

John Bean Technologies CORP  
Form DEF 14A  
March 29, 2012

**NOTICE & PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**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 Section 240.14a-11(c) or Section 240.14a-12	

**JOHN BEAN TECHNOLOGIES CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required

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(2)

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Date Filed:  
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March 30, 2012

Dear JBT Corporation Stockholder:

It is my pleasure to invite you to attend the 2012 Annual Meeting of Stockholders of John Bean Technologies Corporation, which will be held on Wednesday, May 17, 2012 at 9:30 a.m. , at Hamburger University Learning and Training Center, McDonald's Campus, 2715 Jorie Boulevard, Oak Brook, Illinois. At the meeting, we will ask our stockholders to approve our nominees for directors, approve on an advisory basis the compensation of our named executive officers described in our Proxy Statement and ratify the appointment of KPMG LLP as our auditor for 2012. You may vote at the Annual Meeting if you were a stockholder of record as of the close of business on March 20, 2012.

At our Annual Meeting, I will also report on our performance in 2011 and answer your questions. We look forward to your participation. Please refer to the accompanying Proxy Statement for additional information about the matters to be considered at the meeting. The Proxy Statement includes a description of our executive compensation program, which is designed to provide competitive, performance-based compensation that places a significant portion of our named executive officers' compensation at risk depending on our achievement of pre-approved performance metrics designed to ensure we provide long term value to our stockholders. As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, our proxy requests an advisory vote from stockholders on our named executive officer compensation, a proxy we currently request annually in accordance with the advisory vote of our stockholders last year and the direction of our Board of Directors.

**MANAGEMENT RECOMMENDS A VOTE FOR THE RE-ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR, FOR OUR PROPOSED RESOLUTION REGARDING NAMED EXECUTIVE OFFICER COMPENSATION, AND FOR THE RATIFICATION OF THE APPOINTMENT OF OUR AUDITOR.**

**Your vote is important. To be sure that your vote counts and to assure a quorum, please submit your vote promptly whether or not you plan to attend the meeting. You can revoke a proxy prior to its exercise at the meeting by following the instructions in the accompanying Proxy Statement.**

Our stockholders have a choice of voting on the Internet, by telephone or by mailing a proxy card. If you are a stockholder of record and you plan to attend the meeting, please mark the appropriate box on your proxy card or use the alternative Internet or telephone voting options in accordance with the voting instructions you have received. If you vote by telephone or on the Internet, you do not need to return your proxy card. If your shares are held by a bank,

broker or other intermediary and you plan to attend the Annual Meeting of Stockholders, please send written notification to our Investor Relations Department, 70 West Madison Street, Suite 4400, Chicago, Illinois 60602, and enclose evidence of your ownership (such as a letter from the bank, broker or intermediary confirming your ownership or a bank or brokerage firm account statement). The names of all those indicating they plan to attend the Annual Meeting of Stockholders will be placed on an admission list held at the registration desk at the entrance to the meeting.

Stockholders may help us reduce printing and mailing costs by opting to receive future proxy materials by e-mail. Information about how to do this is included in the accompanying Proxy Statement.

Sincerely,

Charles H. Cannon, Jr.

*Chairman of the Board and*

*Chief Executive Officer*

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**NOTICE OF THE 2012**

**ANNUAL MEETING OF STOCKHOLDERS**

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**Wednesday, May 17, 2012 at 9:30 a.m.  
Hamburger University Learning and Training Center**

**McDonald's Campus, 2715 Jorie Boulevard, Oak Brook, Illinois 60523**

The 2012 Annual Meeting of Stockholders will be held at the time and place noted above. At the meeting we will ask our stockholders to:

Re-elect two directors, C. Maury Devine and James M. Ringler, each for a term of three years;

Approve on an advisory basis our named executive officer compensation as described in the Proxy Statement for the Annual Meeting;

Ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2012; and

Vote on any other business properly brought before the meeting or any postponement or adjournment thereof.

By Order of the Board of Directors

James L. Marvin

Deputy General Counsel and

Secretary

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## INFORMATION ABOUT VOTING

**Who is soliciting my vote?** The Board of Directors (the Board) of John Bean Technologies Corporation (JBT Corporation or the Company, we, us or our) is soliciting proxies for use at our 2012 Annual Meeting of Stockholders (the Annual Meeting) and any adjournments of that meeting. On March 30, 2012, we began to mail to our stockholders of record as of the close of business on March 20, 2012, either a notice containing instructions on how to access this Proxy Statement and our Annual Report through the Internet or a printed copy of these proxy materials. As permitted by Securities and Exchange Commission rules, we are making this Proxy Statement and our Annual Report available to our stockholders electronically via the Internet. The notice of electronic availability contains instructions on how to access this Proxy Statement and our Annual Report and vote online. If you received a notice by mail or electronically delivered by e-mail, you will not receive a printed copy of the proxy materials in the mail. Instead, the notice or e-mail instructs you on how to access and review all of the important information contained in this Proxy Statement and Annual Report through the Internet. The notice also instructs you on how you may submit your proxy over the Internet or by telephone. If you received a notice by mail or e-mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the notice or e-mail.

**What am I voting on?** The agenda for the Annual Meeting is to:

1. Re-elect two directors: C. Maury Devine and James M. Ringler;
2. Approve on an advisory basis our named executive officer compensation as described in this Proxy Statement;
3. Ratify the appointment of KPMG LLP as our independent registered public accounting firm for 2012; and
4. Conduct any other business properly brought before the meeting and any adjournment or postponement thereof.

**Who can vote?** You can vote at the Annual Meeting if you were a holder of John Bean Technologies Corporation common stock (Common Stock) as of the close of business on March 20, 2012. Each share of Common Stock is entitled to one vote. As of March 20, 2012, we had 28,925,567 shares of Common Stock outstanding and entitled to vote. The shares you may vote include those held directly in your name as a stockholder of record and shares held for you as a beneficial owner through a broker, bank or other nominee.

Many of our stockholders hold their shares through a broker, bank or other nominee rather than directly in their name. If your shares are registered directly in your name with our transfer agent, Computershare Investor Services (formerly

National City Bank), you are considered the stockholder of record with respect to those shares. As the stockholder of record, you have the right to grant your voting proxy to the persons appointed by us or to vote in person at the Annual Meeting. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you by your broker or nominee who is considered the stockholder of record with respect to those shares. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares, and you are also invited to attend the Annual Meeting. However, if you are not a stockholder of record, you may not vote these shares in person at the Annual Meeting unless you bring with you a legal proxy, executed in your favor, from the stockholder of record. Your broker or nominee is obligated to provide you with a voting instruction card for you to use.

***How do I vote?*** If you received a notice of electronic availability, you cannot vote your shares by filling out and returning the notice. The notice, however, provides instructions on how to vote by Internet, by telephone or by requesting and returning a paper proxy card or voting instruction card. Whether you hold shares directly as a registered stockholder of record or beneficially in street name, you may vote without attending the Annual Meeting. You may vote by granting a proxy or, for shares held beneficially in street name, by submitting voting instructions to your broker, nominee or trustee. You may vote your shares in one of the following ways:

You can attend the Annual Meeting and cast your vote there if you are a stockholder of record as of the close of business on the record date or you have a proxy from the record holder designating you as the proxy.

