

CASEYS GENERAL STORES INC
Form DEF 14A
August 05, 2011
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SCHEDULE 14A INFORMATION

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 Pursuant to Section 240.14a-12

CASEY S GENERAL STORES, INC.

(Name of Registrant as Specified In Its Charter)

[Not Applicable]

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

Payment of Filing Fee (Check the appropriate box):

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- No fee required.

- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
[Not Applicable]

- Fee paid previously with preliminary materials.

- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
[Not Applicable]

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August 5, 2011

To Our Shareholders:

I am pleased to invite you to attend the annual meeting of shareholders of Casey's General Stores, Inc. ("Casey's") to be held at 9:00 a.m., Central Time, on September 16, 2011, at Casey's Corporate Headquarters, One Convenience Blvd., Ankeny, Iowa (the "Annual Meeting").

The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the matters to be considered and voted upon at the Annual Meeting. At the Annual Meeting, we also will report on our results this past year and our first quarter results for the fiscal year ending April 30, 2012, and you will have an opportunity to ask questions.

We hope all of our shareholders will be able to attend the Annual Meeting. It is important that you be represented, whether or not you plan to attend the Annual Meeting personally. Please promptly complete, sign, date and return the enclosed proxy card in the postage-paid envelope provided to ensure that your vote will be received and counted. Alternatively, you may vote your proxy card by telephone or through the Internet as described in more detail in the section of the accompanying Proxy Statement entitled "About the Annual Meeting How to Vote; Submitting Your Proxy; Revoking Your Proxy."

On behalf of the Board of Directors and Casey's management, thank you for your support, and we look forward to seeing you at the meeting.

Sincerely,

Robert J. Myers
President and Chief Executive Officer

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

SEPTEMBER 16, 2011

To the Shareholders of Casey's General Stores, Inc.:

The annual meeting of the shareholders of Casey's General Stores, Inc., an Iowa corporation (Casey's), will be held at Casey's Corporate Headquarters, One Convenience Blvd., Ankeny, Iowa, on September 16, 2011, at 9:00 A.M., Central Time (the Annual Meeting), for the following purposes:

1. To elect two Class I directors for terms expiring in 2014;
2. To ratify the appointment of KPMG LLP as Casey's independent auditor for the fiscal year ending April 30, 2012;
3. To hold an advisory vote on our named executive officer compensation;
4. To hold an advisory vote on the frequency of future advisory votes on our named executive officer compensation; and

5. To transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof. The above matters are described in the Proxy Statement accompanying this Notice. You are urged to read the Proxy Statement carefully, and to vote by using one of the following methods, whether or not you plan to attend the Annual Meeting: (a) vote by telephone, (b) vote via the Internet or (c) complete, sign, date and return your proxy card in the postage-paid envelope provided. Voting instructions are described in more detail in the section of the accompanying Proxy Statement entitled "About the Annual Meeting How to Vote; Submitting Your Proxy; Revoking Your Proxy."

Only shareholders of record of Casey's Common Stock at the close of business on July 25, 2011 are entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors,

Brian J. Johnson
Vice President - Finance and Corporate Secretary

August 5, 2011

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Shareholders to be held on September 16, 2011**

The Proxy Statement and Annual Report to shareholders are available

at www.envisionreports.com/casy

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ABOUT THE ANNUAL MEETING

General

The annual meeting of shareholders of Casey's General Stores, Inc. (Casey's, the Company, we, our or us) will be held at 9:00 a.m., Central Time, on September 16, 2011, at Casey's Corporate Headquarters, One Convenience Blvd., Ankeny, Iowa (the Annual Meeting). The mailing address of the Company's principal executive offices is P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045. This Proxy Statement and the accompanying proxy card are first being given or mailed on or about August 5, 2011 to each holder of record of common stock, no par value per share (Common Stock), of Casey's at the close of business on July 25, 2011 (the Record Date). On the Record Date, there were 38,044,209 shares of Common Stock outstanding. Each share of Common Stock will be entitled to one vote on all matters.

Casey's Board of Directors (the Board of Directors or Board), through this Proxy Statement and the accompanying proxy card, is soliciting your vote on matters being submitted for shareholder approval at the Annual Meeting and any adjournments or postponements thereof. At the Annual Meeting, shareholders will vote on the election of two directors, the ratification of KPMG LLP as Casey's independent auditor for 2012, an advisory vote on our named executive officer compensation, an advisory vote on the frequency of such future say on pay votes, and such other business as may properly come before the Annual Meeting.

The Board of Directors is not aware at this date of any matter proposed to be presented at the Annual Meeting other than those described in this Proxy Statement. The persons named on the accompanying proxy card will have discretionary authority to vote on any other matter that is properly presented at the meeting, according to their best judgment.

Securities Entitled to Vote

The only securities eligible to be voted at the Annual Meeting are shares of Common Stock. Only holders of Common Stock at the close of business on the Record Date (July 25, 2011) are entitled to vote. Each share of Common Stock represents one vote, and all shares vote together as a single class. There were 38,044,209 shares of Common Stock issued and outstanding on the Record Date.

