

ALLIANT ENERGY CORP
Form DEF 14A
April 03, 2013

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

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Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ALLIANT ENERGY CORPORATION

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ALLIANT ENERGY CORPORATION

ANNUAL MEETING OF SHAREOWNERS

DATE: Thursday, May 9, 2013

TIME: 10:30 a.m. (Central Daylight Time)

LOCATION: Cedar Rapids Marriott

1200 Collins Road NE

Cedar Rapids, Iowa 52402

SHAREOWNER INFORMATION

Wells Fargo Shareowner Services

1110 Centre Pointe Curve, Suite 101

Mendota Heights, MN 55120

or

P. O. Box 64854

St. Paul, MN 55164-0854

1-800-356-5343

www.shareowneronline.com

Alliant Energy Corporation

4902 North Biltmore Lane

P.O. Box 14720

Madison, WI 53708-0720

Phone: (608) 458-3110

NOTICE OF ANNUAL MEETING OF SHAREOWNERS ALLIANT ENERGY CORPORATION

On Thursday, May 9, 2013, Alliant Energy Corporation will hold its 2013 Annual Meeting of Shareowners at the meeting facilities of the Cedar Rapids Marriott, 1200 Collins Road NE, Cedar Rapids, IA 52402. The meeting will begin at 10:30 a.m. (Central Daylight Time).

Only our shareowners of record at the close of business on March 14, 2013 may vote at this meeting. All shareowners are requested to be present at the meeting in person or by proxy so that a quorum may be ensured. At the meeting, our shareowners will be asked to:

1. elect three (3) directors to serve on our Board of Directors for terms expiring at the 2016 Annual Meeting;
2. conduct an advisory vote to approve the compensation of our named executive officers;
3. ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013; and
4. attend to any other business properly presented at the meeting.

Our Board of Directors presently knows of no other business to come before the meeting.

If your shares are registered directly with our Shareowner Direct Plan or the Alliant Energy Corporation 401(k) Savings Plan, then you may vote those shares by telephone or Internet. Instructions for voting by these convenient methods are shown on the enclosed proxy card. If you prefer, you may sign and date the enclosed proxy card and return it in the postage-paid envelope.

If you plan to attend the meeting, please check the appropriate box on your proxy and present your photo identification at the door. Otherwise, please follow the voting instructions on page 1 of the accompanying proxy statement under "How do I vote?"

A copy of our Annual Report for the fiscal year ended December 31, 2012 was included in the mailing of this Notice of Annual Meeting of Shareowners.

Important Notice Regarding the Availability of Proxy Materials for the Shareowner Meeting to be held on May 9, 2013. The Alliant Energy Corporation proxy statement for the 2013 Annual Meeting of Shareowners and the Annual Report for the fiscal year ended December 31, 2012, are available at <http://www.alliantenergy.com/eproxy>.

By Order of the Board of Directors,

F. J. Buri

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Corporate Secretary and

Assistant General Counsel

Dated, mailed and made available on the

Internet on or about April 3, 2013.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the annual meeting, please vote promptly.

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PROXY STATEMENT FOR 2013 ANNUAL MEETING OF SHAREOWNERS

GENERAL INFORMATION

Your Board of Directors is soliciting proxies to be voted at the 2013 Annual Meeting of Shareowners to be held on May 9, 2013 at 10:30 a.m. (*Central Daylight Time*), at the meeting facilities of the Cedar Rapids Marriott in Cedar Rapids, Iowa. Your vote is very important. For this reason, the Board of Directors is requesting that you allow your stock to be represented at the meeting by the proxies named on the enclosed proxy card. We began mailing this proxy statement and the form of proxy on or about April 3, 2013.

INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

1. Why am I receiving these materials?

Our Board of Directors is providing these proxy materials to you in connection with our Annual Meeting of Shareowners (the *Annual Meeting*), which will take place on May 9, 2013. As a shareowner, you are invited to attend the Annual Meeting and are entitled to and requested to vote on the proposals described in this proxy statement.

2. What is Alliant Energy Corporation?

We are a public utility holding company (the *Company*) whose regulated utilities are Interstate Power and Light Company (*IPL*) and Wisconsin Power and Light Company (*WPL*).

3. Who is entitled to vote at the Annual Meeting?

Only shareowners of record at the close of business on March 14, 2013 are entitled to vote at the Annual Meeting. As of the record date, 110,922,015 shares of our common stock were issued and outstanding. Each shareowner is entitled to one vote for each share of our common stock held on the record date. You will be asked to indicate whether you plan to attend the Annual Meeting when voting by telephone or Internet, or you may indicate your intention to attend the Annual Meeting on the enclosed proxy card.

4. What items are to be voted upon at the Annual Meeting?

You may vote on the following proposals:

to elect as Directors of the Company the three (3) nominees named in this proxy statement to serve for terms expiring at the 2016 Annual Meeting;

to conduct a non-binding, advisory vote on the compensation of our named executive officers; and

to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013.

5. How does the Board of Directors recommend I vote?

Our Board of Directors recommends that you vote your shares *FOR* each of the listed director nominees; *FOR* approval of the compensation of our named executive officers as disclosed in the Compensation Discussion and Analysis section and accompanying compensation tables and narrative discussion contained in this proxy statement; and *FOR* the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013.

6. How do I vote?

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You may vote either in person at the Annual Meeting or by appointing a proxy. We recommend you vote by proxy even if you plan to attend the meeting. If your shares are registered directly with our Shareowner Direct Plan, or the Alliant Energy Corporation 401(k) Savings Plan, then you have three options to vote your proxy:

by telephone;
by Internet; or
by mailing the proxy card.

Please refer to the instructions included on your proxy card to vote by proxy. If you hold your shares through a bank, broker or other record holder, then you may vote by the methods such record holder makes available, in which case such record holder will include instructions with this proxy statement. If you vote by the Internet, then you should understand that there might be costs associated with electronic access that you must bear, such as usage charges from Internet access providers and telephone companies. Appointing a proxy will not affect your right to vote your shares if you attend the Annual Meeting and desire to vote in person.

You will be asked to indicate whether you plan to attend the Annual Meeting when voting by telephone or Internet, or you may indicate your intention to attend the Annual Meeting on the enclosed proxy card.

7. How are votes counted?

Election of directors You may vote FOR all of the director nominees or you may WITHHOLD your vote with respect to one or more nominees.

Advisory vote on compensation of our named executive officers You may vote FOR or AGAINST approval of the compensation of our named executive officers, or you may ABSTAIN.

Ratification of independent registered public accounting firm You may vote FOR or AGAINST ratifying the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013, or you may ABSTAIN.

If you return your signed proxy card but do not mark the boxes showing how you wish to vote, your shares will be voted FOR all listed director nominees, FOR approval of the compensation of our named executive officers and FOR ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013. If your proxy card is not signed, your votes will not be counted.

If you hold your shares through a bank, broker or other record holder and you do not provide such bank, broker or other record holder with specific voting instructions on a timely basis, your shares will not be voted with respect to the election of directors or the advisory vote on compensation of our named executive officers. We urge you to carefully consider all of the proposals and direct your bank, broker or other record holder to vote your shares as you desire.

8. Can I change my vote?

You have the right to revoke your proxy at any time before the Annual Meeting by:

providing written notice to our Corporate Secretary at 4902 North Biltmore Lane, Madison, Wisconsin 53718 and voting in person at the Annual Meeting; or

appointing a new proxy prior to the start of the Annual Meeting.

