

MILLER HERMAN INC
Form DEF 14A
August 30, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A
(Rule 14a - 101)
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

Herman Miller, Inc.

(Name of Registrant as Specified In Its Charter)

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

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- x No fee required.
- o Fee computed below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: o
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 - (3) Filing Party:
 - (4) Date Filed:
-

August 30, 2011

Dear Fellow Herman Miller Shareholder,

After a couple of difficult years, I'm happy to report to you that Herman Miller's employees and the creative network we're part of have turned in a remarkable performance. Thanks to the effort, perseverance, and patience on the parts of Herman Miller's employee-owners, we have emerged from a tough period with our values intact, our competitive position strong, and our strategy from past years beginning to pay off.

As I said last year, I'm pleased that we were able to balance three things-honoring our obligations to investors, keeping the talent we have, and investing in ways that broaden our markets. When we balance all of these things, we are making sure the Herman Miller community will thrive for years to come.

The core of our business continues to center on serving the furniture needs of businesses within North America. Over the past six years, however, we have made a deliberate and sustained effort to broaden our mix of customers and channels to market. We have pursued this direction through both internal development and acquisitions. We are beginning to see positive results from this broadening and deepening of our markets. This more diverse customer base is beginning to provide great opportunities for growth and future stability during economic cycles.

Financial highlights

We recorded the largest increase in sales in a 1-year period in Herman Miller's history. Earnings per share were \$1.06, up from \$.43 last year-a 147% improvement. Our EVA rose from \$6.4M to \$26.6 million, we achieved a Return on Invested Capital of 27% on the full year, and we generated \$91 million cash from operations. We reduced our debt by \$50 million and contributed over \$50 million to employee pension plans. These last two items were important goals we had set to improve our financial flexibility for dealing with economic cycles in coming years.

Special thanks and recognition go to our sales teams in each of the business units. They did a great job of connecting with our customers and dealers. In particular, the North America Work business sales team had great success implementing our strategy to drive market share and increase sales to our dealers.

The International team had a very strong business rebound, led by the team in Asia, who has continued to increase our presence in the region and build on our relationship with POSH, a leading manufacturer and distributor of quality office furniture in Asia. Since 2008, we have had a strategic alliance with POSH. In March, 2011, we entered into an agreement to acquire the company, and we plan to complete this acquisition this fiscal year. This year we opened a new showroom in Hong Kong and a new retail store in Tokyo.

The Geiger team had the largest percentage increase in orders with a year-over-year rise of 76%. Sales at Geiger were up 26%. The Retail team had another strong year and exceeded our expectations with our new on-line retail store. As you can see, great performance in a wide range of markets contributed strongly to the great year we had. We look forward to continued broad performance.

New products and showrooms

In 2011, we invested \$35 million in product development; we spent on average over the previous four years 2.2% of sales on R&D. This year, we began to see results. We introduced a remarkable number of new products, and made significant progress in strengthening the impact of our facilities on customer encounters and sales. In fiscal 2011, approximately 22% of total revenue was derived from sales of products introduced over the past four years.

* Herman Miller Healthcare continues to develop. Two years ago we acquired Nemschoff, and last year at NeoCon we re-branded our healthcare business and launched the Compass system. This innovation has been a focal point for demonstrating to our customers and dealers that we are serious about the healthcare business, and it served to act as catalyst for the combined power of Herman Miller and Nemschoff. We have had some significant wins with the combined group and are making great progress toward our long-term vision.

This year, we completely re-directed the GreenHouse public space to be a focus point for all of Herman Miller Healthcare. For the first time, the Herman Miller Healthcare team-including Nemschoff and Brandrud-has a real home. All our products are in one place; we have a great place to interact with customers and a home base for events and demonstrating our history and achievements in healthcare.

* Products from International and the North American Work Business. We launched Canvas Office Landscape; the award winning SAYL line of ergonomic seating; the Arras desk system (from International for the Asian market); the Everywhere tables; the Flo monitor arm; and, several new products from Geiger. Our Research and Development, Marketing and Operations teams did a great job of developing and bringing these important new products to market.

* Herman Miller introduced the word "ergonomics" to our industry in 1976, and we moved last year to strengthen our position as industry leader. We launched the Thrive portfolio of ergonomic solutions, and acquired U.K. technology support company Colebrook Bosson Saunders.

Farewell and thanks to Brian Griffiths

This year marks the 20th and final year Brian Griffiths has served on Herman Miller's Board of Directors. He has served through times of great change at Herman Miller, but his commitment to the company, its shareholders, and its employees has never wavered. On behalf of the many people in the Herman Miller community over the past two decades, I'd like to thank Brian for giving us his wisdom and dedication, and we wish him all the best.

Where to from here?

This past year marked our 106th year as a company and community. Today Herman Miller includes 5,700 people in about 20 countries. The people of our community speak over 25 languages. We continue to find strength in our diversity, and we will continue to work hard to keep our business and community alive, growing, and flexible.

Naturally we cannot predict the future-except to say that, like all corporations, Herman Miller will have to deal with a complex mix of economic, social, and political conditions. We believe the ideas and values behind Herman Miller serve us in good stead. They give us a strong foundation from which to serve our customers and communities, grow and change, and continue to improve the everyday lives of people around the world.

Thank you for supporting us with your investment, and we look forward to the coming years together.

Sincerely,
Brian C. Walker
President and Chief Executive Officer

Notice of Annual Meeting of Shareholders

The Annual Meeting of the Shareholders of Herman Miller, Inc. (the "Company"), will be held on October 10, 2011, by means of remote communication on the Internet at www.virtualshareholdermeeting.com/MLHR11, at 10:30 a.m.

(EDT) for the following purposes:

1. To elect three directors, each for a term of three years
2. To approve the Herman Miller, Inc. 2011 Long-Term Incentive Plan
3. To consider and vote upon a proposal to ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm
4. To vote, on an advisory basis, upon the compensation paid to the Company's named executive officers
5. To vote, on an advisory basis, upon the frequency of future advisory votes on executive compensation
6. To transact such other business as may properly come before the meeting or any adjournment thereof

Shareholders of record at the close of business on August 12, 2011, will be entitled to vote at the meeting.