If you received printed proxy materials, you may submit your proxy by mail by signing, dating and returning your proxy card to us prior to the Annual Meeting. If you do, the individuals named on the card will vote your shares in the way you indicate.

You can vote by telephone or through the Internet in accordance with the instructions provided in the electronic distribution through e-mail, notice of electronic availability, or if you received a printed version of the proxy materials by mail, by following the instructions provided with your proxy materials and on your proxy card or voting instruction card.

You can provide voting instructions to the bank, broker or other nominee that is the holder of record of shares of Common Stock that you beneficially own, if you hold your shares in street name (such as through a bank or broker), by the method communicated to you by such bank, broker or other nominee.

***If you hold your shares in street name (through a bank, broker or other nominee) it is critical that you cast your vote if you want it counted on Proposals 1 and 2 described on pages 3, 4 and 5. In the past, if you held your shares in street name and you did not indicate how you wanted your shares voted, your bank or broker was allowed to vote those shares on your behalf for routine matters. Recent changes in regulations were made to clarify that Proposals 1 and 2 are not routine matters, and therefore your bank or broker may not vote your uninstructed shares on Proposals 1 or 2 on a discretionary basis. As a result, if you hold your shares in street name, and you do not instruct your bank or broker how to vote on Proposals 1 or 2, no votes will be cast on those Proposals on your behalf. If you are a registered stockholder and you do not cast your vote, no votes will be cast on your behalf on any of the items of business at the Annual Meeting.***

Telephone and Internet voting for stockholders of record will be available 24 hours a day, seven days a week, and will close at 1:00 a.m. Central Time on May 17, 2012. If you vote by telephone or through the Internet, you do not have to return a proxy card.

***Who counts the votes?*** Our Board of Directors will designate individuals to serve as inspectors of election for the Annual Meeting. The inspectors will determine the number of shares outstanding and the number of shares represented at the Annual Meeting. They will also determine the validity of proxies and ballots, count all of the votes and determine the results of the actions taken at the Annual Meeting.

***How many votes must be present to hold the meeting?*** Your shares are counted as present at the Annual Meeting if you attend the meeting and vote in person or if you properly return a proxy by Internet, telephone or mail. In order for us to hold our Annual Meeting, holders of a majority of our outstanding shares of Common Stock as of March 20, 2012, must be present in person or by proxy at the meeting. This is referred to as a quorum. Abstentions and broker non-votes will be counted for purposes of establishing a quorum at the Annual Meeting.

***What is a broker non-vote?*** If a broker does not have discretion to vote shares held in street name on a particular proposal and does not receive instructions from the beneficial owner on how to vote the shares, the broker may return

a proxy card without voting on that proposal. This is known as a *broker non-vote*. Broker non-votes will have no effect on the vote for any matter properly introduced at the Annual Meeting, but will be counted for purposes of establishing a quorum at the meeting.

If you are a beneficial owner, your bank, broker or other holder of record is permitted to vote your shares on ratification of the appointment of our auditor even if the broker does not receive voting instructions from you.

***How many votes are needed to approve the proposals?*** A plurality of the votes cast is required for the election of directors. This means that the two director nominees with the most votes will be elected to the Board of Directors. Only votes FOR or WITHHELD affect the outcome. Abstentions and broker non-votes are not counted for purposes of the election of directors. Approval, on an advisory basis, of our named executive officer compensation requires the affirmative vote of the majority of shares present in person or represented by proxy and entitled to vote at the meeting.

***Could other matters be decided at the Annual Meeting?*** At the date this Proxy Statement was printed, we did not know of any matters to be raised at the Annual Meeting other than those referred to in this Proxy Statement.

If other matters are properly presented at the Annual Meeting for consideration, the proxy holders designated on proxy cards or designated in the other voting instructions you have submitted will have the discretion to vote on those matters for you.

***Can I access the Notice of Annual Meeting, Proxy Statement and 2011 Annual Report on the Internet?*** The Notice of Annual Meeting, Proxy Statement and 2011 Annual Report may be viewed and downloaded from the website [www.edocumentview.com/JBT2012](http://www.edocumentview.com/JBT2012).

***Can I revoke a proxy after I submit it?*** You may revoke your proxy at any time before it is exercised. You can revoke a proxy by:

Delivering a written notice revoking your proxy to our Secretary at our principal executive offices at 70 West Madison Street, Suite 4400, Chicago, Illinois 60602 prior to the cut-off for voting;

Delivering a properly executed, later-dated proxy prior to the cut-off for voting;

Voting again by telephone or through the Internet in accordance with the instructions provided to you for voting your shares; or

Attending the Annual Meeting and voting in person.

***Who can attend the Annual Meeting?*** The Annual Meeting is open to all holders of JBT Corporation Common Stock. Each holder is permitted to bring one guest. Security measures will be in effect in order to ensure the safety of attendees.

***Do I need a ticket to attend the Annual Meeting?*** Yes, you will need an admission ticket or proof of ownership of JBT Corporation Common Stock to enter the Annual Meeting. If your shares are registered in your name and you received the proxy materials by mail, you will find an admission ticket attached to the proxy card sent to you. If your shares are in the name of your broker or bank or you received your materials electronically, you will need to bring evidence of your stock ownership, such as your most recent brokerage statement. All stockholders will be required to present valid picture identification. **IF YOU DO NOT HAVE VALID PICTURE IDENTIFICATION AND EITHER AN ADMISSION TICKET OR PROOF THAT YOU OWN JBT CORPORATION COMMON STOCK, YOU MAY NOT BE ADMITTED INTO THE ANNUAL MEETING.**

## **PROPOSALS TO BE VOTED ON**

### **Proposal 1: Election of Directors**

We have three classes of directors, each class being of as nearly equal size as possible. The term for each class is three years. Class terms expire on a rolling basis, so that one class of directors is elected each year. The term for the nominees for director at the 2012 Annual Meeting will expire at the 2015 Annual Meeting.

The nominees for director this year are C. Maury Devine and James M. Ringler. Information about the nominees, the continuing directors and the Board of Directors as a whole is contained in the section of this Proxy Statement entitled Board of Directors.

The Board of Directors expects that all of the nominees will be able and willing to serve as directors. If any nominee is not available:

the proxies may be voted for another person nominated by the current Board of Directors to fill the vacancy;

the Board of Directors may decide to leave the vacancy temporarily unfilled; or

the size of the Board of Directors may be reduced.

**The Board of Directors recommends a vote FOR the re-election of C. Maury Devine and James M. Ringler.**

**Proposal 2: Advisory Vote on Named Executive Officer Compensation**

In accordance with Section 951 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act ), we are seeking a stockholder vote on a non-binding advisory resolution from our stockholders on the compensation of our executive officers whose compensation is included in the Summary Compensation Table of this Proxy Statement (our named executive officers ). This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and our compensation philosophy, policies and practices, as disclosed under the Executive Compensation section of this Proxy Statement.

At our 2011 Annual Meeting, our stockholders approved the compensation of our named executive officers as disclosed in our 2011 proxy statement in a non-binding say on pay vote by 95% percent of the votes cast. The Compensation Committee of our Board of Directors took this approval into account in determining to generally follow the same policies, practices and framework to set our fiscal 2012 executive pay as it has used in the past. Our stockholders also voted in a non-binding advisory vote, by a majority of the votes cast, to hold an advisory say on pay vote every year. Our Board of Directors subsequently determined to adopt this frequency for say on pay advisory votes.

