

FIRST OF LONG ISLAND CORP  
Form 8-K  
March 07, 2012

---

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

---

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported) – March 1, 2012

## The First of Long Island Corporation

(Exact Name of Registrant as Specified in Charter)

New York (State or Other Jurisdiction of Incorporation)	0-12220 (Commission File Number)	11-2672906 (IRS Employer Identification No.)
10 Glen Head Road, Glen Head, New York (Address of Principal Executive Offices)		11545 (Zip Code)

Registrant's telephone number, including area code - (516) 671-4900

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
- 
-



Item Amendment of Equity Compensation Plan for Directors

1.01.

The Corporation's equity compensation plan for Directors (the "Director Plan") provides for annual restricted stock unit ("RSU") grants to nonemployee directors based on corporate performance. The methodology used to assess corporate performance is the same as that described for executive officers in Item 5.02 of this Form 8-K.

On March 1, 2012, the Board of Directors of the Corporation, upon a recommendation of its Compensation Committee (the "Compensation Committee"), amended the Director Plan to reduce by 15% the value of the target annual RSU grant for the Non-executive Chairman and each other nonemployee director. The Non-executive Chairman's target annual grant was reduced from \$54,900 to \$46,665, and each other nonemployee director's target annual grant was reduced from \$27,450 to \$23,333. Additionally, the Director Plan was amended to provide that if in any year the Corporation achieves a safety rating of "exceeds standards" as determined by the Compensation Committee, the Non-executive Chairman's equity grant for that year as well as the equity grant for each of the other nonemployee directors will be increased by 15% of the pre-reduction targets.

Item Amendment of Incentive Compensation Plan for Executive Officers

5.02.

The Bank's incentive compensation plan for executive officers (the "Plan") allocates total annual incentive compensation between cash and RSUs. Forty-five percent (45%) is allocated to short-term incentive compensation in the form of a cash bonus, whereas the remaining fifty-five percent (55%) is allocated to long-term incentive compensation in the form of an RSU grant.

On March 1, 2012, the Board of Directors of the Corporation, upon a recommendation of its Compensation Committee, amended the Plan to reduce the annual target for total incentive compensation from 75% to 60% of base salary for the CEO and from 70% to 55% of base salary for the Corporation's other executive officers. Additionally, the maximum total annual incentive compensation for the CEO and other executive officers was reduced from 150% to 125% of the annual target for such compensation, and the net income and ROA necessary to achieve the maximum total annual incentive compensation was reduced from 175% and 150% of target for each of these metrics, respectively, to 125% of target for each. The Plan was also amended to provide that if in any year the Corporation achieves a safety rating of "exceeds standards" as determined by the Compensation Committee, each executive officer's total incentive compensation for that year will be increased by 15% of their base salaries.

Incentive Compensation – CEO, CFO and SEVP. Annual incentive compensation awarded to the CEO, CFO and SEVP is based on the Corporation's performance for the past year as measured by three metrics, namely net income, ROA and bank safety. The weight assigned to each of these metrics is 50%, 35% and 15%, respectively. The Committee selects a range within which corporate performance must fall for annual incentive compensation to be earned. The range consists of a threshold level, or minimum performance level necessary to earn incentive compensation and below which no incentive compensation will be paid, a maximum level, or performance level necessary to earn the maximum incentive compensation and beyond which no additional incentive compensation will be paid, and a target level, or performance level necessary to earn the target incentive compensation. The target levels of performance for net income and ROA are derived from the Corporation's current strategic plan, and the target level of performance for bank safety is "meets standards." The maximum and threshold level of performance for net income and ROA is 125% and 75%, respectively, of the target levels, and the maximum and threshold levels of performance for bank safety are "exceeds standards" and "needs improvement," respectively. Net income and ROA performance greater than the threshold level but less than the maximum level will result in incentive compensation being paid on account of these metrics proportionately greater than the minimum incentive compensation but less than the maximum incentive compensation. For bank safety, a rating of "needs improvement" will result in no incentive compensation

being paid with respect this metric and a rating of “exceeds standards” will result in additional incentive compensation being paid with respect to this metric equal to 15% of base salary.

1

---

The annual incentive compensation target for the CEO is equal to sixty percent (60%) of his base salary, while the annual incentive compensation target for the CFO and SEVP is equal to fifty-five percent (55%) of their base salaries. Failure to achieve at least the threshold level of performance results in no incentive compensation being paid. Achievement of the threshold level of performance results in annual incentive compensation equal to 25.5% of base salary for the CEO and 23.375% of base salary for the CFO and SEVP. Performance at or beyond the maximum level of performance results in annual incentive compensation equal to 87.75% of base salary for the CEO and 81.69% of base salary for the CFO and SEVP.

Awards of RSUs may be convertible into shares of the Corporation's common stock after three (3) years. The ability to convert RSUs into shares of common stock and the related conversion ratio will be dependent on the Corporation's performance in the third year of the three calendar year period beginning in the year in which the RSUs were awarded. Corporate performance for purposes of converting RSUs will be assessed using net income and ROA.

For the CEO, CFO and SEVP, the cash bonus component of incentive compensation can be increased or decreased at the discretion of the Committee.

**Incentive Compensation – Other Executive Officers.** The annual incentive compensation target for the Corporation's other executive officers, currently consisting of the EVP Senior Lending Officer, EVP Senior Operations Officer and EVP Executive Trust Officer, is equal to fifty-five (55%) of base salary. Like the CEO, CFO and SEVP, 45% of the annual target for incentive compensation is allocated to cash bonuses and 55% is allocated to RSU awards. However, unlike the CEO, CFO and SEVP, only 80% of the cash bonus allocation for the EVP Senior Lending Officer and EVP Senior Operations Officer is determined by corporate performance, with the remaining 20% determined by personal performance. Furthermore, the EVP Executive Trust Officer's entire cash bonus and equity award allocations are determined by personal performance. Personal performance for this group of executive officers is measured by the achievement of goals assigned to them by the CEO. All other aspects of incentive compensation for this group of executive officers is determined in the same manner as for the CEO, CFO and SEVP.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

The First of Long Island Corporation  
(Registrant)

Date: March 5, 2012

By: /s/ Mark D. Curtis  
Mark D. Curtis  
Senior Vice President & Treasurer  
(principal accounting & financial officer)