Attendance at the Annual Meeting will not cause your previously appointed proxy to be revoked unless you specifically so request in writing. If you want to revoke your proxy by mailing a new proxy card to the Company or by sending a written notice of revocation, you should ensure that you mail it in sufficient time for it to be received by the Company before the day of the Annual Meeting. If your shares are held by a bank, broker or other record holder on your behalf, you may submit voting instructions in accordance with the process provided by such record holder.

9. What is the required vote for each item on the proxy card?

Election of Directors. Directors will be elected by a plurality of the votes cast at the meeting (assuming a quorum is present). Consequently, any shares not voted at the meeting, including as a result of broker non-votes, will not be counted as votes cast. The proxies solicited may be voted for a substitute nominee or nominees if any of the nominees are unable to serve, or for good reason will not serve, a contingency the Board of Directors does not currently anticipate. See What happens if a Director nominee does not receive a majority of votes cast? below for information concerning our director resignation policy.

Advisory Vote on Compensation of Our Named Executive Officers. Approval of the advisory vote on executive compensation requires that the votes cast FOR the approval of our executive compensation exceed the votes cast AGAINST the proposal at the Annual Meeting (assuming a quorum is present). For purposes of determining the vote required for this proposal, broker non-votes will have no impact on the vote.

Ratification of Appointment of Independent Auditor. Approval of the ratification of the appointment of our independent registered public accounting firm requires that the votes cast FOR the approval exceed the votes cast AGAINST the proposal at the Annual Meeting (assuming a quorum is present). For purposes of determining the vote required for this proposal, abstentions and broker non-votes will have no impact on the vote.

10. What happens if a Director nominee does not receive a majority of votes cast?

Pursuant to our Corporate Governance Principles, any nominee for director in an uncontested election who receives a greater number of votes withheld from his or her election than votes for such election will promptly tender his or her resignation to the Chairperson of the Board of Directors. A Resignation Committee will promptly consider that resignation and recommend to the Board of Directors, based on all relevant factors, whether to accept the tendered resignation or reject it. The Board of Directors will then act on that recommendation no later than 90 days following the date of the shareholders meeting at which the election occurred. We will promptly publicly disclose the Board of Directors decision, including a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the

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resignation. The full details of our majority voting policy are set forth on our website at www.alliantenergy.com/investors under the Corporate Governance caption.

11. What shares are included on the proxy card(s)?

Your proxy card(s) covers all of your shares of our common stock, including any shares held in your account under our Shareowner Direct Plan and the Alliant Energy Corporation 401(k) Savings Plan.

12. How does the proxy voting process work?

If the proxy card is voted properly as described under How do I vote? the proxy will be voted in accordance with the instructions indicated by it. If a proxy is given, the persons named in the proxy will have authority to vote in accordance with their best judgment on any other matter that is properly presented at the meeting for action, including any proposal to adjourn or concerning the conduct of the meeting.

The presence in person or by proxy of at least a majority of the shares of our common stock entitled to vote at the meeting constitutes a quorum. Abstentions and broker non-votes count as present for establishing a quorum. If you have returned valid proxy instructions or vote in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you abstain from any matter introduced at the meeting.

13. Who tabulates the votes?

All votes will be tabulated by the inspector of election appointed for the Annual Meeting, who will separately tabulate affirmative and negative votes (or withheld votes in the case of the election of directors), abstentions and broker non-votes. Shares held by persons attending the Annual Meeting but not voting, shares represented by proxies that reflect abstentions as to one or more proposals and broker non-votes will be counted as present for purposes of determining a quorum.

14. How are shares held for employees in the Alliant Energy Corporation 401(k) Savings Plan voted?

Shares held in the Alliant Energy Corporation 401(k) Savings Plan will be included on the proxy card that covers all of your shares of our common stock as described above. You will not receive a separate proxy card for these shares.

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

If your shares are registered differently and are in more than one account, then you will receive more than one proxy card. Be sure to vote all of your accounts to ensure that all of your shares are voted. We encourage you to have all accounts registered in the same name and address (whenever possible). You can accomplish this by contacting Wells Fargo Shareowner Services at the shareowner information address below:

Wells Fargo Shareowner Services

1110 Centre Pointe Curve, Suite 101

Mendota Heights, MN 55120

or

P. O. Box 64854

St. Paul, MN 55164-0854

1-800-356-5343

www.shareowneronline.com

16. How do I attend the Annual Meeting?

If you are a registered shareowner, simply bring your photo identification to the Annual Meeting. If you are a beneficial owner of stock held by a bank, broker or other record holder (with your stock held in street name), an admission card with the form of a proxy will be sent to you by your bank, broker or such other record holder. If you do not receive the admission card with the form of a proxy in time, you may be admitted to the meeting by showing your most recent brokerage statement or other proof of ownership verifying your beneficial ownership of our common stock on March 14, 2013, the record date for voting. You should also bring your photo identification. Because seating is limited, admission will be limited to shareowners or their proxy holders who have an admission card or other proof of ownership.

You will be asked to indicate whether you plan to attend the Annual Meeting when voting by telephone or Internet, or you may indicate your intention to attend the Annual Meeting on the enclosed proxy card.

17. How will voting on any other business be conducted?

Our Board of Directors does not know of any business to be considered at the Annual Meeting other than the three proposals set forth in this proxy statement. These consist of the election of directors, the advisory vote on compensation of our named executive officers, and the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2013. If any other business is properly presented at the Annual Meeting, your proxy gives Patricia L. Kampling, our Chairman, President and Chief Executive Officer, and F. J. Buri, our Corporate Secretary, authority to vote on such matters at their discretion.

18. Where and when will I be able to find the results of the voting?

The results of the voting will be announced at the Annual Meeting. You may also call us at the information number shown on the Notice of Annual Meeting for the results. We will also file the voting results on a Current Report on Form 8-K with the Securities and Exchange Commission (SEC) within four business days following the Annual Meeting.

19. Are the 2012 Annual Report and these proxy materials available on the Internet?

Yes. As required by rules adopted by the SEC, we are making our proxy statement and our annual report available to our shareowners electronically via the Internet. You can access these materials at <http://www.alliantenergy.com/eproxy>.

20. How can I access future proxy materials and annual reports on the Internet?

We are offering you the opportunity to consent to access our future notices of shareowner meetings, proxy materials and annual reports electronically through our website.

If you are a shareowner of record, you can consent to access these materials electronically to allow us to save the cost of producing and mailing these materials by marking the appropriate box on your proxy card or by following the instructions provided if you vote over the Internet or by telephone. If you consent to access these materials over the Internet, then you will receive a proxy card in the mail next year with instructions containing the Internet address to access those materials. However, you will not receive those proxy materials and the annual report by mail. Your consent will remain in effect unless it is revoked by writing to Wells Fargo Shareowner Services at the shareowner information address shown on page 3 of this proxy statement.

If your shares are held by a bank, broker or other record holder on your behalf, please refer to the information provided by such record holder for instructions on how to elect to view future proxy statements and annual reports over the Internet.

If you consent to electronic access, then you will be responsible for your usual Internet-related charges (e.g., on-line fees and telephone charges) in connection with electronic viewing and printing of proxy materials and annual reports. We will continue to distribute printed materials to shareowners who do not consent to access these materials electronically.