Please note that this year's Annual Shareholders' Meeting will be held via the Internet only. The accompanying proxy materials include instructions on how to participate in the meeting and the means by which you may vote your shares of Company stock.

We encourage you to vote your Proxy, at your earliest convenience, by one of the following means:

By visiting www.proxyvote.com on the Internet

And if you request paper materials

By calling (within the U.S. or Canada) toll free at 1-800-690-6903; or

By signing and returning your Proxy card

You may also vote at the meeting via the internet by visiting www.virtualshareholdermeeting.com/MLHR11 and following the instructions. Regardless of whether you expect to attend the meeting through the Internet, please vote your shares in one of the ways listed above.

By order of the Board of Directors

Daniel C. Molhoek, Secretary to the Board

August 30, 2011

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Herman Miller, Inc.

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Proxy Statement Dated August 30, 2011

This Proxy Statement and the accompanying Proxy, which are being made available to shareholders on or about August 30, 2011, are furnished to the shareholders of Herman Miller, Inc. (the "Company," "our" or similar pronouns), in connection with the solicitation by the Board of Directors of proxies to be used at the Annual Meeting of Shareholders. This meeting will be held on October 10, 2011, at 10:30 a.m. (EDT). Please note that this year's Annual Meeting will be held via the Internet rather than in person.

How to Participate in the Electronic Meeting

In order to participate in this year's Annual Meeting and submit your questions during the Annual Meeting, please log on to www.virtualshareholdermeeting.com/MLHR11. You will need to enter the 12-digit control number received with your Notice or Proxy to enter the meeting.

Solicitation of Proxies and Voting

Each shareholder, as an owner of the Company, is entitled to vote on matters scheduled to come before the Annual Meeting. The use of proxies allows a shareholder to be represented at the Annual Meeting if he or she is unable to attend the meeting via the Internet.

You can vote by any of the following methods

Vote by Internet Before the Annual Meeting Use your computer to access the website listed on the Proxy (or the written Notice mailed to you) and, with the Proxy or Notice in hand, record your vote. The deadline for Internet voting is 11:59 p.m. (EDT) on October 9, 2011.

Vote by Internet During the Annual Meeting Use your computer to access the website listed on the Proxy (or the written Notice mailed to you) and, with the Proxy or Notice in hand, follow the instructions to vote during the meeting.

If you request paper materials you may also

Vote by Telephone Call the toll free telephone number provided with your Proxy and, with the Proxy in hand, follow the instructions. The deadline for telephone voting is 11:59 p.m. (EDT) on October 9, 2011.

Vote by Mail Complete, date, and sign your Proxy. Mail it in the prepaid envelope provided so that it reaches us before October 10, 2011.

If your Proxy is properly executed, the shares represented by the Proxy will be voted at the Annual Meeting of Shareholders and at any adjournment of that meeting. Where shareholders specify a choice, the Proxy will be voted as specified. If no choice is specified, the shares represented by the Proxy will be voted for the election of all nominees named in the Proxy and for the proposals described in this Proxy Statement.

A Proxy may be revoked prior to its exercise by (i) delivering a written notice of revocation to the Secretary of the Company, (ii) executing and delivering a Proxy at a later date, or (iii) attending the meeting and voting via the

Internet. However, attendance at the meeting does not automatically serve to revoke a Proxy.

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Election of Directors

The Board of Directors of the Company has nominated Mary Vermeer Andringa, J. Barry Griswell and Brian C. Walker for election as directors, each to serve until the 2014 annual meeting. Each of the nominees previously has been elected as a director by our shareholders, and each of the nominees was approved by the Board following the recommendation of our Nominating and Governance Committee.

The latter portion of this Proxy Statement contains more information about the nominees. Unless otherwise directed by a shareholder's proxy, the persons named as proxy voters in the accompanying proxy will vote for the nominees named above. If any of the nominees become unavailable, which is not anticipated, the Board of Directors, at its discretion, may designate substitute nominees, in which event the enclosed proxy will be voted for such substituted nominees. Proxies cannot be voted for a greater number of people than the number of nominees named.

A plurality of the votes cast at the meeting is required to elect the nominees as our directors. Accordingly, the three people who receive the largest number of votes cast at the meeting will be elected as directors. Shares not voted at the meeting, whether by abstention, broker non-vote, or otherwise, will not be treated as votes cast at the meeting.

However, in an election where the only nominees are those recommended by the Board, any director who receives a greater number of votes "withheld" than those "for", will be required to tender his or her resignation under the majority voting provisions of our Corporate Governance Guidelines. Under those Guidelines, the Nominating and Corporate Governance Committee is required to consider the resignation and recommend to the Board whether to accept or reject the tendered resignation. The Board is required to act on the resignation no later than 90 days after certification of the shareholder vote at that meeting. The Company will publicly disclose the Board's decision whether to accept the resignation or the reasons for rejecting the resignation, if applicable.

The Board of Directors currently consists of eleven directors, of which ten are independent. Lord Brian Griffiths of Fforestfach is not standing for re-election; accordingly, as of the date of the Annual Meeting, the Board will consist of ten members. The maximum number of directors for the Board is thirteen. The Amended and Restated Bylaws of Herman Miller, Inc. require that directors shall be divided into three classes, each class to be as nearly equal in number as possible. Each class shall hold office until the third succeeding Annual Meeting and until their successors shall be duly elected and qualified or until their removal or resignation.

The Board of Directors recommends a vote FOR the election of each person nominated by the Board.

Proposal to Approve the Herman Miller, Inc. 2011 Long-Term Incentive Plan

The Board has adopted, subject to your approval, the 2011 Long-Term Incentive Plan (the "Plan"). The Plan will replace the Company's existing Long-Term Incentive Plan that was approved by our shareholders in 1994. Upon approval of the Plan, no additional awards will be granted under the previous plan. No awards under the Plan have been granted or will be granted unless and until the Plan is approved by the Company's shareholders at the Annual Meeting. The Plan provides for the grant of a variety of equity-based awards, described in more detail below, such as stock options, including incentive stock options as defined in section 422 of the Internal Revenue Code, as amended (the "Code"), stock appreciation rights, restricted stock and restricted stock units, performance shares, and other stock based awards. A copy of the Plan is attached as Appendix I to this Proxy Statement.