Quorum; Vote Required

The presence in person or by proxy of shareholders entitled to cast a majority of all the votes entitled to be cast at the meeting constitutes a quorum. Shareholders are entitled to one vote per share. Shares of Common Stock held by shareholders abstaining from voting but otherwise present at the meeting in person or by proxy (abstentions) and votes withheld are included in determining whether a quorum is present. Broker shares that are not voted on a particular proposal because the broker does not have discretionary voting power for that proposal and has not received voting instructions from the beneficial owner (broker non-votes) are included in determining whether a quorum is present.

In the election for directors, every shareholder has the right to vote each share of Common Stock owned by such shareholder on the Record Date for as many persons as there are directors to be elected. Cumulative voting is not permitted. To be elected, a director-nominee must receive a plurality of the votes cast at the meeting. Only votes cast FOR a nominee will be counted. Abstentions, votes withheld and broker non-votes will not be counted as votes cast for such purpose and therefore will have no effect on the results of the election.

The proposal to ratify the selection of the independent auditors must receive a majority of the votes cast at the Annual Meeting. Abstentions will not be counted as votes cast for such purposes and therefore will have no effect on the results of the vote.

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To be approved, the advisory non-binding resolution on our named executive officer compensation must receive a majority of the votes cast at the Annual Meeting. Abstentions and broker non-votes will not be counted as votes cast for such purposes and therefore will have no effect on the results of the vote.

For the vote concerning the frequency of future advisory votes on our named executive officer compensation, the alternative receiving a plurality of the votes cast at the Annual Meeting will be deemed to be the preferred alternative of the shareholders. Abstentions will not be counted as votes cast for such purpose, and therefore will have no effect on the results of the vote.

How To Vote; Submitting Your Proxy; Revoking Your Proxy

Your vote is very important to the Company. Whether or not you plan to attend the Annual Meeting, we urge you to vote your shares today.

You may vote your shares either by voting in person at the Annual Meeting or by submitting a completed proxy. By submitting a proxy, you are legally authorizing another person to vote your shares. The enclosed proxy card designates Robert J. Myers and William C. Kimball to vote your shares in accordance with the voting instructions you indicate on your proxy card.

If you submit your executed proxy card designating Messrs. Myers and Kimball as the individuals authorized to vote your shares, but you do not indicate how your shares are to be voted, then your shares will be voted by those individuals in accordance with the Board of Directors recommendations, which are described in this Proxy Statement. In addition, if any other matters are properly brought up at the Annual Meeting (other than the proposals contained in this Proxy Statement), then each of these individuals will have the authority to vote your shares on those matters in accordance with his discretion and judgment. The Board of Directors currently does not know of any matters to be raised at the Annual Meeting other than the proposals contained in this Proxy Statement.

We urge you to vote by doing one of the following:

Vote by Mail: You can vote your shares by mail by completing, signing, dating and returning your proxy card in the postage-paid envelope provided. In order for your proxy to be validly submitted and for your shares to be voted in accordance with your instructions, please mail your proxy card in sufficient time for it to be received by the morning of September 16, 2011.

Vote by Telephone: You can also vote your shares by calling the number (toll-free) indicated on your proxy card at any time on a touch-tone telephone and following the recorded instructions. If you submit your proxy by telephone, then you may submit your voting instructions up until 11:59 p.m., Eastern Time, on September 15, 2011. If you are a beneficial owner, or you hold your shares in street name as described below, please contact your bank, broker or other holder of record to determine whether you will be able to vote by telephone.

Vote by Internet: You can vote your shares via the Internet by going to the Web site address for Internet voting indicated on your proxy card and following the steps outlined on the secure Web site. If you submit your proxy via the Internet, then you may submit your voting instructions up until 11:59 p.m., Eastern Time, on September 15, 2011. If you are a beneficial owner, or you hold your shares in street name as described below, please contact your bank, broker or other holder of record to determine whether you will be able to vote via the Internet.

If you hold shares through the Company's 401(k) Plan (the KSOP), such shares are not registered in your name, and your name will not appear in the Company's register of shareholders. Instead, your shares are registered in the name of a trust, which is administered by Principal Trust Company (the Trustee). Only the Trustee will be able to vote your shares (even if you personally attend the meeting). You can direct the voting of

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the shares allocated to your accounts on the Internet, by telephone or by returning the proxy card in the envelope provided, but cannot direct the voting of your KSOP shares in person at the meeting. If voting instructions for shares in the KSOP are not returned, those shares will be voted by the Trustee in the same proportion as the shares for which voting instructions are returned by the other participants in the KSOP. To allow sufficient time for the Trustee to tabulate the vote of the KSOP shares, participant instructions must be received before 11:59 p.m., Eastern Time, on September 14, 2011.

If you have previously submitted a proxy card, you may change any vote you may have cast by following the instructions on the proxy card to vote by telephone or via the Internet, or by completing, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided, or by attending the Annual Meeting and voting your shares in person. If your shares are registered in the street name of a bank, broker or other holder of record, please contact the applicable bank, broker or record holder for instructions on how to change or revoke your vote.