As described in more detail in the Compensation Discussion and Analysis section of this Proxy Statement, we have structured our executive compensation program to attract and retain talented individuals and motivate them to create long-term stockholder value by achieving performance objectives, strategic goals and appropriately managing risk. Our program is designed to:

- Closely link compensation with company performance targets and achievement of individual objectives
- Drive our key business strategies
- Align the interests of our executives with our stockholders
- Provide competitive compensation opportunities that attract talented people
- Provide transparency of administration to the Compensation Committee of our Board of Directors

In the Compensation Discussion and Analysis, we have provided stockholders with a description of our executive compensation programs, including the philosophy and strategy underpinning the programs, the individual elements of the compensation programs, and information about how our compensation plans are administered. We encourage stockholders to review this Section of the Proxy Statement which begins on page 20.

Our compensation programs consist of elements designed to complement each other and reward achievement of short-term and long-term objectives linked to financial performance metrics. We have chosen the selected metrics to align the compensation of our named executive officers to our business strategy.

The Compensation Committee regularly reviews best practices related to executive compensation to ensure alignment between our business strategy and compensation philosophy. Under the leadership of our Compensation Committee, we have modified the structure of our executive compensation program to increase the proportion of annual incentive compensation that is based upon objective, business performance results to 80%, aligned the business performance measures for annual incentive compensation awards with our company's core strategic objectives, increased the proportion of long-term equity incentive awards that are based on achievement of objective performance metrics for our executives to 75% and introduced performance-based measures for long-term equity incentive awards granted to employees who directly report to our named executive officers.



In 2011, we modified the terms of our executive severance agreements with each of our named executive officers to eliminate tax gross-up payments for excise taxes on severance benefits, changed the basis of severance benefits paid with respect to incentive compensation awards to the highest annualized target incentive amount established for the named executive officer rather than the highest of any target incentive award amount or actual incentive award paid out to the executive, and eliminated post-termination service credits for purposes other than vesting under non-qualified retirement plans.

As illustrated by these actions, the Compensation Committee has strived to structure our executive compensation practices in a manner that is performance-based with a view towards maximizing long-term stockholder value. Our Compensation Committee and the Board of Directors believes that the policies and programs described in the Compensation Discussion and Analysis are effective in achieving our objectives and have contributed to our positive financial performance in a challenging economic environment.

***Vote Required***

In order for this proposal to be adopted by stockholders, at least a majority of the votes cast at the Annual Meeting in person or by proxy by the stockholders entitled to vote on the matter must be voted in its favor.

The Board of Directors recommends a vote **FOR** the following non-binding resolution:

**RESOLVED**, that the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the compensation discussion and analysis, the compensation tables and narrative descriptions that accompany those tables in this Proxy Statement, is hereby approved.

### Effect of Proposal

Since the required vote is advisory, the result of the vote is not binding upon the Board of Directors and will not require the Board of Directors or the Compensation Committee to take any action regarding our executive compensation practices. The Board of Directors values the opinions of our stockholders as expressed through their votes and other communications. Although the resolution is non-binding, the Board will carefully consider the outcome of the advisory vote on named executive officer compensation and those opinions when making future compensation decisions.

### Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm

KPMG LLP has served as our independent public accountants since our inception in July 2008. The Audit Committee of the Board of Directors has approved KPMG LLP continuing to serve as the independent auditors for us for the fiscal year ending December 31, 2012. For the years 2010 and 2011, KPMG LLP's fees were as follows:

	<b>\$(000)</b>	
	<b>2010</b>	<b>2011</b>
Audit Fees (1)	1,803	1,860
Audit-Related Fees (2)	7	7
Tax Fees (3)	66	129
All Other Fees (4)	0	0
<b>Total</b>	<b>1,876</b>	<b>1,996</b>

(1) Audit Fees consist of fees for the annual audit of our consolidated financial statements, foreign statutory audits and reviews of interim financial statements in our Quarterly Reports on Form 10-Q.

(2) Audit-Related Fees are assurance and related services that are traditionally performed by the independent auditor.

(3) Tax Fees consist of fees for compliance, consultation and planning with respect to various corporate tax matters.

(4) All Other Fees include fees for tax services for expatriates and miscellaneous services.

The Audit Committee of the Board of Directors considered the effect of KPMG LLP's non-audit services in assessing the independence of such accountants and concluded that the provision of such services by KPMG LLP was compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The Audit Committee of the Board of Directors reviews all relationships between KPMG LLP and us, including the provision of non-audit services which have an increased potential of impairing the auditor's independence. The Audit Committee pre-approved all audit and non-audit services provided by KPMG LLP summarized in the table above during 2010 and 2011.

We have been advised by KPMG LLP that it will have a representative in attendance at the Annual Meeting. The representative will have an opportunity to make a statement if he or she desires and also will be available to respond to appropriate questions.

**The Board of Directors recommends a vote FOR ratification of the appointment of KPMG LLP as JBT Corporation's independent registered public accountant for 2012.**

## **BOARD OF DIRECTORS**

### **Nominees for Director**

#### *Class I - Term Expiring in 2012*

C. Maury Devine

Principal Occupation: Retired President and Managing Director, ExxonMobil Norway, an oil and gas exploration company

Age: 61

Director Since: 2008

Ms. Devine served as President and Managing Director of ExxonMobil Corporation's Norwegian affiliate, Exxon Mobil Norway, from 1996 to 2000. Prior to the merger of ExxonMobil, she served as Secretary of Mobil Corporation from 1994 to 1996. From 1990 to 1994, Ms. Devine managed Mobil's international government relations and from 1988 to 1990, Ms. Devine served as manager, security planning for Mobil. From 2000 to 2003, Ms. Devine was a Fellow at Harvard University's Belfer Center for Science and International Affairs. Prior to joining Mobil, Ms. Devine served 15 years in the United States government in positions at the White House, the American Embassy in Paris, France, and the U.S. Department of Justice. Ms. Devine has served on the Boards of Directors of FMC Technologies, Inc. since 2005, The Woodstock Center at Georgetown University since 2008, The Washington Middle School for Girls since May 2010 and Technip since April 2011. She is a member of the Council on Foreign Relations. Ms. Devine served as a director of Det Norske Veritas (DNV) from 2000 to 2010, Aquatic Energy LLC from 2010 to February 2012 and Independence Air from June 2002 (when it operated under the name Atlantic Coast Airlines) until March 2007. Ms. Devine's experience in international affairs and her knowledge of the Federal government that result from her fifteen years of government service, including posts in the White House, the American Embassy in Paris, France and the Department of Justice, as well as her current role as a member of the Council on Foreign Relations, are assets to our businesses that market and sell to the U.S. government and navigate international trade issues. Ms. Devine's service on the Board of Directors of our predecessor, FMC Technologies, Inc., beginning in 2005 also brings to the Board a great familiarity with the historical business strategies, products and management of the businesses that now comprise JBT Corporation.