21. When are shareowner proposals for the 2014 Annual Meeting due?

All shareowner proposals to be considered for inclusion in our proxy statement for the 2014 Annual Meeting, pursuant to Rule 14a-8 under the Securities Exchange Act of 1934 (Rule 14a-8), must be received at our principal office by December 4, 2013. In addition, any shareowner who intends to present a proposal at the 2014 Annual Meeting must comply with the requirements set forth in our Bylaws. Our Bylaws state, among other things, that to bring business before an annual meeting, a shareowner must give written notice that complies with the Bylaws to our Corporate Secretary not later than 45 days in advance of the first annual anniversary of the date we first mailed our proxy statement to shareowners for the prior year's annual meeting. Accordingly, we must receive notice of a shareowner's proposal submitted other than pursuant to Rule 14a-8 no later than February 17, 2014. If the notice is received after February 17, 2014, then the notice will be considered untimely and we are not required to present such proposal at the 2014 Annual Meeting. If our Board of Directors chooses to present a proposal submitted other than pursuant to Rule 14a-8 at the 2014 Annual Meeting, then the persons named in the proxies solicited by the Board of Directors for the 2014 Annual Meeting may exercise discretionary voting power with respect to such proposal.

22. Who is our independent registered public accounting firm and how is it appointed?

Deloitte & Touche LLP audited our financial statements for 2012. Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting with the opportunity to make a statement if they so desire and to be available to respond to appropriate questions. The Audit Committee of the Board of Directors has appointed, and is recommending for ratification by shareowners its appointment of, Deloitte & Touche LLP as our independent registered public accounting firm for 2013.

23. Who will bear the cost of soliciting proxies for the Annual Meeting and how will these proxies be solicited?

We will pay the cost of preparing, assembling, printing, mailing and distributing these proxy materials. In addition to the mailing of these proxy materials, the solicitation of proxies or votes may be made in person, by telephone or by electronic communication by our officers and employees who will not receive any additional compensation for these solicitation activities. We will pay banks, brokers, nominees and other fiduciaries reasonable charges and expenses incurred in forwarding the proxy materials to their principals. We have retained AST Phoenix Advisory Partners to aid in the solicitation at an estimated cost of \$7,500 plus reimbursable out-of-pocket expenses.

24. If more than one shareowner lives in my household, how can I obtain an extra copy of the proxy statement and the 2012 Annual Report?

Pursuant to SEC rules, services that deliver our communications to shareowners that hold their shares through a bank, broker or other holder of record may deliver to multiple shareowners sharing the same address a single copy of our Annual Report and proxy statement. Upon written or oral request, we will mail a copy of the proxy statement and the 2012 Annual Report to any shareowner at a shared address to which a single copy of the document was previously delivered. You may notify us of your request by calling or writing to us at the information address or number shown on the Notice of Annual Meeting. You may also access these materials at <http://www.alliantenergy.com/eproxy>.

PROPOSAL ONE

ELECTION OF DIRECTORS

Annual Election

At the Annual Meeting, three directors will be elected with terms expiring in 2016. The nominees for election as recommended by the Nominating and Governance Committee and selected by the Board of Directors are Michael L. Bennett, Darryl B. Hazel and David A. Perdue. Each of the nominees is currently serving on our Board of Directors and, if elected as directors, will serve until our Annual Meeting of Shareowners in 2016 or until his successor has been duly qualified and elected.

Directors will be elected by a plurality of the votes cast at the meeting (assuming a quorum is present). Consequently, any shares not voted at the meeting, including as a result of broker non-votes, will not be counted as votes cast. The proxies solicited may be voted for a substitute nominee or nominees if any of the nominees are unable to serve, or for good reason will not serve, a contingency the Board of Directors does not currently anticipate.

Brief biographies of the director nominees and continuing directors follow. These biographies include their ages (as of December 31, 2012); an account of their specific business experience; the names of publicly held and certain other corporations of which they also are, or have been within the past five years, directors; and a brief discussion of their specific experience, qualifications, attributes or skills that led to the conclusion that they should serve as directors. Except as otherwise indicated, each nominee and continuing director has been engaged in his or her present occupation for at least the past five years.

NOMINEES FOR DIRECTOR

MICHAEL L. BENNETT

Director since 2003

Age 59

Nominated Term expires in 2016

Mr. Bennett has been a private investor with Albaton Enterprises LLC in Sioux City, Iowa, since May 2010. He previously served as President and Chief Executive Officer of Terra Industries Inc., an international producer of nitrogen products headquartered in Sioux City, Iowa, since April 2001. He also served as Chairman of the Board and President for Terra Nitrogen Company, L.P., a subsidiary of Terra Industries Inc. He has served as the non-executive Chairman of the Board of directors of OCI NV, an international construction and fertilizer company, since January 2013 and as a director of Arclin, Inc., a privately held company located in Canada since 2010. Mr. Bennett has served as a Director of IPL and WPL since 2003. Mr. Bennett is Chairperson of the Nominating and Governance Committee, our Lead Independent Director and an audit committee financial expert. Mr. Bennett's leadership of a publicly traded company and his experience in operations, customer perspectives, legal matters, human resources, risk management and safety matters led to the conclusion that he should serve on our Board of Directors.

DARRYL B. HAZEL

Director since 2006

Age 64

Nominated Term expires in 2016

Mr. Hazel has been the principal of Darryl B. Hazel Consulting LLC, a business consulting firm in Detroit, Michigan, since January 2010. He retired in January 2010 from his position as Senior Vice President, Global Services Initiatives of Ford Motor Company, an automobile manufacturer. He also served as President of the Customer Service Division and Senior Vice President of Ford Motor Company from March 2006 to September 2009. He previously served as President of Marketing of Ford Motor Company from September 2005 to March 2006; President of the Ford Division from April 2005 to September 2005; and President of the Lincoln Mercury Division from August 2002 to April 2005. Mr. Hazel has served as a Director of IPL and WPL since 2006. Mr. Hazel is an audit committee financial expert. Mr. Hazel's long-term leadership experience as an executive of a publicly traded company and its subsidiaries along with his experience in operations, customer perspectives, human resources, risk management, technology/system matters, safety and diversity initiatives led to the conclusion that he should serve on our Board of Directors.

DAVID A. PERDUE

Director since 2001

Age 63

Nominated Term expires in 2016

Mr. Perdue has been the Chief Executive Officer of Aquila Group LLC, a private investment firm based in Sea Island, Georgia, since 2007. He retired in July 2007 from his position as Chairman of the Board of Directors and Chief Executive Officer of Dollar General Corporation, a retail organization headquartered in Goodlettsville, Tennessee. He was named Chief Executive Officer and a Director in April 2003 and elected Chairman of the Board of Directors in June 2003. From July 2002 to March 2003, he was Chairman and Chief Executive Officer of Pillowtex Corporation, a textile manufacturing company. Pillowtex emerged from bankruptcy in May 2002 and reentered bankruptcy in July 2003. Mr. Perdue has served on the board of directors of Jo-Ann Stores, Inc. from 2008 to 2011, Liquidity Services, Inc., since 2009, and Graphic Package Holding Company, since 2011. Mr. Perdue has served as a Director of IPL and WPL since 2001. Mr. Perdue is an audit committee financial expert. Mr. Perdue's leadership of publicly traded companies and his experience in operations, customer perspectives, human resources, executive compensation, risk management and technology matters led to the conclusion that he should serve on our Board of Directors.

CONTINUING DIRECTORS

PATRICK E. ALLEN

Director since 2011

Age 48

Term expires in 2014

Mr. Allen has served as Senior Vice President and Chief Financial Officer at Rockwell Collins, Inc., in Cedar Rapids, Iowa, since 2005. Mr. Allen previously served in various financial officer positions at Rockwell Collins and its subsidiaries since 2001. He has passed the certified public accounting exam and is an audit committee financial expert. Mr. Allen has been a director of IPL and WPL since 2011. Mr. Allen's experience with a publicly traded company, operations, customer perspectives, risk management, technology and diversity matters led to the conclusion that he should serve on our Board of Directors.