Your proxy is revocable. If you are a shareholder of record, after you have submitted your proxy card, you may revoke it by mail before the Annual Meeting by sending a written notice to Brian J. Johnson, Vice President Finance and Corporate Secretary, Casey's General Stores, Inc., P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045. If you wish to revoke your submitted proxy card and submit new voting instructions by mail, then you must sign, date and mail a new proxy card with your new voting instructions. Please mail any new proxy card in sufficient time for it to be received by the morning of September 16, 2011. If you are a shareholder of record and you voted your proxy card by telephone or via the Internet, you may revoke your submitted proxy and/or submit new voting instructions by that same method, which must be received by 11:59 p.m., Eastern Time, on September 15, 2011. You also may revoke your proxy card by attending the Annual Meeting and voting your shares in person. Attending the Annual Meeting without taking one of the actions above will not revoke your proxy. If you are a beneficial owner, or you hold your shares in street name as described below, please contact your bank, broker or other holder of record for instructions on how to change or revoke your vote.

Your vote is very important to the Company. If you do not plan to attend the Annual Meeting, we encourage you to read this Proxy Statement and submit your completed proxy card prior to the Annual Meeting in accordance with the above instructions so that your shares will be represented and voted in accordance with your instructions. Even if you plan to attend the Annual Meeting in person, we recommend that you vote your shares in advance as described above so that your vote will be counted if you later decide not to attend the Annual Meeting.

If your shares are not registered in your name but in the street name of a bank, broker or other holder of record (a Nominee), then your name will not appear in the Company's register of shareholders. Your Nominee, as the record holder of your shares, is required to vote those shares in accordance with your instructions. If you do not give instructions to your Nominee, your Nominee will be entitled to vote the shares with respect to discretionary items but will not be permitted to vote the shares with respect to non-discretionary items (those shares are treated as broker non-votes). The election of directors will be a non-discretionary item for any Nominee holding shares on your behalf. In addition, the two advisory votes on our named executive officer compensation and the frequency of such advisory votes in the future will be non-discretionary items. As a result, if your shares are held in street name and you do not provide instructions as to how your shares are to be voted, your Nominee will not be able to vote your shares in the election of directors or on the two advisory proposals. Note that even if you attend the Annual Meeting, you cannot vote the shares that are held by your Nominee unless you have a proxy from your Nominee. If you do not provide instructions to your Nominee and your Nominee does not vote your shares on your behalf with respect to the ratification of the selection of the independent auditors (which is a discretionary item), your shares will not be counted in determining whether a quorum is present for the Annual Meeting. If your Nominee exercises its discretionary authority to vote your shares on the ratification of the selection of the independent auditors, your shares will be counted in determining whether a quorum is present for all matters presented at the Annual Meeting. We urge you to provide instructions

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to your Nominee so that your votes may be counted on these important matters. Please contact your Nominee for the deadlines for submission of your vote. Your proxy is revocable. Please contact your Nominee for instructions on how to change or revoke your vote.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting

Information on how to obtain directions for attendance at the Annual Meeting and to vote in person are available by contacting Brian J. Johnson, Vice President Finance and Corporate Secretary, at (515) 965-6587, or by writing to us at:

Casey's General Stores, Inc.

Corporate Secretary

P.O. Box 3001

One Convenience Blvd.

Ankeny, Iowa 50021-8045

The Company makes available, free of charge on its Web site, this Proxy Statement, the Annual Report to Shareholders, Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) as soon as reasonably practicable after these documents are electronically filed with, or furnished to, the SEC. These documents are posted on the Web site at www.caseys.com. Select the Investors link and choose SEC Filings.

PROPOSAL 1

ELECTION OF DIRECTORS

Introduction

With the passing of Ronald M. Lamb on June 11, 2010, the Board of Directors currently consists of eight persons. Under the Restatement of the Restated and Amended Articles of Incorporation, as amended (the Restated Articles), the Board of Directors may consist of up to nine persons, and individuals may be elected by the Board to fill any vacancies or to occupy any new directorships. The person filling such vacancy or newly-created directorship would serve out the remainder of the term of the vacated directorship or, in the case of a new directorship, the term designated for the particular director.

In accordance with recent amendments to the Iowa Business Corporation Act (the Act), the Restated Articles were amended by the Board of Directors on May 19, 2011 to implement the staggering of the terms of directors required by new Section 490.806A, subsection 1, of the Act. Three classes of directors have been established, referred to as Class I directors, Class II directors, and Class III directors. By separate action of the Board required under the Act, two members of the Board (Mr. Myers and Ms. Bridgewater) were designated as Class I directors; three members of the Board were designated as Class II directors (Mr. Kimball, Mr. Haynie and Mr. Wilkey); and three members of the Board were designated as Class III directors (Mr. Danos, Mr. Horak and Mr. Lamberti). The terms of the Class I directors continue in office until the Annual Meeting, and until their successors are elected. The Class II directors shall continue in office until one year following the Annual Meeting, and until their successors are elected. The Class III directors shall continue in office until two years following the Annual Meeting, and until their successors are elected. At each annual meeting of shareholders, commencing with the Annual Meeting, the successors to the class of directors whose term expires at that meeting shall be elected to hold office for a term of three years following such meeting and until their successors are elected.