Purpose of the Plan

The Plan is intended to promote the long-term success of the company for the benefit of its shareholders through stock-based compensation, by aligning the personal interests of the company's key employees with those of its shareholders. The Plan is designed to allow selected, key employees of the company and certain of its subsidiaries to participate financially in the company's future, as well as to enable the company to attract, retain, and reward such employees.

Why You Should Vote in Favor of the Plan

Consistent with the stated purpose of the Plan, we believe our future success depends on our ability to attract, motivate and retain high quality employees and directors and that approval of the Plan is critical to achieving this success. We would be at a severe competitive disadvantage if we could not use equity-based awards to recruit and compensate our employees and directors.

The use of equity as part of our compensation program is also important to our continued success because it fosters a pay-for-performance culture, and rewards the named executive officers for performance that generates consistent and long-term enhancement of shareholder value which are important elements of our overall compensation philosophy. We believe that equity compensation motivates employees to create shareholder value because the value employees realize from equity compensation is based on our stock performance. Because equity compensation awards under the Plan will be subject to vesting and/or performance criteria, the Plan also aligns the goals and objectives of our employees with the interests of our shareholders and promotes a focus on long-term value creation.

Proposal to Approve the Herman Miller, Inc. 2011 Long-Term Incentive Plan (continued)

We also believe we have demonstrated our commitment to sound equity compensation practices. We recognize that equity compensation awards can dilute shareholder equity and, therefore, we have carefully managed our equity incentive compensation to assure that the cost of equity compensation to our shareholders is reasonable in relation to the important benefits gained. Consistent with this commitment, the proposed plan includes the following features:

•Contingent forfeiture of awards (Section 3.3)

•"Claw-back" provision to recoup awards under specific circumstances (Section 3.4)

•No repricing of stock options and stock appreciation rights without prior shareholder approval (Section 3.5)

•Prohibition on certain share recycling practices (Section 4.2.d)

•40% limit on grants of full-value awards and on awards to any one employee (Section 4.3)

•Prohibition on grants of discounted stock options and stock appreciation rights (Sections 6.4.b and 7.2.b)

DESCRIPTION OF THE PLAN

The following is a summary of the key provisions of the Plan and is qualified in its entirety by reference to the full text of the Plan which is attached to this Proxy Statement.

Administration The Plan is administered by the Executive Compensation Committee of the Board (the "Committee"), which is required to consist of no fewer than three non-employee directors, as defined in Rule 16b-3(b)(3) of the Securities Exchange Act of 1934 and each of whom must qualify as an "outside director" under Section 162(m) of the Code. The Committee determines the employees of the company and its subsidiaries who are to be granted awards, the types of awards (or combinations thereof) to be granted, the number of shares of common stock to be covered by each award, the terms and conditions of any award, such as conditions of forfeiture, transfer restrictions, and vesting requirements.

Shares Under the Plan Subject to certain adjustments, the maximum number of shares that may be issued under the Plan is three million shares. No more than 450,000 of the Plan's shares may be awarded to any one employee, and no more than 40% of the Plan's shares may be awarded as full value awards (defined in the Plan as awards other than options or SAR's). Any shares that are subject to awards that terminate by expiration, forfeiture, cancellation, or otherwise, without the issuance of those shares, are credited back to the Plan. However, shares tendered or withheld in connection with the exercise of options or deducted or delivered in connection with a tax withholding obligation, as well as shares purchased by the Company with proceeds of stock option exercises, are not available for future awards under the Plan. No awards under the Plan may be made after the tenth (10th) anniversary of the effective date of the Plan.

Forfeiture of Awards Awards may be subject to forfeiture by participants to the extent a participant violates or breaches any agreement between the participant and the Company or any Company policy or procedure, including the Company's Code of Conduct. Also, awards may be subject to forfeiture if a participant is terminated for cause. Awards under the Plan are subject to mandatory repayment by a participant to the extent that participant is or becomes subject to any Company clawback or recoupment policy or any law or regulation that imposes mandatory recoupment.

Types of Awards

The following types of awards may be granted under the Plan.

An "Option" is a contractual right to purchase a number of shares at a price determined at the date the option is granted. The exercise price included in both incentive stock options and nonqualified stock options must equal at least 100 percent of the fair market value of our stock at the date of the grant. The Plan prohibits the repricing of an option or

stock appreciation rights.

A “Stock Appreciation Right” is an award with the right to receive stock or cash of an equivalent value in an amount equal to the difference between the price specified in the stock appreciation right and the prevailing market price of the company's common stock at the time of exercise. As with options, the per share exercise price for a stock appreciation right may not be less than 100 percent of the fair market value of our stock on the date of grant.

“Restricted Stock” is an award of common stock granted to an employee for no or nominal consideration. A recipient of a restricted stock award will have all the rights of a shareholder, including the right to vote and receive dividends. In general, shares of restricted stock are subject to forfeiture if the participant does not meet certain conditions such as continued employment over a specified vesting period, and/or the attainment of specified Company performance objectives.

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Proposal to Approve the Herman Miller, Inc. 2011 Long-Term Incentive Plan (continued)

"Restricted Stock Unit" is an award representing the right to receive, in cash and/or shares of common stock, subject to certain conditions such as continuing employment and/or the achievement of specified performance or other objectives.

An "Other Stock-Based Award" is any other award that may be granted under the Plan that is valued in whole or in part by reference to or is payable in or otherwise based, on common stock.

"Performance Share" is an award of the right to receive stock or cash of an equivalent value at the end of the specified performance period upon the attainment of specified performance goals. Performance Awards are a type of award where the grant, exercise and/or settlement of such award is contingent upon the achievement of pre-established performance goals and other terms established by the Committee. The Committee may designate certain Performance Awards as qualified awards under section 162(m) of the Code, entitling the cost of such awards to be deductible by the Company for income tax purposes. Performance goals for the Performance Awards may include any of the following business criteria:

- (1) adjusted earnings;
- (2) return on equity (which includes adjusted return on equity);
- (3) earnings per share growth (which includes adjusted earnings per share growth);
- (4) basic earnings per common share;
- (5) diluted earnings per common share;
- (6) adjusted earnings per common share;
- (7) net income;
- (8) adjusted earnings before interest and taxes;
- (9) earnings before interest, taxes, depreciation and amortization;
- (10) operating cash flow;
- (11) EVA® performance under the Company's EVA® Management System Technical Manual;
- (12) operations and maintenance expense;
- (13) total shareholder return;
- (14) operating income;
- (15) strategic business objectives, consisting of one or more objectives based upon meeting specified cost targets, business expansion goals, new growth opportunities, market penetrations, and goals relating to the acquisitions or divestitures, or goals relating to capital-raising and capital management.
- (16) common share price; and
- (17) any combination of the foregoing.