PATRICIA L. KAMPLING

Director since 2012

Age 53

Term expires in 2014

Ms. Kampling has served as our Chairman of the Board, Chief Executive Officer and President since April 1, 2012. She has also served as Chairman and Chief Executive Officer of IPL and WPL since April 1, 2012. She previously served as President and Chief Operating Officer from February 2011 through March 2012, as Executive Vice President and Chief Financial Officer from January 2009 to February 2011, as Vice President and Treasurer from January 2007 to January 2009 and as Vice President of Finance from August 2005 to January 2007. She has prior industry experience in various executive positions at Commonwealth Edison Company and other subsidiaries of Exelon Corporation. Ms. Kampling has been a director of IPL and WPL since 2012. She has served on the board of directors of Briggs & Stratton Corporation since January 2011. She also serves on the boards of American Transmission Company, Wisconsin Manufacturers and Commerce, Edison Electric Institute and the American Gas Association. Ms. Kampling's leadership positions in publicly traded companies and her experience in finance, operations, customer perspectives, regulatory, human resources, risk management, environmental, safety and diversity matters led to the conclusion that she should serve as the Chairman of our Board of Directors.

SINGLETON B. MCALLISTER

Director since 2001

Age 60

Term expires in 2014

Ms. McAllister has been a partner in the Washington, D.C. office of the law firm of Williams and Mullen since December 2012. She previously was a partner at Blank Rome LLP from June 2010 to December 2012. She previously served as a partner in the law firm of LeClair & Ryan LLP from October 2007 to June 2010 and as a partner in the law firm of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo P.C. from July 2005 to October 2007. She served as the Corporate Diversity Counsel practice group chair and in the public law and policy strategies group of the Washington, D.C. law firm office of Sonnenschein, Nath & Rosenthal, LLP from 2003 to July 2005. Ms. McAllister has served on the board of directors of United Rentals, Inc., since 2004. Ms. McAllister has served as a Director of IPL and WPL since 2001. Ms. McAllister's experience in legal, legislative, regulatory, public affairs, human resources, environmental and diversity initiatives led to the conclusion that she should serve on our Board of Directors.

ANN K. NEWHALL

Director since 2003

Age 61

Term expires in 2015

Ms. Newhall retired in August 2008 from her position as Executive Vice President, Chief Operating Officer and Secretary and as a director of Rural Cellular Corporation (RCC), a cellular communications corporation located in Alexandria, Minnesota, following RCC's sale to Verizon. Ms. Newhall held this position from 2000 to 2008. Ms. Newhall has served as a Director of IPL and WPL since 2003. Ms. Newhall is Chairperson of the Compensation and Personnel Committee. Ms. Newhall's leadership positions in a publicly traded company and her experience in operations, customer perspectives, legal, regulatory, human resources, risk management, technology, environmental, safety and diversity matters led to the conclusion that she should serve on our Board of Directors.

DEAN C. OESTREICH

Director since 2005

Age 60

Term expires in 2015

Mr. Oestreich has been a consultant to Pioneer Hi-Bred International, Inc., a developer and supplier of advanced plant genetics and a wholly owned subsidiary of DuPont Corporation, located in Johnston, Iowa, since January 2010. He previously served as Chairman of Pioneer Hi-Bred International, Inc., from November 2007 until his retirement in December 2009. Mr. Oestreich also served as Vice President of DuPont Corporation from 2004 through 2009. He previously served as President of Pioneer Hi-Bred International, Inc. from 2004 to 2007. He serves as a director of Nexsteppe, a feedstock solutions business for biofuels, biopower and biobased product industries. Mr. Oestreich has served as a Director of IPL and WPL since 2005. Mr. Oestreich is Chairperson of the Environmental, Nuclear, Health and Safety Committee. Mr. Oestreich's experience with publicly traded companies, operations, finance, customer perspectives, regulatory, human resources, risk management, technology, environmental and safety matters led to the conclusion that he should serve on our Board of Directors.

CAROL P. SANDERS

Director since 2005

Age 45

Term expires in 2015

Ms. Sanders has served as the Executive Vice President and Chief Operating Officer of Jewelers Mutual Insurance Company in Neenah, Wisconsin, a nationwide insurer that specializes in protecting jewelers and personal jewelry, since November 2012. She previously served as Senior Vice President, Chief Financial Officer and Treasurer since May 2011. She previously served as the Chief Financial Officer since 2004. Before that, Ms. Sanders served as Controller and Assistant Treasurer of Sentry Insurance located in Stevens Point, Wisconsin, from 2001 to 2004. Ms. Sanders has served as a Director of IPL and WPL since 2005. She is Chairperson of the Audit Committee and an audit committee financial expert. Ms. Sanders' experience with publicly traded companies, operations, customer perspectives, regulatory, human resources, risk management and technology matters led to the conclusion that she should serve on our Board of Directors.

MEETINGS AND COMMITTEES OF THE BOARD

The Board of Directors has standing Audit; Compensation and Personnel; Nominating and Governance; Environmental, Nuclear, Health and Safety; Capital Approval; and Executive Committees. The Board of Directors has adopted formal written charters for each of the Audit, Compensation and Personnel, and Nominating and Governance Committees, which are available on our website at www.alliantenergy.com/investors under the Corporate Governance caption. Directors serve on the following committees as indicated below:

	Audit	Compensation and Personnel	Nominating and Governance	Environmental, Nuclear, Health and Safety	Capital Approval	Executive
Patrick E. Allen	.			.		
Michael L. Bennett	.		.*		.	.
Darryl B. Hazel	.		.			
Patricia L. Kampling					**	**
Singleton B. McAllister			.	.		
Ann K. Newhall		.*		.	.	.
Dean C. Oestreich			.	.*	.	.
David A. Perdue		.	.			
Judith D. Pyle		.		.		
Carol P. Sanders	.*	.				.

* Committee Chairperson

** Non-voting Committee Chairperson

The following is a description of each of these committees. Joint meetings in the descriptions below refer to meetings of the Company, IPL and WPL.

Audit Committee

The Audit Committee held six joint meetings in 2012. The committee currently consists of C. P. Sanders (Chair), P. E. Allen, M. L. Bennett and D. B. Hazel. Each of the members of the committee is independent as defined by the New York Stock Exchange (NYSE) corporate governance listing standards and applicable SEC rules. The Board of Directors has determined that Ms. Sanders and the other three committee members each qualify as an audit committee financial expert as defined by SEC rules.

The Audit Committee is responsible for assisting the Board of Directors in oversight of: (1) the integrity of our financial statements; (2) our compliance with legal and regulatory requirements; (3) the independent registered public accounting firm's qualifications and independence; and (4) the performance of our internal audit function and independent registered public accounting firm. The committee is also directly responsible for the appointment, retention, termination, compensation and oversight of our independent registered public accounting firm.

Compensation and Personnel Committee

The Compensation and Personnel Committee held six joint meetings in 2012. The committee currently consists of A. K. Newhall (Chair), D. A. Perdue, J. D. Pyle and C. P. Sanders. The Board of Directors has determined that each of the four members of the committee is independent as defined by the NYSE corporate governance listing standards and applicable SEC rules.

