the officers of the Foundation, may be deemed indirectly to beneficially own such shares for certain purposes within the meaning of the SEC regulations referred to above. These shares are included only once in the total of All directors and executive officers.

- (c) Includes the following shares of common stock credited to the directors' deferred accounts as bookkeeping entries:

Board of Directors	Shares
Mr. Lauer	29,976
Dr. Sample	23,507
Mr. Shaffer	13,059
Mr. Yost	29,304

- (d) Includes 1,000 shares held by a family trust of which Mr. Lauer is a trustee.
- (e) Includes 500 shares held by a family trust of which Dr. Sample is a trustee.
- (f) Includes the following shares held by our directors and named executive officers pursuant to stock ownership guidelines adopted by the Board. See Director Compensation and Executive Compensation Discussion and Analysis Stock Ownership Guidelines.

Board of Directors	Shares
Mr. Draut	0
Mr. Hinckley	6,522