James M.  
Ringler

Principal  
Occupation:  
Chairman of  
the Board of  
Teradata  
Corporation,  
a data  
warehousing  
and analytic  
technologies  
company, and  
Retired Vice  
Chairman of  
Illinois Tool  
Works Inc.,  
an  
international  
manufacturer  
of highly  
engineered  
components  
and industrial  
systems

Age: 66

Director  
Since: 2008

Mr. Ringler currently serves as Chairman of the Board of Teradata Corporation. Mr. Ringler served as Vice Chairman of Illinois Tool Works Inc. until his retirement in 2004. Prior to joining Illinois Tool Works, he was Chairman, President and Chief Executive Officer of Premark International, Inc., which merged with Illinois Tool Works in November 1999. Mr. Ringler joined Premark in 1990 and served as President and Chief Operating Officer until 1996. From 1986 to 1990, he was President of White Consolidated Industries' Major Appliance Group, and from 1982 to 1986, he was President and Chief Operating Officer of The Tappan Company. Prior to joining

The Tappan Company in 1976, Mr. Ringler was a consulting manager with Arthur Andersen & Co. Mr. Ringler has served as Chairman of the Board of Teradata Corporation since September 2007 and he has been a member of the Boards of Directors of The Dow Chemical Company since 2001, Corn Products International, Inc. since 2001, Autoliv, Inc. since 2002, and FMC Technologies, Inc. since 2001. Mr. Ringler brings a broad perspective to our Board from his past experience and his current service on the boards and key committees of a number of large public companies, including those described above. He serves as chairman of Autoliv's compensation committee and serves on the audit committees of Dow Chemical and FMC Technologies, Inc. (where he also serves as a compensation committee member). Additionally, Mr. Ringler's experience as a chief executive and board chairman provide the Board with significant experience in its evaluations of risks and opportunities facing our company. Mr. Ringler's service on the Board of Directors of our predecessor, FMC Technologies, beginning in 2001 also brings to the Board a great familiarity with the historical business strategies, products and management of the businesses that now comprise JBT Corporation.

**Directors Continuing in Office**

***Class II - Term Expiring in 2013***

Edward (Ted) L. Doheny II

Principal Occupation: Executive Vice President of Joy Global, Inc. and President and Chief Operating Officer of Joy Mining Machinery, industrial mining machinery businesses

Age: 49

Director Since: 2012

Mr. Doheny has served as an Executive Vice President of Joy Global, Inc. and President and Chief Operating Officer of Joy Mining Machinery since 2006, where he has global responsibility for the company's underground mining machinery business. Prior to joining Joy Global, Mr. Doheny spent 21 years with Ingersoll-Rand Corporation, where he held a variety of senior executive positions domestically and internationally, including President of Industrial Technologies from 2003 to 2005, President of Shared Services in 2003, and President of Air Solutions from 2000 to 2003. Mr. Doheny also currently serves on the Board of Trustees for the Children's Hospital of Pittsburgh Foundation. Mr. Doheny brings 25 years of industrial equipment industry experience to our Board from his roles at Joy Global and Ingersoll Rand. Mr. Doheny's executive officer positions brings to our Board expertise and experience of an acting president and chief operating officer of a world leading manufacturer of highly mechanized equipment and systems delivered directly to markets all over the world, with a heavy focus on Asia for manufacturing and emerging market growth.

Alan D. Feldman

Principal Occupation: Chairman of the Board, President and Chief Executive Officer of Midas, Inc., an international automotive services company

Age: 60

Director Since: 2008

Mr. Feldman currently serves as Chairman of the Board, President and Chief Executive Officer of Midas, Inc. Mr. Feldman has served as President and Chief Executive Officer of Midas, Inc. since January 2003 and has been its Chairman since May 2006. Prior to joining Midas in January 2003, Mr. Feldman held several senior management posts with McDonald's Corporation, becoming President of McDonald's USA in 1998 and Chief Operating Officer and President of McDonald's Americas in 2001. From 1983 through 1994, Mr. Feldman was with PepsiCo, where he served in financial and operations posts at Frito-Lay and Pizza Hut. At Pizza Hut, Mr. Feldman was named Senior

Vice President of Operations in 1990 and Senior Vice President, Business Strategy and Chief Financial Officer, in 1993. Mr. Feldman has served on the Board of Directors of Foot Locker, Inc. since May 2005. Mr. Feldman has a significant amount of expertise in the fast-food, quick-serve and snack food industries, a significant market for our Food Solutions division, as a result of his senior management positions with McDonald's and PepsiCo's Frito-Lay and Pizza Hut operating units as described above. Additionally, his experience as the Chief Financial Officer of Pizza Hut allows him to make significant contributions to the Board's Audit Committee, and his current role as CEO and Chairman of Midas, Inc. provides our Board with the expertise and experience of an acting chief executive officer and board chairman of an international retail, parts and services business.



James E. Goodwin

Principal Occupation: Chairman of the Board of Federal Signal Corporation, a manufacturer of emergency audio and visual warning device systems, and Retired Chairman of the Board and Chief Executive Officer of UAL Corporation, parent corporation of United Airlines, an international air transportation company

Age: 67

Director Since: 2008

Mr. Goodwin served as Chairman and Chief Executive Officer of UAL Corporation and United Airlines from March 1999 until his retirement on October 31, 2001. Mr. Goodwin served as President and Chief Operating Officer of UAL Corporation and United Airlines from 1998 to 1999. During his career with UAL Corporation and United Airlines, Mr. Goodwin became Senior Vice President-Marketing in 1985, Senior Vice President-Services in 1988, Senior Vice President-Maintenance Operations in 1991, Senior Vice President-International in 1992 and Senior Vice President-North America in 1995. Mr. Goodwin has served on the Boards of Directors of AAR Corp. since April 2002 and Federal Signal Corporation since October 2005 (where he currently serves as non-executive board chairman). Mr. Goodwin served as a director of First Chicago Bank & Trust from 2002 to December 2011 and on the Advisory Board of Hu-Friedy until October 2011. Mr. Goodwin also serves on the Board of Trustees of Lewis University and is a member of The Council of Retired Chief Executives. Mr. Goodwin's thirty-four years of operational and management experience in the airline industry, including in the positions described above at United Airlines and its parent, UAL Corporation, allow him to provide unique insight into the aviation industry generally and are especially critical to our AeroTech division. Additionally, Mr. Goodwin's experience as a chief executive and board chairman of UAL Corporation and United Airlines, as well as his current service as a director and as a member of the audit committee of AAR Corp., an aviation support company, and as chairman of the board of Federal Signal Corporation adds to the insights he brings to our Board regarding opportunities in the aviation industry, to our Board's Audit Committee and more generally in assessing and evaluating risks and opportunities facing our company.

***Class III Term Expiring in 2014***

Charles H. Cannon, Jr.