The Compensation and Personnel Committee reviews and approves corporate goals and objectives relevant to Chief Executive Officer compensation and the compensation of the other executive officers, evaluates the Chief Executive Officer's performance and determines and approves, either as a committee or together with the other independent directors, the Chief Executive Officer's compensation level based on its evaluation of the Chief Executive Officer's performance in addition to reviewing and approving the recommendations of the Chief Executive Officer with regard to the other executive

officers. The committee has responsibilities with respect to our executive compensation and performance pay programs and management development programs. It also makes recommendations to the Nominating and Governance Committee regarding compensation for the non-management directors.

To support and assist the Compensation and Personnel Committee in carrying out its mission, the committee has the authority, in its sole discretion, to retain, compensate, oversee and terminate the services of outside advisors, experts and others to assist the committee. The expenses associated with such outside advisors, experts and others are paid by the Company. For 2012, the committee engaged Pay Governance LLC, or Pay Governance, as an outside compensation consultant to serve as an advisor in evaluating the compensation of our Chief Executive Officer, other named executive officers and our outside non-management directors. Pay Governance also provides assistance and serves as an advisor and provides market information and trends regarding executive compensation programs; provides benchmarking and competitive market reviews of our executive officer total compensation; assists with the design of our short- and long-term performance pay programs and executive retirement programs as well as assisting management with the implementation of these programs; and other consulting services at the request of the Committee. A representative of Pay Governance generally attends meetings of the committee, is available to participate in executive sessions and communicates directly with the committee. We will pay to Pay Governance its fees as determined by the Committee upon the Committee's request as well as related out-of-pocket expenses of Pay Governance.

Prior to the initial engagement of Pay Governance and again during 2012, the Compensation and Personnel Committee assessed the independence of Pay Governance, taking into account the following factors:

the provision of other services to us by Pay Governance and its advisors;

the amount of fees received from us by Pay Governance as a percentage of Pay Governance's total revenues;

the policies and procedures of Pay Governance that are designed to prevent conflicts of interest;

any business or personal relationship of the applicable advisor of Pay Governance with a member of the committee;

any of our stock owned by the applicable Pay Governance advisor; and

any business or personal relationships between our executive officers and the applicable advisor of Pay Governance or Pay Governance.

Following this assessment, the Compensation and Personnel Committee determined that there was no conflict of interest present and that Pay Governance provided the committee with appropriate assurances and confirmation of its independent status as the committee's advisor.

The Compensation and Personnel Committee reviews and approves all elements of our executive compensation programs. Our Chief Executive Officer provides input to the committee in the assessment, design and recommendation of executive compensation programs, plans and awards. Annually, the Chief Executive Officer reviews with the committee market data provided by Towers Watson about the comparable companies that are identified as our peer group to help verify survey job information adequately captures officers' duties. Based on that data, the Chief Executive Officer recommends to the committee base salary adjustments and short- and long-term performance pay targets in relation to external market data while also considering internal equity considerations and executive officers' individual performance. The Chief Executive Officer provides recommendations to the committee for total annual compensation of executive officers. The Chief Executive Officer does not, however, make any recommendation to the committee regarding his or her own compensation. Further, the Chief Executive Officer and other executive officers assess the performance of those executive officers reporting to them. The Chief Executive Officer is invited to attend all committee meetings to provide an update of progress made toward achievement of annual performance goals and to provide management's views on compensation program design features and components.

The Compensation and Personnel Committee has reviewed the charter for our internal Total Compensation Committee made up of a minimum of four vice presidents. Members are appointed by the Chief Executive Officer or his/her designee with subject matter experts as required. The Compensation and Personnel Committee has delegated to the Total Compensation Committee various powers of design and administration associated with our compensation and benefit plans for non-executive salaried and hourly employees. The Compensation and Personnel

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Committee reviews the minutes and actions of the Total Compensation Committee. The Compensation and Personnel Committee has also reviewed the charter for our

internal Investment Committee. The Investment Committee is made up of at least three members, but no more than six members, including two vice presidents who are generally knowledgeable in investment and financial matters. Members are appointed by our Chief Financial Officer. The Compensation and Personnel Committee has delegated to the Investment Committee various powers regarding managing investment assets of our benefit and compensation plans and programs. The Compensation and Personnel Committee reviews the investment policies related to these benefit and compensation plans on an annual basis.

Nominating and Governance Committee

The Nominating and Governance Committee held six joint meetings in 2012. The committee currently consists of M. L. Bennett (Chair), D. B. Hazel, S. B. McAllister, D. C. Oestreich and D. A. Perdue. Each of the members of the committee is independent as defined by the NYSE corporate governance listing standards and applicable SEC rules.

The Nominating and Governance Committee's responsibilities are to: (1) identify individuals qualified to become members of the Board of Directors, consistent with the criteria approved by the Board, and to recommend nominees for directorships to be filled by the Board or shareowners; (2) identify and recommend members of the Board of Directors qualified to serve on Board committees; (3) develop and recommend to the Board of Directors a set of corporate governance principles; (4) oversee the evaluation of the Board of Directors and our management; (5) oversee our related person transaction policy; and (6) advise the Board of Directors with respect to other matters relating to our corporate governance. The committee receives and acts upon recommendations from the Compensation and Personnel Committee regarding the compensation for non-management directors for consideration by the Board of Directors. The committee is responsible for evaluating nominees for director and director candidates based on such criteria and for seeking to assure that the specific talents, skills and other characteristics that are needed to increase the effectiveness of the Board of Directors are possessed by an appropriate combination of directors. Our Corporate Governance Principles, as adopted by the Board of Directors, provide insight for the committee on the consideration of appropriate criteria for director nominees.

In making recommendations of nominees to serve as directors to the Board of Directors, the committee will examine each director nominee on a case-by-case basis regardless of the source of the recommendation and take into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills or financial acumen, diversity of viewpoint and industry knowledge. However, the committee believes that, to be recommended as a director nominee, each candidate must:

display the highest personal and professional ethics, integrity and values;

have the ability to exercise sound business judgment;

be highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policy-making level in business, government, education, technology or public interest;

have relevant expertise and experience, and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience;

be independent of any particular constituency, be able to represent all of our shareowners and be committed to enhancing long-term shareowner value; and

have sufficient time available to devote to activities of the Board of Directors and to enhance his or her knowledge of our business.

The Nominating and Governance Committee also believes the following qualities or skills are necessary for one or more directors to possess:

At least one director should have the requisite experience and expertise to be designated as an audit committee financial expert as defined by the applicable rules of the SEC.

Directors generally should be active or former senior executive officers of public companies or leaders of major and/or complex organizations, including commercial, governmental, educational and other non-profit institutions.

Directors should be selected so that the Board of Directors is a diverse body, with diversity reflecting age, gender, race and professional experience.

The Nominating and Governance Committee has determined that each nominee for director, as well as each continuing member of the Board of Directors, satisfies the applicable criteria for directors outlined above. In addition, the committee annually reviews particular attributes, qualities and skills attendant to the members of our Board of Directors and documents this annual assessment through the use of a directors' qualifications and experience matrix that assesses directors' experiences and expertise in areas such as strategic leadership, financial literacy, operations, customer perspective, legal, regulatory, human resources, technology, risk management, environmental and safety, and diversity initiatives. Diversity is a component of our core value of respect. We strive to create a workplace where people of diverse backgrounds, talents and perspectives support our mission. Diversity is reflected in our directors' qualification and experience matrix, in the criteria specified for use in the evaluation of our director nominees by the committee and in the Board of Directors' responsibilities in advising and counseling management. Specifically, our Corporate Governance Principles provide that the Board of Directors is responsible for using the broad range of experiences and perspectives of directors to advise and counsel management, both in meetings and in informal consultations, on significant issues facing the Company. In its annual performance evaluation, the committee assesses whether it effectively identifies individuals qualified to be nominated to the Board of Directors for election by the shareowners consistent with the criteria approved by the Board of Directors. We believe that our Board of Directors has been effective in assembling a diverse body of individuals as measured by the criteria of age, gender, ethnicity and professional experience specified in our Corporate Governance Principles.