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Information Concerning the Board's Nominees

The Board of Directors has accepted the recommendation of the Nominating and Corporate Governance Committee that the two individuals named below be designated as the Board's nominees for election to the Board of Directors as Class I directors at the Annual Meeting. Both of the Board's nominees are currently Class I directors of the Company and have been previously elected by the shareholders.

Additional information regarding each of the Board's nominees is set forth below. The number of shares of Common Stock of the Company beneficially owned by each of the Board's nominees as of the Record Date is set forth on page 14. Except as may be otherwise expressly stated, both of the Board's nominees for election to the Board of Directors have been employed in the capacities indicated for more than five years.

It is intended that all proxies (in the accompanying form), unless contrary instructions are given thereon, will be voted FOR the election of the two persons designated by the Board of Directors as nominees. In the event of death or disqualification of either of the Board's nominees, or the refusal or inability of either of the Board's nominees to serve as a Class I director, the enclosed proxy may be voted with discretionary authority for the election of a substitute nominee approved by the Board of Directors.

Nominees For Election as Class I Directors Terms to Expire in 2014

Robert J. Myers, 64, President and Chief Executive Officer of the Company. Mr. Myers has been associated with the Company since 1989. He served as Senior Vice President from December 1998 until May 2002, when he assumed the position of Chief Operating Officer. He was elected to his current position as President and Chief Executive Officer in June 2006, and has been a director of the Company since 2006. Mr. Myers brings to the Board extensive experience and knowledge regarding the convenience store industry, and a complete understanding of the Company's business, its vision and strategy.

Diane C. Bridgewater, 48, Executive Vice-President, Chief Financial and Administrative Officer of LCS, a national leader in the planning, development and management of senior living communities and provider of senior living services. Prior to her employment with LCS in October 2006, Ms. Bridgewater was employed by Pioneer Hi-Bred International, Inc., a subsidiary of E.I. du Pont de Nemours & Company, for 18 years, in roles including Vice President and Chief Financial Officer and Vice President and Business Director, North America Operations. Ms. Bridgewater has been a director of the Company since 2007. Ms. Bridgewater brings a thorough knowledge and understanding of generally accepted accounting principles and auditing standards to the Board, and as an active chief financial officer, important insights as to corporate best practices and policies.

Directors Continuing in Office as Class II Directors Terms to Expire in 2012

Kenneth H. Haynie, 78, retired lawyer and formerly of counsel to the Des Moines, Iowa law firm of Ahlers & Cooney, P.C. He has served as a director of the Company since 1987. Through his legal and transactional experience as an attorney, Mr. Haynie brings a critical risk management perspective to the Board, along with a broad understanding of the Company's business strategies and operational challenges.

William C. Kimball, 63, retired Chairman and Chief Executive Officer of Medicap Pharmacy, Inc., a national franchisor of community retail pharmacies, and currently a partner in Kimball-Porter Investments, LLC, an Iowa-based investment company. Mr. Kimball also serves as a member of the Board of Directors of Principal Mutual Funds. Mr. Kimball has been a director of the Company since 2004. Mr. Kimball's qualifications include his demonstrated leadership and knowledge of operational and financial issues facing a large retail corporation gained from his experience as founder and CEO of Medicap Pharmacy, and his understanding of retail markets and growth companies.

Richard A. Wilkey, 71, management and development consultant since 1990 to various companies in the Midwest. Mr. Wilkey is a former City Manager of the City of Des Moines (1974-85) and former

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President of the Racing Association of Central Iowa (1986-89). He was employed by the Weitz Corporation (1985-90) as Executive Vice President of Administration and Finance and as President of Life Care Services Corporation, a major subsidiary of the Weitz Corporation. He has been a director of the Company since 2008. In addition to his experience providing strategic consulting services, Mr. Wilkey brings a broad public policy and local community perspective to the Board, along with extensive executive and management experience.

Directors Continuing in Office as Class III Directors Terms to Expire in 2013

Johnny Danos, 71, Director of Strategic Development for LWBJ, LLC, a public accounting and consulting firm located in West Des Moines, Iowa. From 1995 until 2008, Mr. Danos served as President of the Greater Des Moines Community Foundation, a charitable public foundation dedicated to improving the quality of life in Greater Des Moines. Mr. Danos was employed by KPMG LLP (and its predecessor firms) for over 30 years, and retired as the managing partner of its Des Moines office in 1995. Mr. Danos also is a member of the Board of Directors of the Federal Home Loan Bank of Des Moines. He has been a director of the Company since 2004. Mr. Danos brings extensive financial and accounting experience to the Board, as well as broad community perspective and executive leadership skills from his experience with the Greater Des Moines Community Foundation.

Jeffrey M. Lamberti, 48, President and Managing Shareholder with the Ankeny, Iowa law firm of Block, Lamberti & Gocke, P.C. Mr. Lamberti served as an Iowa State Senator from 1999 to 2006 and as President of the Iowa Senate from 2004 to 2006. He is the son of Donald F. Lamberti, a founder of the Company. Mr. Lamberti has been a director of the Company since 2008. With his legal background and his experience in the Iowa General Assembly, Mr. Lamberti is able to provide important public policy, governance and legal perspective to the Board, as well as valuable operational and strategic expertise.