Principal Occupation: Chairman, Chief Executive Officer and President of JBT Corporation

Age: 59

Director Since: 2008

Mr. Cannon has served as Chairman of the Board of Directors, Chief Executive Officer and President of JBT Corporation since April 25, 2008. Mr. Cannon served as Senior Vice President of FMC Technologies, Inc. from March 2004 until July 2008, when FMC Technologies, Inc. distributed all of the stock of its wholly-owned subsidiary, JBT Corporation, to its shareholders in a spin-off effective July 31, 2008. Mr. Cannon served as a Vice President of FMC Technologies, Inc. from February 2001 until JBT Corporation's spin-off. Mr. Cannon served as Vice President and General Manager-FMC FoodTech and Transportation Systems Group beginning in 1998. Mr. Cannon joined FMC Corporation in 1982 as a Senior Business Planner in the Corporate Development Department. He became Division Manager of FMC Corporation's Citrus Machinery Division in 1989, Division Manager of its Food Processing Systems Division in 1992 and Vice President and General Manager of FMC FoodTech in 1994. Mr. Cannon has served on the Board of Directors of Standex International Corporation since 2004. Mr. Cannon brings a long track record of success in a series of operational and corporate management roles with our predecessors, FMC Technologies and FMC Corporation, and his role as the Company's Chief Executive Officer and President allows him to provide a unique level of understanding and critical detail of the key issues facing our company. Additionally, Mr. Cannon's role as a board member of Standex International Corporation, a diversified manufacturing company with operations in industrial production of food, air distribution, engraving, hydraulics and engineering systems, where he serves as chairman of its compensation committee, adds additional perspective on corporate governance issues.

Polly B. Kawalek

Principal Occupation: Retired President of PepsiCo's Quaker Foods Division, an international manufacturer of oats-based branded products

Age: 57

Director Since: 2008

Ms. Kawalek retired in 2004 after serving for 25 years in various capacities with Quaker Oats, Inc., which in 2001 became a business unit of PepsiCo. She served as President of PepsiCo's Quaker Foods division from 2002 until her retirement. In 2001, Ms. Kawalek served as President of Quaker Oats' U.S. Foods division and from 1997 through 2000 she served as President of its Hot Breakfast division. Ms. Kawalek served as a director of Martek Biosciences Corp. from 2005 until February 2011 and as a director of Kimball International, Inc. from 1998 until January 2009. Ms. Kawalek brings twenty-five years of food industry experience to our Board from her roles at Quaker Oats, both prior and subsequent to its acquisition by PepsiCo. Ms. Kawalek's insights into research and development, product innovation and marketing bring our Board key perspectives for strategic planning.

James R. Thompson

Principal Occupation: Senior Chairman and Partner of Winston & Strawn LLP, a law firm

Age: 75

Director Since: 2008

Governor Thompson has served as the Senior Chairman of the Chicago law firm of Winston & Strawn LLP since September 2006, and as the firm's Chairman from January 1993 to September 2006. He joined the firm in January 1991 as Chairman of its Executive Committee, after serving four terms as Governor of the State of Illinois from 1977 until January 14, 1991. Prior to his terms as Governor, he served as U.S. Attorney for the Northern District of Illinois from 1971 to 1975. Governor Thompson served as the Chief of the Department of Law Enforcement and Public Protection in the Office of the Attorney General of Illinois, as an Associate Professor at Northwestern University School of Law and as an Assistant State's Attorney of Cook County. Governor Thompson was a member of the National Commission on Terrorist Attacks Upon the United States (also known as the 9/11 Commission). He is a former Chairman of the President's Intelligence Oversight Board. He serves on the Boards of Directors of Navigant Consulting Group, Inc. and Maximus, Inc. and he is the Chairman of the United HEREIU Public Review Board. Governor Thompson served as a director of FMC Technologies from 1991 until his retirement in 2009 and as a director of

Hollinger International from June 1994 until January 2006. Governor Thompson brings expertise in legal and political matters through his long and distinguished career as a lawyer and in government service, including his four successive terms as Governor of the State of Illinois. His legal background and government service provides the Board a strong asset for the oversight of corporate governance, compliance and risk management processes, with his government service including acting as a U.S. Attorney for the Northern District of Illinois, the Chief of the Department of Law Enforcement and Public Protection in the Office of the Attorney General and as an Assistant State's Attorney in Cook County, Illinois. Governor Thompson's service on the Board of Directors of our predecessors, FMC Corporation and FMC Technologies, from 1991 until his retirement from the latter board in 2009 also brings to the Board a great familiarity with the business strategies, products and management of the businesses that now comprise JBT Corporation.

## **INFORMATION ABOUT THE BOARD OF DIRECTORS**

### **Corporate Governance**

Our Board of Directors believes that the purpose of corporate governance is to ensure that we maximize stockholder value in a manner that is consistent with both the legal requirements applicable to us and a business model that requires our employees to conduct business with the highest standards of integrity. The Board has adopted and adheres to corporate governance principles which the Board and senior management believe promote this purpose, are sound and represent best practices. The Board reviews these governance practices, the corporate laws of the State of Delaware under which we were incorporated, the rules and listing standards of the New York Stock Exchange and the regulations of the Securities and Exchange Commission, as well as best practices recognized by governance authorities to benchmark the standards under which it operates. The corporate governance principles adopted by the Board of Directors may be viewed on the Investor Relations section of our website under Corporate Governance at [www.jbtcorporation.com](http://www.jbtcorporation.com), and are also available in print to any stockholder upon request. A request should be directed to our principal executive offices at 70 West Madison Street, Suite 4400, Chicago, Illinois 60602, Attention: Deputy General Counsel and Secretary.

### **Meetings**

JBT Corporation held five regular meetings of its Board of Directors during 2011. One of our directors missed a Board meeting and an Audit Committee meeting due to an unexpected schedule conflict. All of our other directors attended each of our Board meetings and each meeting of the Committees on which they served during 2011. The Board of Directors has scheduled a board meeting on the day of the 2012 Annual Meeting of Stockholders, and the Company encourages Board members to attend the Annual Meeting of Stockholders. All of our Board members attended the 2011 Annual Meeting of Stockholders.

### **Committees of the Board of Directors**

The Board of Directors had three standing committees: an Audit Committee, a Compensation Committee, and a Nominating and Governance Committee.

Each of these committees operates pursuant to a written charter setting out the functions and responsibilities of the committee, each of which may be reviewed on the Investor Relations section of our website under Corporate Governance at [www.jbtcorporation.com](http://www.jbtcorporation.com), and is also available in print to stockholders upon request submitted to our

principal executive offices at 70 West Madison Street, Suite 4400, Chicago, Illinois 60602, Attention: Deputy General Counsel and Secretary.

The following table provides 2011 meeting and membership information for each of the committees of the Board of Directors:

	<b>Audit</b>	<b>Compensation</b>	<b>Nominating and Governance</b>
2011 Committee Meetings	6	3	2
C. Maury Devine	X		X <sup>(1)</sup>
Alan D. Feldman	X		X
James E. Goodwin	X <sup>(1)</sup>		X
Polly B. Kawalek		X <sup>(1)</sup>	X
James M. Ringler		X	X
James R. Thompson		X	X

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(1) Indicates committee chair.

#### **Audit Committee**

The Audit Committee charter gives the Audit Committee the authority and responsibility for the engagement, compensation and oversight of our independent public accountants and the review and approval in advance of the scope of audit and non-audit assignments and the related fees of the independent public accountants. The Audit Committee charter also gives this committee authority to fulfill its obligations under Securities and Exchange Commission and New York Stock Exchange requirements, which include:

responsibilities associated with our external and internal audit staffing and planning;

oversight over accounting and financial reporting processes associated with the preparation of our financial statements and filings with the Securities and Exchange Commission;

financial and accounting organization and internal controls;

auditor independence and approval of non-audit services; and

whistle-blower procedures for reporting questionable accounting and audit practices.