The Nominating and Governance Committee will consider nominees recommended by shareowners in accordance with our Nominating and Governance Committee Charter and our Corporate Governance Principles. Any shareowner wishing to make a recommendation should write to our Corporate Secretary and include appropriate biographical information concerning each proposed nominee. The Corporate Secretary will forward all recommendations to the committee. Our Bylaws also set forth certain requirements for shareowners wishing to nominate director candidates directly for consideration by shareowners. These provisions require such nominations to be made pursuant to timely notice (as specified in the Bylaws) in writing to our Corporate Secretary.

We and the Nominating and Governance Committee maintain a file of recommended potential director nominees, which is reviewed at the time a search for a new director needs to be performed. To assist the committee in its identification of qualified director candidates to replace Ms. Pyle following her retirement at the 2013 Annual Meeting of Shareowners, the committee has engaged an outside search firm. The search firm has been provided candidate criteria consistent with those described above with an emphasis on particular qualifications, experience and attributes as communicated to the search firm by the committee.

The Nominating and Governance Committee has the responsibility to periodically review and make recommendations to the Board of Directors regarding policies and procedures for selection of the Chief Executive Officer and succession planning in the event of an emergency or the retirement of the Chief Executive Officer. The committee, in conjunction with the full Board, discusses succession planning and other management development issues at least annually and more often, as necessary.

The Nominating and Governance Committee is responsible for ensuring that new members of our Board of Directors have an appropriate orientation to our company and their responsibilities as directors to permit them to become familiar with the industry, business units and corporate governance processes of our company. The committee is also responsible for ensuring that a process is in place to provide educational opportunities on an ongoing basis to help assure that each director has the necessary skills to perform his or her responsibilities as a director. The committee has established an aspirational continuing education guideline for approximately one half of the members of our Board of Directors to attend a continuing education program every year.

Environmental, Nuclear, Health and Safety Committee

The Environmental, Nuclear, Health and Safety Committee held two joint meetings in 2012. The committee currently consists of D. C. Oestreich (Chair), P. E. Allen, S. B. McAllister, A. K. Newhall and J. D. Pyle. Each of the members of the committee is independent as defined by the NYSE corporate governance listing standards and applicable SEC rules.

The Environmental, Nuclear, Health and Safety Committee's responsibilities are to review environmental policy and planning issues of interest to us, including matters involving the Company before environmental regulatory agencies and compliance with air, water and waste regulations. The committee also reviews health- and safety-related policies, activities and operational issues as they affect employees, customers and the general public.

Capital Approval Committee

The Company's Capital Approval Committee held one meeting in 2012. The committee currently consists of M. L. Bennett, A. K. Newhall and D. C. Oestreich. Ms. Kampling is the Chair and a non-voting member of this committee.

The purpose of the Capital Approval Committee is to evaluate certain investment proposals where (1) an iterative bidding process is required, and/or (2) the required timelines for a proposal would not permit the proposal to be brought before a regular meeting of the Board of Directors and/or a special meeting of the full Board of Directors is not practical or merited.

Executive Committee

The Executive Committee held no meetings in 2012. The committee currently consists of M. L. Bennett, A. K. Newhall, D. C. Oestreich and C. P. Sanders, each the Chairperson of a committee. Ms. Kampling is the Chair and a non-voting member of this committee.

The purpose of the Executive Committee is to possess all the powers and authorities of the Board of Directors when the Board is not in session, except for the powers and authorities excluded for such a committee under the Wisconsin Business Corporation Law. The committee meets only when a regular, or special, Board of Directors meeting, or a meeting of the Capital Approval Committee, would be impractical and an important need exists that requires action.

Attendance and Performance Evaluations

Our Board of Directors held eight meetings in 2012, seven of which were joint meetings. Each director attended at least 75% of the aggregate number of meetings of the Board and Board committees on which he or she served.

The Board of Directors and each Board committee conduct performance evaluations annually to determine their effectiveness and suggest improvements for consideration and implementation. In addition, the Compensation and Personnel Committee evaluates the performance of the Chief Executive Officer on an annual basis.

Members of our Board of Directors are expected to attend our annual meeting of shareowners. All members of our Board of Directors were present for our 2012 Annual Meeting, with the exception of Ms. Pyle.

CORPORATE GOVERNANCE

Corporate Governance Principles

Our Board of Directors has adopted Corporate Governance Principles that, in conjunction with the Board committee charters, establish processes and procedures to help ensure effective and responsive governance by the Board. The Corporate Governance Principles are available on our website at www.alliantenergy.com/investors under the "Corporate Governance" caption.

The Board of Directors has adopted certain categorical standards of independence to assist it in making determinations of director independence under the NYSE corporate governance listing standards. The categorical standards are available in Appendix A to our Corporate Governance Principles available on our website at www.alliantenergy.com/investors under the "Corporate Governance" caption.

The Board of Directors also gave consideration to certain other factors in relation to an independence determination. Messrs. Allen, Hazel, Oestreich and Ms. Pyle serve as consultants, executive officers and/or directors of companies that are customers of our public utility subsidiaries. These customer relationships do not constitute a material relationship under the NYSE corporate governance listing standards cited above or the SEC rules governing related person transactions. However, each of these circumstances was evaluated under the applicable NYSE corporate governance listing standards and applicable SEC rules. The Board determined that these factors did not impair the independence of these directors.

Based on these standards and this evaluation, the Board of Directors has affirmatively determined by resolution that each of Messrs. Allen, Bennett, Hazel, Oestreich, and Perdue and Ms. McAllister, Newhall, Pyle and Sanders has no material relationship with us and, therefore, is independent in accordance with the NYSE corporate governance listing standards. The Board of Directors will regularly review the continuing independence of the directors.

The Corporate Governance Principles provide that at least 75% of the members of the Board of Directors must be independent directors under the NYSE corporate governance listing standards. The Audit, Compensation and Personnel, and Nominating and Governance Committees must consist of all independent directors.

Related Person Transactions

We have adopted a written policy that we will annually disclose information regarding related person transactions that is required by regulations of the SEC to be disclosed, or incorporated by reference, in our Annual Report on Form 10-K. For purposes of the policy:

The term "related person" means any of our directors or executive officers, or nominee for director, and any member of the immediate family of such person.

A related person transaction is generally a consummated or currently proposed transaction in which we were or are to be a participant and the amount involved exceeds \$120,000, and in which the related person had or will have a direct or indirect material interest. A related person transaction does not include:

the payment of compensation by us to our executive officers, directors or nominee for director;

a transaction if the interest of the related person arises solely from the ownership of our shares and all shareowners receive the same benefit on a pro rata basis;

a transaction in which the rates or charges involved are determined by competitive bids, or that involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed and in conformity with law or governmental authority; or

a transaction that involves our services as a bank, transfer agent, registrar, trustee under a trust indenture, or similar services.