H. Lynn Horak, 65, past Regional Chairman with Wells Fargo Regional Banking. Mr. Horak held many positions with Wells Fargo Bank beginning in 1972, including Executive Vice President and Chief Financial Officer from 1981 to 1986, President and Chief Operating Officer from 1986 to 1991, and Chief Executive Officer and Chairman of the Board of Regional Banking for Iowa, Nebraska and Illinois from 1991 until November 2007. Mr. Horak served as a member of the Board of Directors of Iowa Telecommunications Services, Inc. until June 2010 and also serves on the board of directors of four other non-public companies. He has been a director of the Company since 2009. Mr. Horak brings a wealth of knowledge and experience from his career with Wells Fargo, including significant executive leadership experience and a critical understanding of consumer behavior and retail markets.

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GOVERNANCE OF THE COMPANY

Board of Directors

The business and affairs of the Company are overseen by the Board of Directors pursuant to the Iowa Business Corporation Act and the Bylaws. Members of the Board are kept informed of the Company's business through discussions with the President and Chief Executive Officer, by reviewing materials provided to them, and by participating in Board and committee meetings. At intervals between formal meetings, members of the Board are provided with various items of information regarding the Company's operations and are frequently consulted on an informal basis with respect to pending business.

Directors are expected to attend all Board meetings and meetings of the committees on which they serve and each annual shareholders meeting. The Board of Directors held seventeen meetings (four regular and thirteen special) during the fiscal year ended April 30, 2011 (the 2011 fiscal year), and acted once by unanimous consent. Each incumbent director attended 75% or more of the aggregate number of Board meetings and meetings of committees on which the director served. All of the incumbent members of the Board of Directors attended last year's annual meeting of shareholders.

Board Leadership Structure and Presiding Director

The Bylaws have for many years provided for a combined leadership structure, under which the Chief Executive Officer presides at all meetings of shareholders and the Board of Directors. Mr. Myers has been serving as chairman at meetings of the Board of Directors since March 2010, but has not been formally designated as Chairman of the Board. The Board has not appointed a lead independent director. The combined leadership structure has proven effective for the Company historically in terms of the Company's financial performance and corporate governance. The Board believes that the current leadership position is the right corporate governance structure for the Company at this time because it most effectively utilizes Mr. Myers's experience and knowledge concerning the Company, including by allowing him to lead Board discussions regarding the Company's business and strategy, and provides unified leadership for the Company.

Although the Board believes that it is most effective for the Chief Executive Officer to preside at meetings of the Board of Directors, it also recognizes the importance and need for strong independent leadership on the Board. Consistent with that belief, the independent directors (seven of the eight individuals currently serving on the Board are considered independent under the Nasdaq Listing Standards) met in executive session without management present six times during the 2011 fiscal year, and the Board has determined that such executive sessions will continue to be held at least twice each year in the future. The presiding director at such meetings generally has been Mr. Kimball. The Board also believes the standing Board committees (described below) help provide appropriate oversight and independent leadership.

Director Independence

In making independence determinations, the Board of Directors observes the criteria for independence set forth in the Nasdaq Listing Standards. Consistent with these criteria, the Board has reviewed all relationships and material transactions between the Company and members of the Board (and any affiliated companies), and has affirmatively determined that Ms. Bridgewater, Mr. Danos, Mr. Haynie, Mr. Horak, Mr. Kimball, Mr. Lamberti and Mr. Wilkey are independent within the meaning of the Nasdaq Listing Standards. As such, a substantial majority of the Board of Directors is considered independent as so defined. In reaching this conclusion, the Board of Directors considered the facts and circumstances of Mr. Haynie's relationship with Ahlers and Cooney, P.C., including the fact that he has had no interest in the ownership or earnings of the law firm since his retirement in 2002. In light of the foregoing, the Board determined that the relationship was not material and does not interfere with Mr. Haynie's independent judgment in carrying out his responsibilities as a director. The Board of Directors also considered the payments that Mr. Lamberti's father, Donald F. Lamberti, receives from the

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Company under the Non-Qualified Supplemental Executive Retirement Plan (which the Board determined to be non-discretionary retirement compensation) and the contingent beneficial interest Mr. Lamberti has under the trust agreement described under Director Compensation Certain Relationships and Related Transactions and concluded that neither interest was material or would interfere with the exercise of Mr. Lamberti's independent judgment in carrying out his responsibilities as a director. Finally, in considering Mr. Horak's independence, the Board considered the payments made by the Company to Iowa Telecommunications Services, Inc. in the ordinary course for telecommunication services, and determined that these payments were not material and would not interfere with Mr. Horak's independent judgment in carrying out his responsibilities as a director.

Board Committees

The Bylaws establish four standing committees of the Board of Directors: the Executive Committee, the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. In addition, the Bylaws authorize the Board of Directors to establish other committees for selected purposes.

Executive Committee

The Executive Committee presently consists of Mr. Myers, Mr. Haynie, Mr. Kimball and Mr. Wilkey. The Executive Committee is authorized, within certain limitations set forth in the Bylaws, to exercise the power and authority of the Board of Directors between meetings of the full Board. The Executive Committee did not meet during the 2011 fiscal year.