Audit Committee members meet privately in separate sessions with representatives of our senior management, our independent public accountants and our Director of Internal Audit after most Audit Committee meeting (four such sessions were held following Audit Committee meetings in 2011).

The Board of Directors has determined that all of the members of the Audit Committee (James E. Goodwin, C. Maury Devine and Alan D. Feldman) meet the New York Stock Exchange standard of having accounting or related financial management expertise and meet the Securities and Exchange Commission criteria for an audit committee financial expert.

### **Compensation Committee**

The principal duties of the Compensation Committee under its charter are:

reviewing succession plans (both for permanent succession and temporary succession in the event of an emergency) for the Chief Executive Officer and other primary executive officers annually, reporting to the full Board on succession planning and management development activities and recommending a succession plan if it concludes that an adequate succession plan is not in place;

reviewing our overall compensation philosophies to ensure policies appropriately link management interests with those of stockholders and provide appropriate retention incentives;

assessing whether incentive compensation program and policies encourage excessive risk-taking, and annually reviewing and evaluating our risk management practices in connection with compensation policy;

approving the corporate goals and objectives relevant to the compensation of our Chief Executive Officer, evaluating his performance against those objectives and approving his compensation based on this evaluation and the elements of compensation paid to other executive officers;

administering the John Bean Technologies Corporation Incentive Compensation and Stock Plan (the Incentive Compensation Plan ) and approving and administering any other equity compensation plans which, due to securities or tax considerations, require the approval or administration by independent directors;

reviewing and approving all new employee benefit plans, fringe benefits and payroll practices, approve the merger, consolidation, split-up, spin-off or termination of such plans and adopt amendments to such plans (except as delegated to the Employee Benefit Plan Committee);

reviewing and approving peer groups utilized for executive compensation benchmarking;

reviewing, as needed with an independent consultant, significant issues relating to executive compensation;

reviewing and approving company performance compared to incentive plan terms and total incentive compensation amounts to be paid to executive officers;

appointing members of the Employee Benefits Plan Committee, adopting and amending a charter for that committee and periodically reviewing the actions taken by that committee;

approving all executive officer contracts and annually reviewing executive officer perquisites and executive severance arrangements;

reviewing, approving and administering policies and agreements permitting recovery of executive officer compensation in the event of a restatement of our financial results;



reviewing and approving organizational changes and restructuring actions that could potentially have a significant impact on employee benefit plans or compensation programs generally;

establishing stock ownership guidelines and monitoring compliance with such guidelines;

recommending to the full Board changes to compensation for non-employee directors;

reviewing management's Compensation Discussion and Analysis to be included in our annual report or proxy statement and, if appropriate, recommending to the full Board its inclusion in our proxy statement or annual report and issuing its report on executive compensation for inclusion in our annual report or proxy statement; and

reviewing all resolutions required to be included in proxies for meetings of our stockholders by the Dodd-Frank Act or other applicable law with respect to stockholder votes on compensation and, in the case of stockholder votes to approve an acquisition, merger, consolidation or proposed sale of all or substantially all of our assets, golden parachute payments.

All of the members of our Compensation Committee are independent directors as defined by the listing requirements of the New York Stock Exchange. Under its charter, our Compensation Committee has the authority to engage the services of outside auditors, experts and others to assist the committee's fulfillment of these responsibilities, and our Compensation Committee engaged Meridian Compensation Partners, LLC ( Meridian ), a nationally recognized executive compensation consulting firm, as the Committee's independent compensation consultant for 2011. Meridian was established in 2010 after a spin-off from Hewitt Associates, an executive compensation and employee benefits consulting firm that we historically utilized and continue to utilize for advice on general employee benefit and retirement plan matters. For 2011, the Compensation Committee's engagement agreement with Meridian provided for a scope of work that included ensuring that the Compensation Committee's compensation recommendations were consistent with our business strategy, pay philosophy, prevailing market practices and relevant regulatory mandates and assisting the Committee's efforts to make compensation decisions that were representative of the interests of our stockholders.

The Compensation Committee annually reviews executive pay, peer group practices and performance to help ensure that our total compensation program is consistent with our compensation philosophies. In determining compensation levels for executive officers for 2011, the Compensation Committee utilized compensation survey data that was supplied by the Committee's independent executive compensation consultant, a survey which is commissioned on a bi-annual basis (last commissioned in 2009). For purposes of this survey, a group of peer companies was selected by our management and approved by the Compensation Committee. The list is reviewed prior to each bi-annual compensation survey by the Compensation Committee to ensure continuing relevancy of the peer group considering the size and financial performance of the proposed companies. At its November 2011 meeting, the Compensation Committee approved changes to the peer group to replace two companies that were deemed to be too large in comparison to our company with two companies that are more similar in size, for its survey that was commissioned

for 2012. With each bi-annual survey, the Compensation Committee's independent consultant collects, analyzes and reports back to the Compensation Committee on the amounts and components of compensation paid by the peer group, utilizing regression analysis to develop size-adjusted values for companies with varying revenue size and market capitalization and to provide relevant comparisons. For our Chief Executive Officer and our Chief Financial Officer, the Compensation Committee also reviews data compiled annually from proxy statement filings by peer group companies to assess pay practices for comparable executive officers.

Based on the survey market data and the additional data from public filings, the Compensation Committee reviewed the appropriateness of management's recommendations for each executive's base pay, annual non-equity incentive bonus, and annual equity award for 2011. The Compensation Committee allocated total annual compensation to our executive officers among the various elements of short-term cash (base pay and non-equity incentive bonus) and long-term (equity awards) compensation to approximate the market allocation identified in the survey results and in the data obtained from public filings.

The Compensation Committee also periodically reviews director compensation to ensure that the amount of compensation provided to directors is within appropriate parameters. The Compensation Committee did not request a survey of director compensation for 2011 non-employee director compensation, electing to recommend no change. A survey was commissioned by the Compensation Committee in 2011 in connection with its review of 2012 non-employee director compensation. The companies included within the survey were selected by our management and approved by the Compensation Committee for peer group comparison.

The scope of authority delegated to the Compensation Committee by the Board of Directors is to decide whether or not to accept, reject or modify our management's proposals for annual compensation awards to our named executive officers. The Compensation Committee also has the authority to recommend the amount of compensation to be paid to our non-employee directors. Our Chief Executive Officer participated this year in the compensation decisions for the other named executive officers. He did not have a role in setting his own base pay, annual non-equity incentive compensation or the size of his annual equity compensation award. Our Vice President, Human Resources, working with Meridian, provided recommendations for each executive's base pay, annual non-equity incentive bonus and annual equity award for the Compensation Committee's review. Our Chief Financial Officer and our Director of Financial Planning also provided the Compensation Committee with information related to our financial performance against our objectives. This information was then used by the Compensation Committee as factors in setting annual targets and ratings associated with incentive compensation awards and selecting appropriate structures for performance-based restricted stock.

