

APTARGROUP INC
Form DEF 14A
April 03, 2003
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (As permitted by rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

Aptar Group, Inc.

(Name of Registrant as Specified In Its Charter)

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

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No fee required.

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Notes:

Reg. (S) 240.14a-101.

SEC 1913 (3-99)

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475 West Terra Cotta Avenue, Suite E

Crystal Lake, Illinois 60014

815-477-0424

April 3, 2003

Dear Stockholder,

It is my pleasure to invite you to attend our annual meeting of stockholders on Wednesday, May 7, 2003. At the meeting, we will review AptarGroup's performance for fiscal year 2002 and our outlook for the future.

A notice of the annual meeting and proxy statement are attached. You will also find enclosed your proxy voting card. The vote of each stockholder is important to us. Whether or not you expect to attend the annual meeting, I urge you to complete and return the enclosed proxy card as soon as possible in the accompanying postage-paid envelope, or alternatively, vote by telephone or by the internet.

I look forward to seeing you on May 7th and addressing your questions and comments.

Sincerely,

Carl A. Siebel

President and Chief Executive Officer

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475 West Terra Cotta Avenue, Suite E

Crystal Lake, Illinois 60014

815-477-0424

April 3, 2003

NOTICE OF 2003 ANNUAL MEETING OF STOCKHOLDERS

The annual meeting of stockholders of AptarGroup, Inc. will be held on Wednesday, May 7, 2003 at 9:00 a.m., at the offices of Sidley Austin Brown & Wood, Bank One Plaza, 10 South Dearborn Street, 55th Floor, Chicago, Illinois, 60603 to consider and take action on the following:

1. Election of four directors to terms of office expiring at the annual meeting in 2006; and
2. Transaction of any other business that is properly raised at the meeting.

Your Board of Directors recommends a vote FOR the election of the director nominees.

Stockholders owning our common stock as of the close of business on March 13, 2003 are entitled to vote at the annual meeting. Each stockholder has one vote per share.

Whether or not you plan to attend the annual meeting, we urge you to vote your shares by using the toll free telephone number, the internet or by completing and mailing the enclosed proxy card.

By Order of the Board of Directors,

Stephen J. Hagge

Secretary

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475 West Terra Cotta Ave, Suite E

Crystal Lake, Illinois 60014

PROXY STATEMENT

ANNUAL MEETING INFORMATION _____

This proxy statement contains information related to the annual meeting of stockholders of AptarGroup, Inc. to be held on Wednesday, May 7, 2003, beginning at 9:00 a.m., at the offices of Sidley Austin Brown & Wood, Bank One Plaza, 10 South Dearborn Street, 55th Floor, Chicago, Illinois, and at any postponements or adjournments of the meeting. The proxy statement was prepared under the direction of AptarGroup's Board of Directors to solicit your proxy for use at the annual meeting. It will be mailed to stockholders on or about April 8, 2003.

Who is entitled to vote? _____

Stockholders owning our common stock at the close of business on March 13, 2003 are entitled to vote at the annual meeting, or any postponement or adjournment of the meeting. Each stockholder has one vote per share on all matters to be voted on at the meeting. On March 13, 2003, there were 35,992,210 shares of common stock outstanding.

What am I voting on? _____

You are asked to vote on the election of nominees to serve on our Board of Directors. The Board of Directors knows of no other business that will be presented at the meeting. If other matters properly come before the annual meeting, the persons named as proxies will vote on them in accordance with their best judgment.

How does the Board of Directors recommend I vote on the proposal? _____

The Board recommends a vote FOR the election of the director nominees. Unless you give other instructions when voting your proxy, the persons named as proxies will vote in accordance with the recommendation of the Board.

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How do I vote? _____

You can vote your proxy in any of the following ways:

- ◆ **By Mail:** Sign, date and complete the enclosed proxy card and return it in the prepaid envelope.
- ◆ **By Telephone:** You can vote by touch tone telephone by following the instructions on your proxy card.
- ◆ **By Internet:** You can vote by internet by following the instructions on your proxy card.