Amendment or Termination

The Board may at any time amend, discontinue, or terminate all or any part of the Plan. No amendment may be made without shareholder approval that would increase the aggregate number of shares of common stock that may be issued under the Plan, change the definition of employees eligible to receive awards under the Plan, or otherwise materially increase the benefits to participants in the Plan. Except as required by law, the termination or any amendment of the Plan may not impair the rights of any participant, without his or her consent.

FEDERAL TAX CONSEQUENCES

The following summarizes the consequences of the grant and acquisition of awards under the Plan for federal income tax purposes, based on management's understanding of existing federal income tax laws. This summary is necessarily

general in nature and does not purport to be complete. Also, state and local income tax consequences are not discussed and may vary from locality to locality.

Options Plan participants will not recognize taxable income at the time an option is granted under the Plan unless the option has readily ascertainable market value at the time of grant. Management understands that options to be granted under the Plan will not have a readily ascertainable market value; therefore, income will not be recognized by participants before the time of exercise of an option. For Nonqualified Stock Options, the difference between the fair market value of the shares at the time an option is exercised and the option price generally will be treated as ordinary income to the optionee, in which case the Company will be entitled to a deduction equal to the amount of the optionee's ordinary income.

Proposal to Approve the Herman Miller, Inc. 2011 Long-Term Incentive Plan (continued)

With respect to incentive stock options, provided certain employment and holding period conditions are met, participants will not realize income for federal income tax purposes as a result of the exercise of such options. In addition, if the shares acquired as a result of the exercise of an incentive stock option are disposed of more than two years after the date of the option is granted and more than one year after the date the option was exercised, the entire gain, if any, realized upon disposition of such shares will be treated as capital gain for federal income tax purposes. Under these circumstances, no deduction will be allowable to the company in connection with either the grant or exercise of an incentive stock option. Exceptions to the general rules apply in the case of a “disqualifying disposition.”

If a participant disposes of shares of common stock acquired pursuant to the exercise of an incentive stock option before the expiration of one year after the date of exercise or two years after the date of grant, the sale of such stock will be treated as a “disqualifying disposition.” As a result, the participant would recognize ordinary income and the company would be entitled to a deduction in the year in which such disposition occurred. The amount of the deduction and the ordinary income recognized upon a disqualifying disposition would generally be equal to the lesser of: (i) the sale price of the shares sold minus the option price; or (ii) the fair market value of the shares at the time of exercise minus the option price. If the disposition is to a related party (such as a spouse, brother, sister, lineal descendant, or certain trusts for business entities in which the seller holds a direct or indirect interest), the ordinary income recognized generally is equal to the excess of the fair market value of the shares at the time of exercise over the exercise price. Any additional gain recognized upon disposition, in excess of the ordinary income, will be taxable as capital gain. In addition, the exercise of incentive stock options may result in an alternative minimum tax liability.

Stock Appreciation Rights Upon the grant of stock appreciation right, the participant will realize no taxable income, and the company will receive no deduction. Upon the exercise of the stock appreciation right, the value of the shares and/or cash received is generally taxable to the participant as ordinary income, and the Company generally will be entitled to a corresponding tax deduction.

Restricted Stock Recipients of shares of restricted stock that are not “transferable” and are subject to “substantial risk of forfeiture” at the time of grant will not be subject to federal income taxes until the lapse or release of the restrictions or sale of the shares, unless the recipient files a specific election under the Code to be taxed at the time of grant. The recipient's income and the company's deduction will be equal to the excess of the then fair market value (or sale price) of the shares less any purchase price.

Restricted Stock Units No taxable income is realized by a participant upon the grant of a restricted stock unit award. Upon distribution of the shares subject to the award or payment of cash, the participant would recognize ordinary income based upon the fair market value of the shares at the time the stock is delivered or in the amount of cash received by the participant. The Company will be entitled to a deduction at the time and in the amount that the participant recognizes ordinary income.

Performance-Based Awards Participants are not taxed upon the grant of performance-based awards. Upon receipt of the underlying shares or cash, a participant will be taxed at ordinary income tax rates on the amount of cash received and/or the current fair market value of stock received, and the company will be entitled to a corresponding deduction. The participant's basis in any Performance shares received will be equal to the amount of ordinary income on which he or she was taxed and, upon subsequent disposition, any gain or loss will be capital gain or loss.

Tax Deductibility Limitations The Plan is intended to enable the company to provide certain forms of performance-based compensation to executive officers that will meet the requirements for tax deductibility under Section 162(m) of the Code. The Code limits the allowable tax deduction that may be taken by the company for

compensation paid to its chief executive officer and the three other highest paid executive officers (other than the CEO and the CFO). The limit is currently set at \$1,000,000 per executive per year; however, compensation payable solely on the account of the attainment of performance goals is excluded from this limitation.

Adjustments for Certain Corporate Transactions

General Antidilution Adjustments The Plan provides for the adjustment of the terms of outstanding awards in order to preserve the proportionate interest of the holders in those awards if the number of outstanding shares of the Company's common stock has increased or decreased or other changes in the Company's stock occur due to the result of any recapitalization, reclassification, stock split, adverse stock split, spin-off, combination of stock, exchange of stock, stock dividend or other distributions payable in capital stock or other similar adjustments in the Company's common stock. If the Company is the surviving entity in any reorganization, merger or similar transaction with one or more entities which does not result in the change of control, any options, stock appreciation rights, restricted stock or restricted stock units will pertain to and apply to the securities to which a holder of the number of shares of common stock subject to those awards would have been entitled immediately after the transaction, with any corresponding, proportionate adjustment to the per share option price or SAR price. In addition, as a result of any such transaction, performance-based awards will be adjusted to apply to the securities that a holder of the number of shares of stock subject to such performance-based awards would have been entitled to receive immediately after the transaction.