Audit Committee

The Audit Committee presently consists of Ms. Bridgewater (Chair), Mr. Danos, Mr. Lamberti and Mr. Horak, all of whom are independent under the criteria established by the SEC and the Nasdaq Listing Standards. The Board of Directors has approved the designation of Ms. Bridgewater as an audit committee financial expert as that is defined under Item 407(d)(5) of SEC Regulation S-K.

The Audit Committee performs the duties set forth in its written Charter (which is available on the Company's Web site www.caseys.com). Under its Charter, the Audit Committee is directly responsible for the appointment, termination, compensation and oversight of the independent public accounting firm it retains to audit the Company's books and records. The Audit Committee regularly reports to the Board on the audit and the non-audit activities of the auditors, approves all audit engagement fees and pre-approves any non-audit engagement and compensation of the independent auditors.

The Audit Committee has established a regular schedule of meetings to be held five times each year with financial management personnel, internal accounting and auditing staff and the independent auditor. During these meetings, the Audit Committee also meets separately in executive sessions with the internal auditing staff and the independent auditor. The Audit Committee met five times during the 2011 fiscal year. The report of the Audit Committee is included herein on page 38.

Compensation Committee

The Compensation Committee presently consists of Mr. Haynie (Chair), Mr. Kimball, Mr. Wilkey and Mr. Horak, all of whom are independent under the Nasdaq Listing Standards. The Compensation Committee annually reviews the performance of the Chief Executive Officer and reviews management's evaluation of the performance of the Company's senior officers and their compensation arrangements, and makes recommendations to the Board of Directors concerning the compensation of the Chief Executive Officer and the Company's senior officers. The Compensation Committee's determination (and its deliberations) of the Chief Executive Officer's compensation are done in executive session, without the presence of management, including the Chief Executive Officer. The Chief Executive Officer may make recommendations regarding the

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compensation of executive officers and participate in such deliberations but shall not vote to approve or recommend any form of compensation for such executive officers. The Compensation Committee also authorizes awards of stock options and restricted stock units to the executive officers, and from time to time, makes recommendations regarding the compensation of directors.

As set forth in its written Charter (which is available on the Company's Web site www.caseys.com), the Compensation Committee has authority to retain and terminate executive compensation consulting firms to advise the Compensation Committee and, from time to time, retains compensation consultants to assist with the Compensation Committee's review and development of its compensation recommendations. During the fiscal year ended April 30, 2009 and the 2010 fiscal year, the Compensation Committee retained the services of Hewitt Associates, an independent human resources consulting firm, in connection with the creation and implementation of the Casey's General Stores, Inc. 2009 Stock Incentive Plan (the "2009 Stock Incentive Plan"). The scope and nature of the services provided by Hewitt Associates were limited to assisting and advising the Compensation Committee on the terms and conditions of the 2009 Stock Incentive Plan. Hewitt Associates reported on such matters directly and exclusively to the Compensation Committee and did not do any other work for the Company. No compensation consultants were engaged during the 2011 fiscal year.

The Compensation Committee administers the 2009 Stock Incentive Plan, which was approved by the shareholders at the 2009 annual meeting of shareholders. The practice of the Compensation Committee under the predecessor stock option plan was to consider a grant of stock options every other year in June. The Board of Directors has approved a policy statement concerning the granting of stock options (see the discussion under "Compensation Discussion and Analysis - Additional Compensation Policies - Option Grants"). Grants of all stock options are required to be made at the last reported sales price of the underlying shares on the grant date.

The Compensation Committee met five times during the 2011 fiscal year. The report of the Compensation Committee is included herein on page 23.

No member of the Compensation Committee is or has been an officer or employee of the Company or had any relationship that is required to be disclosed as a transaction with a related party.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee presently consists of Mr. Lamberti (Chair), Mr. Danos, Mr. Kimball and Mr. Wilkey, all of whom are independent under the Nasdaq Listing Standards. The Nominating and Corporate Governance Committee generally reviews the qualifications of candidates proposed for nomination to the Board of Directors, recommends to the Board candidates for election at the annual meeting of shareholders and performs the other duties set forth in its written Charter (which is available on the Company's Web site www.caseys.com). Under Charter amendments approved by the Board of Directors in December 2008, the Nominating and Corporate Governance Committee's responsibilities were expanded to include the recommendation to the Board of corporate governance policies or guidelines that should be applicable to the Company, and the responsibility to lead the Board in an annual review of the Board's performance (see "Governance Policies" below). The Nominating and Corporate Governance Committee met twice and acted once by unanimous consent during the 2011 fiscal year.