### **Nominating and Governance Committee**

The principal duties of the Nominating and Governance Committee under its charter are:

identifying and recommending to the Board of Directors qualified candidates for vacancies on the Board in accordance with criteria established by the Board;

identifying and recommending nominees for the Board of Directors to be submitted for election at the Annual Meeting;

making recommendations to the Board of Directors concerning the membership of Board committees and committee chairpersons;

developing and recommending to the Board of Directors a set of Corporate Governance Guidelines, reviewing them annually, and making recommendations to the Board from time to time regarding matters of corporate governance;

reviewing our ethics policy annually and recommending changes to the Board of Directors;

annually reviewing and evaluating all relationships between non-employee directors and our company and making recommendations to the Board of Directors regarding each non-employee director's independence;

monitoring orientation and training needs of the directors and making recommendations regarding director training programs and advise the Board on emerging governance trends; and

reporting annually to the Board of Directors the Committee's assessment of the performance of the Board and its committees.

Stockholders may submit recommendations for future candidates for election to the Board of Directors for consideration by the Nominating and Governance Committee by writing to: Deputy General Counsel and Secretary, John Bean Technologies Corporation, 70 West Madison Street, Suite 4400, Chicago, Illinois 60602. A letter making a director candidate recommendation must include the candidate's name, biographical information and a summary of the candidate's qualifications. In addition, the letter should be accompanied by a signed statement from the nominee indicating that the nominee is willing to serve as a member of the Board. To make a recommendation for the 2013 Annual Meeting, please refer to the timing requirements specified in the section of this Proxy Statement entitled Proposals for the 2013 Annual Meeting of Stockholders. All submissions from stockholders meeting these requirements will be reviewed by the Nominating and Governance Committee.

In connection with its role in recommending candidates for the Board, the Nominating and Governance Committee advises the Board with respect to the combination of skills, experience, perspective and background that its members believe are required for the effective functioning of the Board considering our current business strategies and regulatory, geographic and market environment. The Committee has not established specific, minimum qualifications for director nominees. Our corporate governance principles provide that directors should be selected based on integrity, successful business experience, stature in their own fields of endeavor and the diversity of perspectives they bring to the Board. Our corporate governance principles also require that a majority of our non-employee directors should be active or retired senior executives, preferably chief executive or chief operating officers of publicly-held companies. In addition, the corporate governance principles provide that our non-employee directors should also be chosen based on recognized experience in our lines of business and

leadership in areas of government service, academia, finance and international trade. Nominees to be evaluated by the Nominating and Governance Committee for future vacancies on the Board will be selected by the Committee from candidates recommended by multiple sources, including business and personal contacts of the members of the Nominating and Governance Committee, recommendations by our senior management and candidates identified by independent search firms, stockholders and other sources, all of whom will be evaluated based on the same criteria. All of the current nominees for the Board are standing members of the Board that are proposed by the entire Board for re-election.

### **Director Independence**

The Nominating and Governance Committee conducted a review of the independence of the members of the Board of Directors and its committees and reported its findings to the full Board at its February 28, 2012 meeting. Seven of our eight directors (including both of the nominees presently standing for re-election) are non-employee directors. Each of our directors completes an annual questionnaire requiring disclosure of any relationships (including industrial, banking, consulting, legal, accounting, charitable or familial relationships) which could impair the independence of such director. The Nominating and Governance Committee reviewed all of the commercial transactions, relationships and arrangements between us and our subsidiaries, affiliates and executive officers with companies with whom the six non-employee directors who served on our Board in 2011 and our non-employee director who began service in January 2012 are affiliated or employed. The only transaction, relationship and arrangement of this nature that exists and was reviewed by the Nominating and Governance Committee was the continuing service by Ms. Devine and Mr. Ringler as members of the Board of Directors of FMC Technologies, Inc., the company from which JBT Corporation separated in a spin-off transaction in July 2008. FMC Technologies, Inc. and JBT Corporation are parties to certain agreements that pertain to the separation of the operations of the two companies and which address, among other things, continuing indemnification obligations between the two companies, obligations to take further actions associated with the separation following the closing of the transaction, intellectual property licensing arrangements, sales distributor agreements and assignments and subleasing of leasehold interests associated with office space. Although the Board has not adopted categorical standards of materiality, this relationship was not deemed to be material or as impacting the independence of our non-employee directors.

Based on the report and recommendation of the Nominating and Governance Committee, the Board has determined that each of its non-employee members serving in 2011 (C. Maury Devine, Alan D. Feldman, James E. Goodwin, Polly B. Kawalek, James M. Ringler and James R. Thompson) as well as Edward L. Doheny, II, its new non-employee member who began service on the Board in January 2012 satisfies the independence criteria set forth in the corporate governance listing standards of the New York Stock Exchange. In addition, all of the members of the Audit Committee satisfy the enhanced independence criteria required for members of audit committees under regulations adopted by the Securities and Exchange Commission and the New York Stock Exchange corporate governance listing standards.

### **Executive Sessions of Independent Directors**

The Board of Directors holds executive sessions of only its independent directors after regularly scheduled Board of Directors meetings. James M. Ringler was selected by the Board of Directors to serve as the presiding chairperson, or presiding independent director, for these executive sessions during 2011.

### **Stockholder Communications to the Board**

Stockholders and other interested parties may communicate directly with the Board of Directors, with the presiding independent director for an upcoming meeting or the independent directors as a group by submitting written correspondence c/o Presiding Independent Director, John Bean Technologies Corporation, 70 West Madison Street, Suite 4400, Chicago, Illinois 60602. The presiding independent director will review any such communication at the next regularly scheduled Board meeting unless, in his or her judgment, earlier communication to the full Board is warranted.

### **Board Leadership Structure**

Our Chief Executive Officer also serves as the Chairman of the Board. Our Board believes that Board independence and oversight of management are effectively maintained through the Board's current composition, committee system and policy of having regular executive sessions of non-employee directors. A combined Chief Executive Officer and Chairman role serves as an effective bridge between the Board and our management, and we do not believe that having these roles combined impairs the governance practices of our Board. The Board retains the authority to modify its Board leadership structure to address our company's circumstances and advance the best interests of the company and its stockholders as and when appropriate. The Board's annual self evaluation includes questions regarding the Board's opportunities for open communication and effectiveness of executive sessions. Our Chairman and Chief Executive Officer is the only member of

management serving on our Board. Our Corporate Governance Guidelines limit employee members of the Board to two seats. Currently all other members of our Board are independent. Our Corporate Governance Guidelines provide for the annual election of a lead independent director by a majority of the non-employee directors. The lead independent chairman chairs executive sessions of independent directors, which our Corporate Governance Guidelines require to occur at least annually in conjunction with regularly scheduled Board meetings. Our independent directors typically meet in executive session at the conclusion of each of our Board of Director meetings and following that meeting our lead independent director provides feedback to our Chairman and Chief Executive Officer to the extent desired by the independent directors. Our three Board committees are comprised entirely of independent directors and each committee has regular interaction with other members of our senior management in establishing their agendas and obtaining information from our company's operations.