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Proposal to Approve the Herman Miller, Inc. 2011 Long-Term Incentive Plan (continued)

Adjustments for Change in Control Transactions in Which Awards Are Not Assumed Except as otherwise provided in an award agreement, upon a change in control of the Company in which the outstanding awards are not assumed or continued, awards other than performance-based awards, will be deemed to be immediately vested, or the Committee, at its election, may cancel those awards and pay the value of those awards to participants. With respect to performance-based awards under any such transaction, if less than half the performance period has lapsed, those awards will be converted into shares or similar securities assuming target performance has been achieved. If at least half of the performance period has lapsed, those performance-based awards will be converted into shares or similar securities based upon actual performance to date.

Adjustments for Change in Control Transactions in Which Awards Are Assumed or the Company is the Surviving Entity Except as otherwise provided in an award agreement, in the event of a change in control in which the Company is the surviving entity or under which outstanding awards are assumed or continued, the Plan provides for a corresponding adjustment to the outstanding awards to preserve the intrinsic value of those awards by the Company or its successor; provided, those outstanding awards would be subject to accelerated vesting, if, within a two (2) year period following a change in control the participant's employment is terminated without cause or the participant terminates for good reason.

REQUIRED VOTE FOR APPROVAL

The affirmative vote of the majority of the company's outstanding common stock represented and voted at the annual meeting, by person or by proxy, is required to approve the Plan. While broker non-votes will not be treated as votes cast on the approval of the Plan, shares voted as abstentions will be counted as votes cast. Since a majority of the votes cast is required for approval, the sum of any negative votes and abstentions will necessitate offsetting affirmative votes to assure approval. Unless otherwise directed by marking the accompanying proxy, the proxy holders named therein will vote for the approval of the Plan.

The Board of Directors recommends a vote FOR the approval of the proposed plan.

Ratification of Appointment of Independent Registered Public Accounting Firm

Our Audit Committee has appointed Ernst & Young LLP (Ernst & Young) as our independent registered public accounting firm for the fiscal year ending June 2, 2012. Representatives of Ernst & Young will be present at the Annual Meeting of Shareholders and available to respond to appropriate questions submitted in advance. The Ernst & Young representatives will have the opportunity to make a statement if they so desire.

Although the submission of this matter for approval by shareholders is not legally required, our Board of Directors believes that such submission follows sound corporate business practice and is in the best interests of our shareholders. If our shareholders do not approve the selection of Ernst & Young, the selection of this firm as our independent registered public accounting firm will be reconsidered by the Audit Committee. This ratification of the appointment of Ernst & Young requires the affirmative vote of a majority of the votes cast on this proposal. Unless otherwise instructed by you, brokers, banks, and other street name holders will have the discretionary authority to vote your shares on this matter.

The Board of Directors recommends a vote FOR the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm.

Disclosure of Fees Paid to Independent Auditors

Aggregate fees billed to us for the fiscal years ended May 29, 2010, and May 28, 2011, by our independent registered public accounting firm, Ernst & Young, were as follows:

Fiscal Year Ended	May 29, 2010	May 28, 2011
Audit Fees ⁽¹⁾	1,226,600	1,234,700
Audit Related Fees ⁽²⁾	35,000	3,800
Tax Fees ⁽³⁾	296,895	52,385
Total	\$1,558,495	\$1,290,885

Includes fees billed for the audit of and accounting consultations related to our consolidated financial statements included in Form 10-K, including the associated audit of our internal controls, the review of our financial statements included in our quarterly reports in Form 10-Qs, and services in connection with statutory and regulatory filings.

(1) Includes fees billed for audits of employees benefits plans and accounting consultations that are unrelated to the audit or review of financial statements.

(2) Includes fees billed for tax compliance, tax advice and, tax planning.

Our Audit Committee has adopted a policy for pre-approving services performed by Ernst & Young and other firms. This policy requires the Committee's pre-approval of all services that may be provided by our independent registered public accounting firm and certain audit services provided by other firms. The policy authorizes the committee to delegate to one or more of its members pre-approval authority with respect to permitted services. All of the services provided by Ernst & Young under the captions "Audit Fees," "Audit Related Fees," and "Tax Fees" were approved by the Audit Committee under this policy.

Proposal to Approve, on an Advisory Basis, the Compensation Paid to the Company's Named Executive Officers

In accordance with recently enacted federal legislation, we are offering our shareholders the opportunity to vote, on an advisory basis, on the compensation of our named executive officers. As a result, you are asked to vote upon the following resolution at this year's Annual Meeting,

“RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed in the Company's proxy statement for this Annual Meeting pursuant to the rules of the SEC, including the “Compensation Discussion and Analysis,” the compensation tables and narrative disclosure, is hereby APPROVED.”

The Executive Compensation Committee of the Board (the "Committee") believes that the total compensation paid to the President and the other named executive officers, as disclosed in the Compensation Discussion and Analysis, is fair and appropriate and should be approved by our shareholders. The compensation of the named executive officers is designed to vary with the results of the business and to reward consistent improvement in the results delivered to shareholders. In 2011 the compensation program performed as intended and rewarded the named executive officers with increased variable compensation consistent with the Company's improved performance.

In fiscal 2011 the Company achieved significantly improved sales and operating results and our stock price returned to levels approaching those before the “great recession.” Sales in fiscal 2011 increased 25%, outpacing furniture industry growth, and net income increased 150%. Sales increased by double digit amounts in each quarter and resulted in the largest full year dollar sales increase in the Company's history.

In fiscal 2009, in the midst of the great recession, the Committee reduced the base salary and long-term incentive grants of the named executive officers and in both 2009 and 2010 none of the named executive officers received an incentive cash bonus. As a result of the improved results in fiscal 2011 the base salaries and long-term incentives of the named executive officers were returned to their normal levels, though the President and Chief Executive Officer received no increase to his base salary. In addition, the improved earnings generated sufficient EVA to result an Executive Incentive Bonus for the first time in 3 years.