Furthermore, a related person is not deemed to have a material interest in a transaction if the person's interest arises only (i) from the person's position as a director of another party to the transaction; (ii) from the ownership by such person and all other related persons, in the aggregate, of less than a 10% equity interest in another person (other than a partnership) that is a party to the transaction; (iii) from such person's position as a limited partner in a partnership and all other related persons have an interest of less than 10% of, and the person is not a general partner of or holds another position in, the partnership; and (iv) from both such director position and ownership interest. Pursuant to the policy, each of our executive officers, directors and nominees for director is required to disclose to the Nominating and Governance Committee of the Board of Directors certain information regarding the related person transaction for review, approval or ratification by the Nominating and Governance Committee. Such disclosure to the Nominating and Governance Committee should occur before, if possible, or as soon as practicable after the related person transaction is effected, but in any event as soon as practicable after the executive officer, director or nominee for director becomes aware of the related person transaction.

The Nominating and Governance Committee's decision whether or not to approve or ratify the related person transaction should be made in light of the Committee's determination as to whether consummation of the transaction is believed by the Committee to not be, or to have been contrary to, the best interests of our company. The Committee may take into account the effect of a director's related person transaction on such person's status as an independent member of our Board of Directors and eligibility to serve on Board committees under SEC and NYSE rules.

Based on these standards, we had no related person transactions in 2012, and no related person transactions are currently proposed.

Board Leadership Structure; Executive Sessions

Our Bylaws and our Corporate Governance Principles provide that the Board of Directors is responsible to select a Chairperson and a Chief Executive Officer. Our Corporate Governance Principles also provide that the Board of Directors should have the flexibility to decide whether it is best for our company that the two positions be filled by the same individual and that, if the Chairperson of the Board is not an independent director, the chairperson of the Nominating and Governance Committee will be designated the Lead Independent Director. The Board of Directors has determined that the positions of Chairperson of the Board and Chief Executive Officer should be held by one individual with the use of a Lead Independent

Director. In choosing to combine the roles of Chairperson of the Board and Chief Executive Officer, the Board of Directors has expressed its belief that our management, through the Chairperson and Chief Executive Officer, should have the primary accountability, and the responsibility to act as the spokesperson, for us. The Board of Directors believes that maintaining the positions of Chairperson and Chief Executive Officer in a single individual will promote a consistent and accurate message to our investors, employees, customers and other constituencies.

While our Corporate Governance Principles do not grant the Lead Independent Director any special authority over management, both the Board of Directors and management recognize the Lead Independent Director as a key position of leadership within the Board of Directors. Our Corporate Governance Principles do provide that the Lead Independent Director will preside at regular executive sessions of the Board of Directors without management participation. We believe that the use of a Lead Independent Director has proven effective for us and has greatly facilitated communication of important issues between the Board of Directors and the Chief Executive Officer. Subsequent to the adoption of our Corporate Governance Principles formally establishing the Lead Independent Director position, our Lead Independent Director's role has developed to include additional board governance activities, including the following examples:

communicating applicable information arising out of the deliberations in executive sessions to the Chairperson and Chief Executive Officer;

reviewing with the Chairperson and Chief Executive Officer items of importance for consideration by the Board of Directors;

acting as principal liaison between the independent directors and the Chairperson and Chief Executive Officer on sensitive issues;

discussing with the Chairperson and Chief Executive Officer important issues to assess and evaluate the view of the Board of Directors;

consulting and meeting with any or all of our independent directors, at the discretion of either party and with or without the attendance of the Chairperson and Chief Executive Officer;

in conjunction with the Nominating and Governance Committee, recommending to the Chairperson the membership of the various board committees and selection of the board committee chairs;

in conjunction with the Nominating and Governance Committee, interviewing all board candidates and making recommendations to the Board of Directors on director nominees;

mentoring and counseling new members of the Board of Directors to assist them in becoming active and effective directors;

in conjunction with the Nominating and Governance and Compensation and Personnel Committees, reviewing and approving the philosophy of, and program for, compensation of the independent directors; and

evaluating, along with the other members of the Board of Directors, the Chief Executive Officer's performance and meeting with the Chief Executive Officer to discuss the Board of Directors' evaluation.

As the Chairperson of the Nominating and Governance Committee, Mr. Bennett is currently designated as the Lead Independent Director. At every regular meeting of the Board of Directors, the independent directors meet in executive session with no member of our management present.

Risk Oversight

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Our Corporate Governance Principles provide that the Board of Directors is responsible for overseeing and understanding our vision and mission, strategic plan, overall corporate risk profile, risk parameters and annual operating plan for monitoring whether these plans are being implemented effectively. The Board of Directors annually conducts a broad based risk assessment. For 2012, this risk assessment was conducted in association with reviews by the vice president and treasurer. The methodology of the risk assessment identifies key themes and trends, quantifies our key risks and develops mitigation plans and strategies. This assessment provides the platform to develop appropriate audit plans and to ensure resources are devoted

to areas having the highest risk. This assessment culminates in the Strategic Risk Assessment Report to the Board of Directors. On an on-going basis, the Audit Committee regularly discusses our policies with respect to risk assessment and risk management, our financial risk exposures and the steps we have taken to monitor and control such exposures. The Board of Directors relies on the Compensation and Personnel Committee to address potential risks arising from our general compensation programs and policies for all employees, and the Compensation and Personnel Committee conducted an assessment in 2012 of these policies and practices to determine whether risks arising from them were reasonably likely to have a material adverse effect on us as described in further detail under Compensation Committee Risk Assessment below.

Communication with Directors

Shareowners and other interested parties may communicate with the full Board, non-management directors as a group or individual directors, including the Lead Independent Director, by providing such communication in writing to our Corporate Secretary, who will post such communications directly to our Board of Directors website.

Ethical and Legal Compliance Policy

We have adopted a Code of Conduct, that serves as our code of ethics, and that applies to all employees, including our chief executive officer, chief financial officer and chief accounting officer, as well as our Board of Directors. We make our Code of Conduct available on our website at www.alliantenergy.com/investors under the Corporate Governance caption. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, the Code of Conduct by posting such information on our website.

OWNERSHIP OF VOTING SECURITIES

Listed in the following table are the number of shares of our common stock beneficially owned as of February 28, 2013, by (1) the executive officers listed in the Summary Compensation Table, (2) all of our director nominees and directors, and (3) all director nominees, directors and the executive officers as a group. The directors and executive officers as a group owned less than 1% of the outstanding shares of common stock on that date. No individual director or officer owned more than 1% of the outstanding shares of common stock on that date. No director or officer owns any other equity of Alliant Energy Corporation or any of its subsidiaries.

NAME OF BENEFICIAL OWNER	SHARES BENEFICIALLY OWNED ⁽¹⁾
EXECUTIVE OFFICERS⁽²⁾	
Thomas L. Aller	59,803 ⁽³⁾
Thomas L. Hanson	37,105 ⁽³⁾
John O. Larsen	26,904 ⁽³⁾
James H. Gallegos	13,860
Wayne A. Reschke	13,891
DIRECTOR NOMINEES	
Michael L. Bennett	32,066 ⁽³⁾
Darryl B. Hazel	11,263 ⁽³⁾
David A. Perdue	25,460 ⁽³⁾
DIRECTORS	
Patrick E. Allen	1,994 ⁽³⁾
William D. Harvey	128,781 ⁽³⁾⁽⁴⁾
Patricia L. Kampling	77,063 ⁽³⁾⁽⁵⁾
Singleton B. McAllister	14,249 ⁽³⁾
Ann K. Newhall	19,736 ⁽³⁾
Dean C. Oestreich	21,156 ⁽³⁾
Judith D. Pyle	19,259 ⁽⁶⁾
Carol P. Sanders	17,400 ⁽³⁾
All Executive Officers and Directors as a Group (17 people)	523,063 ⁽³⁾

(1) Total shares of Company common stock outstanding as of February 28, 2013 were 110,922,015.