The Nominating and Corporate Governance Committee will consider nominees recommended by shareholders if they are submitted in accordance with the Bylaws. Briefly, the Bylaws contain specific advance notice procedures relating to shareholder nominations of directors and other business to be brought before an annual or special meeting of shareholders other than by or at the direction of the Board of Directors. Under the Bylaws, in order for a shareholder to nominate a director candidate for election at an annual meeting of shareholders, the shareholder must deliver written notice thereof to the Corporate Secretary not less than 90 days nor more than 120 days prior to the first anniversary date of the date of the immediately preceding annual meeting of shareholders. In the case of shareholder nominations to be considered at the 2012 annual meeting,

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therefore, such notice must be received by the Corporate Secretary by no earlier than May 19, 2012 and no later than June 18, 2012. The notice must set forth certain information concerning such shareholder and the shareholder's nominee(s), including but not limited to their names and addresses, occupation, share ownership, rights to acquire shares and other derivative securities or short interests held, a representation that the shareholder is entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to nominate the person or persons specified in the notice, a description of all arrangements or understandings between the shareholder and each nominee, such other information as would be required to be included in a proxy statement pursuant to the proxy rules of the SEC had the nominee(s) been nominated by the Board of Directors, and the consent of each nominee to serve as a director of the Company if so elected. The chairman of the meeting may refuse to acknowledge the nomination of any person not made in compliance with the provisions of the Bylaws. A copy of the Bylaws may be obtained by request addressed to Brian J. Johnson, Vice President Finance and Corporate Secretary, Casey's General Stores, Inc., P.O. Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045.

The Charter sets forth, among other things, the minimum qualifications that the Nominating and Corporate Governance Committee believes must be met by a Committee-recommended nominee, and the specific qualities or skills that the Nominating and Corporate Governance Committee believes are necessary for one or more of the Company's directors to possess. In considering individuals for nomination as directors, the Nominating and Corporate Governance Committee typically solicits recommendations from the current directors and is authorized to engage search firms to assist in the process, although it has not done so to date.

The Nominating and Corporate Governance Committee considers a number of factors in making its nominee recommendations to the Board, including, among other things, a candidate's employment and other professional experience, past expertise and involvement in areas which are relevant to the Company's business, business ethics and professional reputation, independence, other board experience and the Company's desire to have a Board that represents a diverse mix of backgrounds, perspectives and expertise. In addition to the information set forth above concerning each of the Board's nominee's specific experience and qualifications that led the Nominating and Corporate Governance Committee to conclude that he or she should serve as a director, the Nominating and Corporate Governance Committee believes each of the incumbent directors has demonstrated outstanding achievement in his or her professional career, wisdom, personal and professional integrity, and independent judgment.

The Company does not have a formal policy for considering diversity in identifying and recommending nominees for election to the Board, but the Nominating and Corporate Governance Committee considers diversity of viewpoint, experience, background and other qualities in its overall consideration of nominees qualified for election to the Board.

Succession Planning Committee

In December 2008, the Board of Directors established a Succession Planning Committee, with Mr. Danos serving as its Chair, to regularly review succession planning for the Chief Executive Officer and other executive officer positions. Other members of the Succession Planning Committee include Messrs. Kimball, Lamberti, Wilkey and Horak. The Succession Planning Committee met once during the 2011 fiscal year.

Governance Policies

In March 2009, the Nominating and Corporate Governance Committee recommended, and the Board of Directors approved, several corporate governance policies that were considered to be generally consistent with current Board or Company practice, even though they had not been previously stated as a formal policy position:

1. That the Chief Executive Officer be prohibited from serving on the boards of more than two other companies, which for this purpose includes public companies as well as not-for-profit organizations or other entities that are likely to require a similar time commitment. Prior notice to the Board of Directors is required before acceptance of any such position.

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2. That all members of the Board of Directors serve on no more than two other public company boards. In addition, service on the boards of not-for-profit organizations or other entities that may require a similar time commitment are required to be disclosed and acceptable to the Board.
3. That all members of the Board of Directors attend at least one director education or governance-related program every three years.
4. That the Succession Planning Committee of the Board regularly review a succession plan with the Chief Executive Officer and keep the full Board informed of its discussions with the Chief Executive Officer on succession planning matters.
5. That all members of the Board of Directors commit to becoming shareholders of the Company within two years of their election to the Board, and that all executive officers similarly maintain an ownership interest in the Common Stock of the Company, either directly or through the KSOP.

The Nominating and Corporate Governance Committee typically conducts an annual review of the Board's performance.

Board's Role in Risk Oversight

The Board as a whole has on-going responsibility for risk management oversight, with reviews of certain areas being conducted by the relevant Board committees that report on their deliberations to the Board. The oversight responsibility of the Board and its committees is largely achieved through periodic reporting by management to the Board about the identification, assessment and management of critical risks and management's risk mitigation strategies. A Risk Committee (comprised of senior management and other key personnel) meets quarterly to provide recommendations to the Chief Executive Officer for further action, with periodic progress reports on the same being provided to the Board of Directors. Oversight responsibilities for various risks have been assigned to different Risk Committee members and are reviewed annually, and coordinated with internal audit and the independent auditors. Areas of focus include competitive, economic, operational, financial, legal, regulatory, compliance, health, safety and environment, political and reputational risks.

Shareholder Communications

It is the general policy of the Board that management speaks for the Company. To the extent shareholders would like to communicate with a Company representative, they may do so by contacting William J. Walljasper, Chief Financial Officer, Casey's General Stores, Inc., P.O: Box 3001, One Convenience Blvd., Ankeny, Iowa 50021-8045. Mr. Walljasper also can be reached by telephone at (515) 965-6505.