The Board and Committee believe that the performance of the executive compensation programs during 2011 was consistent with our compensation philosophy and objectives as described below and is appropriate in light of the Company's overall performance. In addition, each of the elements of compensation paid to the named executive officers has been benchmarked against comparable positions derived from reputable sources including Towers Perrin Executive Compensation Database, Watson Wyatt Top Management Compensation Report, and the Mercer Executive Database and found to be at or below the median for such element.

In addition, each of the elements of compensation has been benchmarked against comparable positions and found to be at or below the median for such element.

The Board of Directors recommends a vote FOR this proposal. This vote is advisory and non-binding; however, the Board of Directors and Committee will review and consider the voting results in connection with future deliberations concerning our executive compensation program.

Proposal to Approve, on an Advisory Basis, the Frequency of Future Advisory Votes on Executive Compensation

We are also offering our shareholders the opportunity to vote on how often the Board should ask our shareholders to provide an advisory vote on executive compensation. The Board believes that because our current executive incentive targets are set annually, an annual vote on executive compensation is most appropriate. You may choose to vote in any one of four manners on the proxy. You may indicate that you prefer this vote every one, two or three years or you may abstain. If no choice is specified, the shares represented by your proxy will be voted in favor of management's recommendation that the vote be conducted every year. The shareholder vote on this issue is advisory. Because it is not binding upon us, the Committee and our Board of Directors may decide that it is in the best interest of our shareholders and our Company to hold an advisory vote on executive compensation more or less frequently than the option approved by our shareholders. However, the Committee and the Board will consider the outcome of the vote when making future decisions on executive compensation.

The Board of Directors recommends a vote FOR the approval of the proposed advisory vote on executive compensation each year.

Voting Securities and Principal Shareholders

On August 12, 2011, we had 58,191,243 shares of common stock issued and outstanding, par value \$.20 per share. Shareholders are entitled to one vote for each share of common stock registered in their names at the close of business on August 12, 2011, the record date fixed by our Board of Directors. Votes cast at the meeting and submitted by proxy will be tabulated by our transfer agent. As of August 12, 2011, no person was known by management to be the beneficial owner of more than five percent of our common stock, except as follows.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
BlackRock Fund Advisors 400 Howard Street San Francisco, CA 94105	3,626,047 ⁽¹⁾	6.23
Capital Research Global Investors 333 South Hope Street, 55th Floor Los Angeles, CA 90071	3,520,000 ⁽²⁾	6.05
Columbia Wanger Asset Management, L.P. 227 West Monroe Street , Suite 3000 Chicago, IL 60606	3,518,000 ⁽³⁾	6.05
Ariel Investments, LLC 200 East Randolph Drive, Suite 2900 Chicago, IL 60601	3,376,969 ⁽⁴⁾	5.80
Neuberger Berman Group LLC 605 Third Avenue New York, NY 10158	2,936,441 ⁽⁵⁾	5.05

This information is based solely upon information as of June 30, 2011 contained in a filing with the SEC on July (1)27, 2011 by BlackRock Fund Advisors, including notice that it has sole voting and dispositive power as to 3,626,047 shares.

This information is based solely upon information as of June 30, 2011 contained in a filing with the SEC on (2)August 15, 2011 by Capital Research Global Investors, including notice that it has sole voting and dispositive power as to 3,520,000 shares.

This information is based solely upon information as of June 30, 2011 contained in a filing with the SEC on (3)August 15, 2011 by Columbia Wanger Asset Management, L.P., including notice that it has sole voting power as to 3,297,000 shares and sole dispositive power as to 3,518,000 shares.

This information is based solely upon information as of June 30, 2011 contained in a filing with the SEC on (4)August 12, 2011 by Ariel Investments, LLC, including notice that it has sole voting power as to 3,283,549 shares and sole dispositive power as to 3,376,969 shares.

This information is based solely upon information as of June 30, 2011 contained in a filing with the SEC on (5)August 12, 2011 by Neuberger Berman Group LLC, including notice that it has sole voting power as to 2,431,176 shares and sole dispositive power as to 2,936,441 shares.

Director and Executive Officer Information

Security Ownership of Directors

The following table shows, as of August 12, 2011, the number of shares beneficially owned by each of the nominees and directors, except for Brian Walker who is reported in Management Ownership below. Except as described in the notes following the table, the following persons have sole voting and dispositive power as to all of their respective shares.

Name	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percent of Class ⁽²⁾
Mary Vermeer Andringa	56,416	0.10
David A. Brandon	1,645	0.00
Douglas D. French	47,470	0.08
Lord Brian Griffiths of Fforestfach	52,191	0.09
J. Barry Griswell	19,202	0.03
John R. Hoke III	15,487	0.03
James R. Kackley	56,534	0.10
Dorothy A. Terrell	34,877	0.06
David O. Ulrich	103,033	0.18
Brian C. Walker	see table below	
Michael A. Volkema	114,950	0.20

Shares shown for each director include the following number of shares which that director has the right to acquire beneficial ownership under stock options exercisable within 60 days: 8,903 shares for Ms. Andringa; 30,673 shares for Mr. French; 25,605 shares for Lord Griffiths; 50,090 shares for Mr. Kackley; 25,183 shares for Ms. Terrell; and 94,745 shares for Dr. Ulrich.

(1) Percentages are calculated based upon shares outstanding plus shares that may be acquired under stock options exercisable within 60 days.

Security Ownership of Management

The following table shows, as of August 12, 2011, the number of shares beneficially owned by each of the Named Executive Officers (NEOs) identified in the executive compensation tables of this Proxy Statement, and by all directors and executive officers as a group. Except as described in the notes following the table, the following persons have sole voting and dispositive power as to all of their respective shares.

Name	Amount and Nature of Beneficial Ownership ⁽¹⁾	Percent of Class ⁽²⁾
Brian C. Walker	631,295	1.08
Gregory J. Bylsma	31,652	0.05
Donald D. Goeman	86,170	0.15
Andrew J. Lock	130,765	0.22
Curtis S. Pullen	68,442	0.12
All executive officers and directors as a group (22 persons) ⁽³⁾	1,810,285	3.11

Includes the following number of shares with respect to which the NEOs have the right to acquire beneficial ownership under stock options exercisable within 60 days: 363,035 shares for Mr. Walker; 26,111 shares for Mr. Bylsma; 69,640 shares for Mr. Goeman; 78,926 shares for Mr. Lock; and 50,133 shares for Mr. Pullen.