(2) Stock ownership of Mr. Harvey and Ms. Kampling is shown with the directors.

(3) Included in the beneficially owned shares shown are indirect ownership interests with shared voting and investment powers: Mr. Harvey 3,769 and Mr. Aller 1,000; shares of common stock held in deferred compensation plans: Mr. Allen 479, Mr. Bennett 31,549, Mr. Hazel 10,559, Ms. Kampling 1,692, Ms. McAllister 8,368, Ms. Newhall 18,520, Mr. Oestreich 20,156, Mr. Perdue 25,460, Ms. Sanders 17,400, Mr. Aller 9,304, Mr. Hanson 4,328, Mr. Larsen 7,059, (all executive officers and directors as a group 154,874); and stock options exercisable on or within 60 days of February 28, 2013: Mr. Aller 21,654 (all executive officers and directors as a group 21,654).

(4) Mr. Harvey retired effective March 31, 2012. The number of shares reported in the table above is as of January 8, 2013, the last date on which we were able to obtain the information for Mr. Harvey.

(5) Includes 15,011 shares pledged to secure loans.

(6) Ms. Pyle will retire effective on the day of the 2013 Annual Meeting of Shareowners.

The following table sets forth information, as of December 31, 2012, regarding beneficial ownership by the only persons known to us to own more than 5% of our common stock. The beneficial ownership set forth below has been reported on Schedule 13G filings with the SEC by the beneficial owners.

Amount and Nature of Beneficial Ownership

Name and Address of Beneficial Owner	Voting Power		Investment Power		Aggregate	Percent of Class
	Sole	Shared	Sole	Shared		
BlackRock, Inc. (and certain affiliates) 40 East 52 nd Street New York, NY 10022	9,740,268	0	9,740,268	0	9,740,268	8.78%

We own all of the outstanding common stock of IPL and WPL. None of our directors or officers own any shares of preferred stock of IPL or WPL. As of December 31, 2012, Wells Fargo and Company owned 12,942 shares which represented 19.92 percent of the 4.96% series of WPL preferred stock. On March 20, 2013, WPL redeemed all series and outstanding shares of its preferred stock.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

This compensation discussion and analysis explains our compensation philosophy, policies and practices with respect to our named executive officers. For calendar year 2012, our named executive officers were:

Named Executive Officer	Title
Patricia L. Kampling	Chairman of the Board of Directors, Chief Executive Officer and President, and Chairman and Chief Executive Officer of IPL and WPL
Thomas L. Hanson	Senior Vice President and Chief Financial Officer
Thomas L. Aller	Senior Vice President Operations Support and President of IPL
John O. Larsen	Senior Vice President Generation and President of WPL
James H. Gallegos	Vice President and General Counsel

Additionally, per proxy regulations, the compensation of the Company's former President, Chief Executive Officer and Chairman of the Board, William D. Harvey, who retired effective March 31, 2012, and Wayne A. Reschke, Vice President Human Resources, whose position ceased to be an executive officer position in 2012, is described herein.

Linkages Between Company Performance and Executive Compensation

Our core business is delivering regulated electric and natural gas service in our Iowa, Wisconsin and Minnesota service territories. We deliver value to our shareowners and customers through three key elements: competitive costs, safe and reliable service, and balanced generation. We refer to the achievement of these elements as our strategic plan.

In 2012, we delivered strong performance both to our shareowners and our customers despite the continued challenging macroeconomic and competitive environment.

We note the following Company performance achievements in 2012:

Adjusted 2012 utility earnings per share of \$2.87 exceeded the target of \$2.75 and represented a 5.5% increase over 2011 adjusted results. (Adjustments are described below.)

At the end of 2012, our relative total shareowner return compared to the Edison Electric Institute (EEI) Stock Index was at the 55th percentile for the last year, the 87th percentile over the last three years and the 53rd percentile over the last five years.

At the end of 2012, our relative total shareowner return compared to the S&P Midcap Utility Index performed at the 47th percentile for the last year, the 89th percentile over the last three years and the 47th percentile over the last five years.

For the one-, three- and five-year periods ending on December 31, 2012, our total shareowner returns were approximately 4%, 65% and 36%, respectively.

2012 adjusted cash flows from our utilities and service company of \$743 million exceeded the 2012 target of \$700 million.

Cumulative, operational goal performance in 2012 was above target.

The following table demonstrates our pay for performance linkage by displaying the results of our financial performance goals used in our performance pay programs and performance payouts over the past three years.

Year	Adjusted Utility Earnings Per Share From Continuing Operations*	Target Utility Earnings Per Share from Continuing Operations	Annual Performance Payout as % of Target	Relative Total Shareowner Return (Three Years)**	Performance Share Payout as % of Target	Performance
						Contingent
						Stock Vesting
2010	\$2.68	\$2.45	130%	45 th percentile	75%	Yes
2011	\$2.72	\$2.70	101%	75 th percentile	162.5%	Yes
2012	\$2.87	\$2.75	119%	89 th percentile	197.5%	No

* Throughout this discussion, references to utility earnings include earnings from our utilities and service company.

** Total Shareowner Return as compared to the S&P Utility Midcap Index.

Review of Our Executive Compensation Program

The Company's Compensation and Personnel Committee (the Compensation Committee) regularly reviews our executive compensation program, market trends and corporate governance practices. The Compensation Committee has made several changes in the past to improve our corporate governance and ensure that we are providing appropriate compensation and benefits to our named executive officers, including:

We have made continued progress on our policy to reduce and substantially eliminate the amount of perquisites paid to our named executive officers. For example, in 2012, we suspended new supplemental retirement plans for future officers.

In 2013, we adopted a policy prohibiting future pledging of company stock.

In 2011, we adopted a broader peer group to determine relative shareowner return, which better reflected our market capitalization, for measuring performance for purposes of our long-term performance share grants.

In 2011, we discontinued the use of personal performance modifiers under our Management Incentive Compensation Plan with respect to our named executive officers in order to ensure that all annual performance payouts to our named executive officers are contingent solely on Company performance.

In 2011, we undertook a review of our compensation programs, which resulted in the amendment of many such programs to better reflect market practices and to enact several technical and legal changes to our plans, such as tightening the definition of change in control.

Our annual performance pay plan includes clawback language.

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None of our existing executive separation arrangements have Section 280G gross-up provisions.

Executive Compensation Objectives and Principles

We believe that our strategic plan is best implemented if our executive compensation program is designed to achieve the following key compensation objectives:

Reward Strong Performance: motivate and reward executives to contribute to the achievement of our business objectives by strengthening the relationship between pay and performance through variable at-risk compensation.

Align Executives and Shareowners Interests: align named executive officers' interests with those of our shareowners by delivering a significant proportion of total compensation through equity and tying a portion of our long-term pay directly to total shareowner return.

Attract and Retain Valuable Officers: attract and retain the best possible personnel through competitive compensation that is comparable to that of similar companies.

We believe these objectives attract, retain and motivate a highly proficient executive management team that is actively engaged in producing results for our shareowners and customers. Based on these objectives, the Company's Compensation Committee considered the principles and the other factors described below when making compensation decisions.

We adhere to the following compensation principles, which are intended to facilitate the achievement of our compensation objectives:

Target Total Compensation to Market Median: total aggregate compensation levels should be targeted at the median (50th percentile) of total aggregate compensation paid in the market.

At-Risk Compensation: a substantial portion of our named executive officers' compensation should be based on achievement of performance goals, with long-term equity awards delivering a majority of the performance-based pay.