When voting to elect directors, you have three options:

- Vote for all nominees
- Vote for only some of the nominees
- Withhold authority to vote for all or some nominees

If you return your proxy with no votes marked, your shares will be voted as follows:

- FOR the election of all nominees for director

You can revoke your proxy at any time before it is exercised by any of the following methods:

- Writing to AptarGroup's Corporate Secretary
- Submitting another signed proxy card with a later date
- Voting in person at the annual meeting
- Entering a new vote by telephone or the internet

What is a quorum? _____

A quorum is the presence at the meeting, in person or by proxy, of the holders of a majority of the outstanding shares of AptarGroup's common stock on March 13, 2003. There must be a quorum for the meeting to be held. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

How are shares in a 401(k) plan voted? _____

If you hold shares of AptarGroup through your 401(k) plan, you will be instructing the trustee how to vote your shares by completing and returning your proxy card, voting by phone or by the internet. If you do not return your proxy card, or if you return it with unclear voting instructions, or if you do not vote by phone or the internet, the trustee will vote the shares in your 401(k) account in the same proportion as the 401(k) shares for which voting instructions are received.

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How are shares held in a broker account voted? _____

If you own shares through a broker, you should be contacted by your broker regarding a proxy card and whether telephone or internet voting options are available. If you do not instruct your broker on how to vote your shares, your broker, as the registered holder of your shares, may represent your shares at the annual meeting for purposes of determining a quorum, and may vote your shares on some or all proposals. Any unvoted shares, called broker non-votes, will not affect the outcome of the matter put to a vote.

How many votes are required to elect each director? _____

The four persons receiving the greatest number of votes will be elected to serve as directors. As a result, withholding authority to vote for a director nominee and non-votes with respect to the election of directors will not affect the outcome of the election.

Who will count the votes? _____

Our agent, ADP Investor Communications Services, will count the votes.

Following is the proposal to be voted on at this year's annual meeting.

Table of Contents**PROPOSAL ELECTION OF DIRECTORS**

The Board of Directors is currently comprised of nine members divided into three classes, with one class of directors elected each year for a three-year term. The Board of Directors approved an increase in the size of the Board to ten members and proposes the following nominees, three of whom are currently serving as directors, to be elected for a new term expiring at the 2006 annual meeting.

If any of the director nominees is unable or fails to stand for election, the persons named in the proxy presently intend to vote for a substitute nominee nominated by the Corporate Governance Committee of the Board of Directors. The following sets forth information as to each nominee for election at this meeting and each director continuing in office.

NOMINEES FOR ELECTION AT THIS MEETING TO TERMS EXPIRING IN 2006 _____

<i>Name</i>	<i>Director Since</i>	<i>Age</i>	<i>Principal Occupation and Directorships</i>
Rodney L. Goldstein		51	For more than the past five years, Mr. Goldstein has been a Managing Partner of Frontenac Company LLC (venture capital investing). Mr. Goldstein represents Frontenac on the boards of directors of several privately held companies.
Ralph Gruska	1993	71	Mr. Gruska is retired. From 1989 to 1991, Mr. Gruska served as Chairman and Chief Executive Officer of the Cosmetics Packaging and Dispensers Division of Cope Allman Packaging plc (a United Kingdom packaging company).
Dr. Leo A. Guthart	1993	65	Dr. Guthart has been Executive Vice President of the Home and Building Control Group of Honeywell since 2001. Dr. Guthart has been the Managing Member of the General Partners of Topspin Partners L.P. (venture capital investing) since 2000. From 2000 to 2001, Dr. Guthart was Chairman of the Security and Fire Solutions Group of Honeywell International, Inc. (Honeywell). For more than five years prior to 2000, Dr. Guthart was Chairman and Chief Executive Officer of Ademco Security Group (now part of Honeywell). Dr. Guthart is a director of the Acorn Investment Trust (an investment trustee) and Symbol Technologies, Inc. (bar code scanners and wireless equipment).
Prof. Dr. Robert W. Hacker	2000	63	Prof. Dr. Hacker is retired. For more than five years prior to 2001, Prof. Dr. Hacker was the Chief of Cardiac Surgery at Herz und Gefäßeslinik (Heart and Vessel Clinic), Bad Neustadt, Germany.