(2) Percentages are calculated based upon shares outstanding plus shares that may be acquired under stock options exercisable within 60 days plus the option shares referred to in footnote (3) below.

(3) Included in this number are 1,023,542 shares with respect to which executive officers and directors have the right to acquire beneficial ownership under options exercisable within 60 days.

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Subsidiaries

2011 Proxy Statement

Corporate Governance and Board Matters

Board Governance Guidelines

For many years, our Board of Directors has been committed to sound and effective corporate governance practices. These practices reflect the Board's long-standing philosophy that a proper structure, appropriate policies and procedures, and reflective cultural factors provide the cornerstone to good governance. The Board documented those practices by adopting our Board Governance Guidelines. These Guidelines address director responsibilities, the composition of the Board, required Board meetings and materials, Board committee composition and responsibilities, and other corporate governance matters. Under our Guidelines, a majority of the members of our Board must qualify as independent under the listing standards of the NASDAQ National Markets requirements. Our Guidelines also require the Board to have, among other committees, an Audit Committee, an Executive Compensation Committee, and a Nominating and Governance Committee, and that each member of those committees qualify as an independent director under the NASDAQ listing standards. Our Board Governance Guidelines, as well as the charters of each of the foregoing committees, are available for review on our website at www.hermanmiller.com/governance.

The Board Governance Guidelines relating to the offices of Chief Executive Officer ("CEO") and Chairperson state that "the Board believes the roles of CEO and Chairperson should normally be separated. If the positions are combined, the Board will closely monitor the performance and working relationship between the CEO/Chairperson and the Board and will establish a Lead Director who acts as a liaison between directors and the CEO/Chairman and who chairs meetings of the independent directors." Consistent with our Guidelines, the roles of CEO and Chairperson are currently separate.

The Board's Role in Risk Oversight

The Company's management annually engages in an enterprise risk management process, the key output of which is a risk matrix that is intended to identify and categorize strategic risks. The matrix also identifies (1) those members of senior management who are responsible for monitoring each major risk, and (2) whether that risk is reviewed by the Board or a committee of the Board. The development of this matrix is facilitated by the Company's Business Risk Group, through discussions with executive and senior management. Management and the Business Risk Group annually review and discuss the risk assessment process and results with the Audit Committee, and if applicable recommend what risks are being adequately addressed, directly or indirectly, on a regular basis and of what risks should be further discussed with the full Board or other committees and the appropriate form and timing of such discussions.

Under the Company's governance rules the Board of Directors is responsible for evaluating CEO performance, monitoring succession planning, reviewing the Company's major financial objectives, evaluating whether the business is being properly managed and overseeing the processes for maintaining the integrity of the Company with respect to its financial statements, public disclosures and compliance with laws. The Board has delegated the primary oversight for managing the risk with respect to some of these to the various board committees as described in the committee charters.

During the year the Committee asked the Company's Business Risk Group to review the Company's compensation policies and practices to determine if those policies or practices are likely to have a material adverse impact on the Company. The Business Risk Group conducted its review and provided a report to the Committee in January 2011. In conducting its review of the plans the Committee considered both the structure of the compensation plans and the presence of risk mitigating features such as caps, multi-year earning and vesting provisions and "clawbacks." Based on the evaluation, and after consultation with Pearl Meyers and Partners, the Committee's independent compensation consultants, the Committee determined that the Company's compensation policies and practices are not likely to create a material adverse impact on the Company.

Code of Conduct

Our Board has adopted a Code of Conduct that applies to all of our employees, officers, and directors. This code also serves as the code of ethics for our CEO and senior financial officers. This code is posted on our website at www.hermanmiller.com/code. Any changes to or waivers of the code must be approved by the Board of Directors and will be disclosed. The Code of Conduct was last updated in December 2009 and there were no modifications or waivers to the code in fiscal 2011. The Code of Conduct meets the requirements of the NASDAQ listing standards.

Determination of Independence of Board Members

As required by our Board Governance Guidelines, our Board has determined that each of our directors, other than Mr. Walker, qualifies as an “Independent Director,” as such term is defined in the NASDAQ listing standards, and that none of those independent directors has a material relationship with the Company. The Board's determination was made as a result of its review of completed individual questionnaires addressing the nature and extent of each member's relationship with the Company and taking into consideration the definition of “Independent Director” under the NASDAQ rules. Our Board also determined that each member of the Audit Committee, Executive Compensation Committee, and Nominating and Corporate Governance Committee meets the independence requirements applicable to those committees as prescribed by the NASDAQ listing standards, and, as to the Audit Committee, the applicable rules of the Securities and Exchange Commission.

Corporate Governance and Board Matters (continued)

Meeting Attendance

Each of our directors is expected to attend all meetings of the Board and applicable committee meetings. The Annual Meeting of Shareholders is held via the Internet and the directors are encouraged to join the webcast. Nine of our directors did so for our 2010 Annual Shareholders' Meeting. During fiscal 2011, the Board held four meetings; each director attended at least 75 percent of the aggregate number of meetings of our Board and Board committees on which they served. Consistent with the requirements of our Guidelines, our Board met in executive sessions, without the presence of management, following the conclusion of each regularly scheduled Board meeting. These meetings were chaired by the Chairman, Mr. Volkema. In addition, following three of the four regularly scheduled Board Meetings, the independent directors met separately.

Communications with the Board

Shareholders and other parties interested in communicating directly with one or more of our directors may do so by writing to us, c/o Corporate Secretary, 855 East Main Avenue, PO Box 302, Zeeland, Michigan 49464-0302. The Corporate Secretary will forward all relevant correspondence to the director or directors to whom the communication is directed.