Any shareholder wishing to communicate with one or more Board members should address a written communication to Diane C. Bridgewater, Chair of the Audit Committee, at Capital Square, 400 Locust Street, Suite 820, Des Moines, Iowa 50309-2334. Ms. Bridgewater will forward such communication on to all of the members of the Board, to the extent such communications are deemed appropriate for consideration by the Board.

Table of Contents**EXECUTIVE OFFICERS**

The Company currently has five executive officers and seven other Vice Presidents. The current executive officers are as follows:

Name	Current Office Held	First Became Executive Officer	Age
Robert J. Myers	President and Chief Executive Officer	1999	64
Terry W. Handley	Chief Operating Officer	2002	51
William J. Walljasper	Senior Vice President and Chief Financial Officer	2004	47
Sam J. Billmeyer	Senior Vice President Logistics & Acquisitions	2006	54
Julia L. Jackowski	Senior Vice President General Counsel & Human Resources	2010	45

During the past five years, each of the executive officers has served the Company in various executive or administrative positions. Prior to his appointment as President and Chief Executive Officer on June 20, 2006, Mr. Myers served as President and Chief Operating Officer of the Company. Mr. Handley, who has been Chief Operating Officer since June 20, 2006, previously served as Senior Vice President Store Operations. Mr. Walljasper, who had been Vice President and Chief Financial Officer since 2004, assumed the title of Senior Vice President and Chief Financial Officer on June 20, 2006. Mr. Billmeyer was appointed Senior Vice President Logistics and Acquisitions on May 1, 2008. Prior to that date, he served as Senior Vice President Transportation & Support Operations and as Vice President Transportation. Ms. Jackowski became Senior Vice President General Counsel & Human Resources effective June 6, 2010. Previously she was Vice President Human Resources.

Table of Contents**PRINCIPAL SHAREHOLDERS**

The following table contains information with respect to each person, including any group, known to the Company to be the beneficial owner of more than 5% of the Common Stock as of the dates indicated in the footnotes following the table. Except as otherwise indicated, the persons listed in the table have the voting and investment powers with respect to the shares indicated.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Black Rock, Inc. 40 East 52nd Street New York, NY 10022	2,940,238 ⁽¹⁾	7.75%
NFJ Investment Group LLC 2100 Ross Avenue, Suite 700 Dallas, TX 75201	2,134,000 ⁽²⁾	5.60%
Piper Jaffray Companies 800 Nicollet Mall, Suite 800 Minneapolis, MN 55402	1,973,901 ⁽³⁾	5.20%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	2,023,563 ⁽⁴⁾	5.33%

- (1) Based on Schedule 13G filed by Black Rock, Inc. with the SEC dated January 21, 2011 (the Black Rock 13G). Such information indicates that such entity has sole voting power over 2,940,238 shares and sole dispositive power over 2,940,238 shares. The Percent of Class information is as reported in the Black Rock 13G.
- (2) Based on Schedule 13G filed by NFJ Investment Group LLC (NFJ) and Allianz Global Investors Capital LLC (AGIC) with the SEC dated February 10, 2011 (the NFJ 13G). Such information indicates that NFJ, a wholly owned subsidiary of AGIC, has sole voting power over 2,114,800 shares and sole dispositive power over 2,134,000 shares. The Percent of Class information is as reported in the NFJ 13G.
- (3) Based on Schedule 13G filed by Piper Jaffray Companies (Piper) with the SEC dated February 10, 2011 (Piper 13G). Such information indicates that Advisory Research, Inc., a wholly owned subsidiary of Piper, has sole voting and dispositive power over 1,973,901 shares. The Percent of Class information is as reported in the Piper 13G.
- (4) Based on Schedule 13G filed by The Vanguard Group, Inc. (Vanguard) with the SEC dated February 9, 2011 (Vanguard 13G). Such information indicates that Vanguard Fiduciary Trust Company, a wholly owned subsidiary of Vanguard, has sole voting power over 55,929 shares, and that Vanguard has sole dispositive power over 1,967,634 shares and shared dispositive power over 55,929 shares. The Percent of Class information is as reported in the Vanguard 13G.

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The following table sets forth, as of July 25, 2011 (other than with respect to the KSOP shares, which is as of April 30, 2011, as discussed in footnote 2 to the following table), the beneficial ownership of shares of the Common Stock, the only class of capital stock outstanding, by the current directors and the Board's nominees for election to the Board of Directors, the executive officers named in the Summary Compensation Table herein, and all current directors and executive officers as a group. Except as otherwise indicated, the shareholders listed in the table have sole voting and investment powers with respect to the shares indicated.

Name of Beneficial Owner	Direct Ownership	Shares Subject to Options(1)	KSOP Shares(2)	Total Amount and Nature of Beneficial Ownership(3)	Percent of Class
Robert J. Myers	48,000	10,000	7,536	65,536	*
Kenneth H. Haynie	29,162 ⁽⁴⁾	14,000		43,162	*
Johnny Danos	11,275 ⁽⁴⁾	12,000		23,275	*
William C. Kimball	7,541 ⁽⁴⁾	12,000		19,541	*
Diane C. Bridgewater	4,000	6,000		10,000	