The Board of Directors recommends a vote FOR each of the nominees for Director.

Table of Contents**DIRECTORS WHOSE PRESENT TERMS CONTINUE UNTIL 2004** _____

<i>Name</i>	<i>Director Since</i>	<i>Age</i>	<i>Principal Occupation and Directorships</i>
Alain Chevassus	2001	58	Mr. Chevassus has been President of COSFIBEL (flexible plastic packaging) since 2000. From 1977 to 1999, Mr. Chevassus was President and Chief Executive Officer of Techpack International (a cosmetic packaging division of Pechiney S.A.).
Stephen J. Hagge	2001	51	Mr. Hagge has been Executive Vice President, Chief Financial Officer and Secretary of AptarGroup since 1993. From 1993 to 2000, Mr. Hagge was also Treasurer of AptarGroup.
Carl A. Siebel	1993	68	Mr. Siebel has been President and Chief Executive Officer of AptarGroup since 1995. From 1993 through 1995, he was President and Chief Operating Officer of AptarGroup.

DIRECTORS WHOSE PRESENT TERMS CONTINUE UNTIL 2005 _____

<i>Name</i>	<i>Director Since</i>	<i>Age</i>	<i>Principal Occupation and Directorships</i>
King W. Harris	1993	59	Mr. Harris has been Chairman of the Board since 1996. In 2002, Mr. Harris was elected Chairman of the Board of the Rehabilitation Institute of Chicago. Since 2000, Mr. Harris has been Chairman of Harris Holdings, Inc. (investments). From 1987 to 2000, Mr. Harris was President and Chief Executive Officer of Pittway Corporation (now the Security and Fire Solutions Group of Honeywell). Mr. Harris is Vice-Chairman and a director of Penton Media, Inc. (a business-to-business trade show operator and media company) and a director of Alberto-Culver Co. (a health and beauty products company).
Peter H. Pfeiffer	1993	54	Mr. Pfeiffer has been Vice Chairman of the Board since 1993.
Dr. Joanne C. Smith	1999	42	Dr. Smith was appointed Senior Vice President, Corporate Strategy, Rehabilitation Institute of Chicago in 2002. From 1997 to 2002, Dr. Smith served as Senior Vice President and Chief Operating Officer of the Corporate Partnership Division of the Rehabilitation Institute of Chicago. She has been a physician at the Rehabilitation Institute since 1992 and served as its Director of Business Development from 1994 to 1997.

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The Board met 7 times in 2002. No current director attended fewer than 75% of the aggregate number of meetings of the Board of Directors and the committees on which each director served.

The Board of Directors has four active committees: the Corporate Governance, Audit, Compensation and Executive Committees. In January 2003, the Board replaced the Nominating Committee with the Corporate Governance Committee. Committees report their actions to the full Board at its next regular meeting. An affirmative vote of at least 70% of the Board is required to change the size, membership or powers of these committees, to fill vacancies in them, or to dissolve them. A description of the duties of each committee follows the table below.

COMMITTEE MEMBERSHIP AND MEETINGS HELD

Name	Corporate Governance	Audit	Compensation	Executive	Nominating
A. Chevassus					
R. Gruska		X	X		
Dr. L. A. Guthart		X*	X*		
Prof. Dr. R. W. Hacker	X				
S. J. Hagge					
K. W. Harris	X*		X	X*	X*
P. H. Pfeiffer				X	X
C. A. Siebel				X	
Dr. J. C. Smith		X			
Number of Meetings in Fiscal 2002	(a)	8	3	6	2

X* Chairperson

(a) Corporate Governance Committee was formed in January 2003 and it assumed the responsibilities of the Nominating Committee.

Corporate Governance Committee

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- ◆ Identifies, evaluates and recommends to the Board individuals qualified to stand for election as directors.
- ◆ Reviews recommendations for new directors which come from Board members, stockholders or outside parties.
- ◆ Develops and recommends to the Board procedures to be applied in determining director independence.
- ◆ Develops and recommends to the Board corporate governance principles.
- ◆ Reviews and recommends to the Board appropriate compensation for directors.
- ◆ Makes recommendations to the Board regarding changes to the size and composition of the Board or any Board Committee.

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