Director Nominations

Our Bylaws contain certain procedural requirements applicable to shareholder nominations of directors. Shareholders may nominate a person to serve as a director if they provide written notice to us not earlier than the close of business on the 120th day and not later than the close of business on the 90th day prior to the first anniversary of the preceding year's Annual Meeting of Shareholders and, with respect to any special meeting of shareholders, not later than the close of business on the 10th day following the date on which the meeting is first publicly announced or, if there is no announcement, the 10th day following the date on which the notice of that meeting was first sent to our shareholders. The notice must include (1) the name and address of the shareholder providing notice and of the person or persons nominated, including information on the securities of the Company held by those individuals, including any derivative securities, the details of which are set forth in our Bylaws, (2) a representation that the shareholder is a current record holder and will continue to hold those shares through the date of the meeting and intends to attend the meeting in person or by proxy, (3) for each proposed nominee, (a) all information relating to that person that would be required to be disclosed in a proxy statement required to be made in connection with solicitations or proxies for election of directors in a contested election pursuant to Section 14 of the Securities and Exchange Act of 1934 (including that person's written consent to be named in the proxy statement as a nominee and to serve as a director if elected), and (b) a description of all direct and indirect compensation and other material monetary arrangements existing during the past three years, as well as any other material relationships between or among the shareholders (and beneficial owner, if any) and their respective affiliates and associates and the proposed nominee and his or her respective affiliates and associates, including all information required to be disclosed pursuant to Rule 404 under Regulation S-K, and (4) the completed and signed questionnaire from each nominee with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made.

Our Nominating and Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board. To meet the needs of the Company in a rapidly changing environment, the Board Governance Guidelines explain that the Company requires a high-performance board of directors whose members subscribe to our values and meet the specific resource needs of the business. To that end, the Nominating and Governance Committee considers a number of factors it deems appropriate when considering candidates for the Board; such factors may include experience and knowledge of the Company's history and culture, technical experience and backgrounds such as manufacturing, design, marketing, technology, finance, management structure and philosophy, and experience as a senior executive of a public company. The Nominating and Governance Committee may consider such factors as race and gender as well as various industry experience in annually assessing and reviewing the current slate of directors and potential director candidates as the need arises. The Nominating and Governance Committee is responsible with the Board for assessing the appropriate skills and characteristics required of Board members in the context of the current make-up of the Board. These factors, and others as considered useful by the Nominating and Governance Committee or the Board, are reviewed in the context of an assessment of the perceived needs of the Board at a

particular point in time.

Other than the procedural requirements described above, the Board has not adopted a policy with regard to the consideration of director candidates nominated by shareholders. The Board believes that all candidates, by whomever nominated, should be evaluated in the same manner and under the same standards.

Information about the Nominees and Directors

Certain information with respect to the nominees for election at the Meeting, as well as each of the other Directors, is set forth on the following pages, including their names, ages, a brief description of their recent business experience, including present occupations and employment, certain directorships that each person held during the last five years, and the year in which each person became a Director of the Company. Additional information about each continuing Director is also included that describes some of the specific experiences, qualifications, attributes or skills that each Director possesses which the Board believes has prepared them to be effective Directors.

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Subsidiaries

2011 Proxy Statement

Corporate Governance and Board Matters (continued)

Nominees for Election as Director For Term to Expire in 2014

Name and Age	Year First Became a Director	Principal Occupation(s) During Past 5 years	Other Directorships of Public Companies held during Past 5 years
Mary Vermeer Andringa, 61	1999	President and Chief Executive Officer Vermeer Corporation since February 2003	None

Since 1989, Ms. Andringa has been an executive officer of Vermeer Corporation, a leading manufacturer of agricultural, construction, environmental and industrial equipment located in Pella, Iowa. Ms. Andringa's tenure with Vermeer Corporation has spanned the gamut of functional expertise from marketing to international sales and acquisitions. With over 25 years of manufacturing experience, Ms. Andringa is currently the Chair of the National Association of Manufacturers which represents over 10,000 U.S. based manufacturing entities. Ms. Andringa's experience as a Chief Executive Officer coupled with her focused efforts on lean manufacturing and continuous improvement initiatives and her involvement in international product sales and distribution provides an important resource to management and the Board of Directors. These factors contributed to her recommendation by the Board for continued service as a director.

J. Barry Griswell, 62	2004	President, Community Foundation of Greater Des Moines since July 2008 Chairman of the Board, Principal Financial Group, Inc. and Principal Life January 2002 to December 2008 Chief Executive Officer, Principal Financial Group, Inc. and Principal Life January 2000 to May 2008 President, Principal Financial Group, Inc. and Principal Life March 1998 to June 2006	Och-Ziff Capital Management Group LLC National Financial Partners Corp. Principal Financial Group, Inc. and Principal Life
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Mr. Griswell is the former Chairman and Chief Executive Officer of the Principal Financial Group and Principal Life, a global financial services provider which offers a wide range of insurance and financial products and services. With more than 30 years of financial services experience, Mr. Griswell was the President and CEO of MetLife Marketing Corporation prior to joining the Principal Financial Group. He is a former director of the Principal Financial Group and non-executive chairman of its board of directors. Mr. Griswell is currently a director of National Financial Partners Corp.

Mr. Griswell's financial expertise, governance experience and service as an executive of a publicly traded corporation make him a key contributor to the Board of Directors and led the Board to recommend his nomination for re-election.

Brian C. Walker, 49	2003	President and Chief Executive Officer Herman Miller, Inc. since July 2004	Briggs & Stratton Corporation
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Since 2004, Mr. Walker has served as President and Chief Executive Officer of the Company. Previously, he held other executive leadership positions with the Company having served as the Chief Operating Officer of Herman Miller Inc., President of Herman Miller North America and Chief Financial Officer. Mr. Walker is a Certified Public Accountant and serves on the Detroit Board of Directors of the Federal Reserve Bank of Chicago.

Mr. Walker is the only member of Company management on the Board of Directors, which provides an important link to the Company's ongoing business operations and challenges. Moreover, Mr. Walker's knowledge of the Company's history and culture, operational and executive leadership roles with the Company, accounting acumen and governance experience make him an important contributor to Board deliberations; accordingly, the Board recommended his nomination for re-election as a director.

Corporate Governance and Board Matters (continued)

Directors Whose Terms Expire in 2013

Name and Age	Year	First	Principal Occupation(s) During Past 5 years	Other Directorships of Public Companies held during Past 5 years
Dorothy A. Terrell, 66	1997	a Director	Founder and Managing Partner, FirstCap Advisors since October 2010	General Mills, Inc.