### **Diversity**

Our Corporate Governance Guidelines provide that Board members will be selected based on integrity, successful business experience, stature in their own fields of endeavor, and the diversity of perspectives they bring to the Board. Our Corporate Governance Guidelines further state that consideration should also be given to candidates with experience in the Company's lines of business and leadership in such areas as government service, academia, finance and international trade. Prior to our separation into an independent company in July 2008, we engaged the services of an executive search firm to help us identify qualified Board candidates meeting these criteria and specifically seeking director candidates who helped us meet the following parameters: experience in the food; airline or airfreight industries; industrial manufacturing background; international business exposure; financial expertise; add to the diversity of our Board; possessed chief executive officer or senior P&L management skills; and experience on public company boards. We believe we have achieved a diversity of perspectives with our current Board membership, which consists of directors who are holding or have held a variety of senior management level positions and have extensive public company board experience, broad experience across the industries in which we conduct business, international business expertise, State and Federal government service and legal expertise. For more information regarding the background, experience and attributes of our directors, please refer to the complete biographies of our directors that appear under **Board of Directors** in this Proxy Statement.

### **Role of Board in Risk Oversight**

As part of its general oversight over the management of our company, our Audit Committee periodically reviews assessments prepared by our management of the primary risks relevant to our business and the mitigation actions we implement to address these risks. The role of the Board in risk oversight is to provide guidance to management through its Audit Committee, based upon their experience and perspectives, regarding the overall effectiveness of its strategies to monitor and mitigate those risks. Our management most recently presented a detailed update on risks and risk management to the full Board at its February 24, 2010 Board meeting and to the Audit Committee at its November 10, 2011 meeting. The Board also periodically receives reports directly from the Division Vice Presidents for each of our three divisions during Board meetings that provide our Board with a more detailed understanding of the strategies of each of our divisions and the opportunities and risks that they face. Management also provides the

Board with a periodic summary of its corporate compliance programs, including our internal audit program, our code of ethics training and certification program, our ethics hotline and our internal control assessments. Our Audit Committee also receives a quarterly update from our Vice President and General Counsel regarding material litigation and legal loss contingencies involving the Company.

## **Director Compensation**

Our compensation plan for non-employee members of our Board of Directors is included in the Incentive Compensation Plan. The Incentive Compensation Plan grants the Board of Directors the authority to modify the terms of the Board of Directors' compensation plan pursuant to a resolution of the Board of Directors.

For 2011, each non-employee director received an annual retainer of \$50,000. Each director received at least \$25,000 of this annual retainer in the form of restricted stock units and was able to elect to receive the remainder in cash, payable in quarterly installments. Each director also had the option of electing to receive the entire annual retainer in the form of restricted stock units. These restricted stock units had a fair market value equal to the deferred amount of the annual retainer on the date of the grant and vest on May 17, 2012, the date of the 2012 Annual Meeting. The restricted stock units are payable in Common Stock upon cessation of service on the Board of Directors. The amount of this annual retainer is allocated among fees earned or paid in cash (column (b)) and stock awards (column (c)) in the Director Compensation Table below based upon the election made by each director.

We also make an annual non-retainer equity grant to our non-employee directors of restricted stock or restricted stock units of equivalent value. On the date of our Annual Meeting in 2011, we awarded each of our non-employee directors



restricted stock units with a value of \$60,000, which is included in the amount contained in column (c) of the Director Compensation Table below. These awards will also vest on May 17, 2012, the date of the 2012 Annual Meeting.

We have ownership requirements for our non-employee directors that are based on a multiple of five times the amount of each director's annual retainer, and each of our non-employee directors is in compliance with these requirements. Our non-employee directors are also required to hold the restricted stock units they elect to receive from the annual retainer and the annual non-retainer equity grants they are awarded until after they complete their service on our Board. Restricted stock units granted to a director are settled in Common Stock upon completion of the director's service on our Board. These restricted stock units are also forfeited if a director ceases service on the Board of Directors prior to the vesting date of the restricted stock units, except in the event of death or disability. Unvested restricted stock units will be settled and are payable in Common Stock upon the death or disability of a director or in the event of a change in control of JBT Corporation, as such term is defined in the Incentive Compensation Plan.

Our non-employee directors will not receive additional cash remuneration for Board of Directors meetings or committee meetings attended. For 2011, the chairs of the Audit Committee, the Compensation Committee and the Nominating and Governance Committee received an additional annual fee of \$10,000, and a pro-rated portion of that fee is included as fees earned or paid (column (b)) in the Director Compensation Table below for each chair. Each non-employee director will also receive reimbursement for reasonable incidental expenses incurred in connection with the attendance of meetings of the Board and Board committees.

The following table shows all compensation awarded, paid to or earned by the non-employee members of our Board of Directors from all sources for services rendered in all of their capacities to us during 2011.

#### Director Compensation Table

Name (1)	Fees Earned or Paid in Cash (\$)(2)	Stock Awards (\$)(3)	Option Awards (\$)(4)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation (\$)(5)	Total (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
C. Maury Devine	35,000	85,003	0	0	0	0	120,003
Alan D. Feldman	0	110,003	0	0	0	0	110,003
James E. Goodwin	35,000	85,003	0	0	0	0	120,003
Polly B. Kawalek	10,000	110,003	0	0	0	100	120,103
James M. Ringler	25,000	85,003	0	0	0	3,500	113,503

James R. Thompson	25,000	85,003	0	0	0	0	110,003
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(1) Charles H. Cannon, Jr., our Chairman, President and Chief Executive Officer, is not included in the table as he was our employee during 2011 and did not receive compensation for his services as a director. The compensation paid to Mr. Cannon is shown in the Summary Compensation Table in this Proxy Statement. Edward L. Doheny is not included in the table as his term as a Director began on January 1, 2012.

(2) Includes the amount of any cash portion of the director's annual retainer each director elected to receive and additional fees paid to the chair of each board committee for serving that function.

(3) Restricted stock unit grants were made on May 1, 2011, valued at \$20.21 per share, the closing price of our Common Stock on May 1, 2011, reflecting an aggregate grant date fair value for all of our non-employee directors of \$560,018. The amount reflected in the stock awards column above represents the fair value of the award at grant date. The aggregate number of outstanding restricted stock units held by each of our non-employee directors on December 31, 2011 was: Ms. Devine, 22,453; Mr. Feldman, 29,174; Mr. Goodwin, 22,543; Ms. Kawalek, 29,174; Mr. Ringler, 24,452; and Governor Thompson, 22,543.

(4) We did not grant options to any director in 2011.

(5) Represents charitable contributions made in the name of directors by us during 2011 pursuant to the matching charitable contribution program available to all of our employees and directors. Pursuant to this program, we match 100% of the charitable contributions of our employees and directors up to \$10,000 in any year, although we may exercise discretion to approve matching contributions in excess of that limitation from time to time.

Our non-employee directors do not participate in our employee benefit plans other than our matching program for charitable contributions.

At its November 10, 2011 meeting, the Compensation Committee of the Board of Directors recommended changes to the compensation plan for our non-employee directors for 2012 that were approved by the full Board at its meeting on November 10, 2011. This recommendation followed a review of a market survey commissioned by Meridian, which showed that 2010 director compensation levels had increased significantly from the previous 2008 survey reviewed by the Committee. The annual retainer was increased from \$50,000 to \$60,000 and the annual non-retainer equity grant of restricted stock units was increased from a value of \$60,000 to a value of \$85,000. In addition, the Board of Director's lead independent director will receive an additional annual fee of \$10,000, equal to the annual fee paid to each Board committee chairperson.

#### **Compensation Committee Interlocks and Insider Participation in Compensation Decisions**

In 2011, the members of the Compensation Committee of the Board were Polly B. Kawalek, James M. Ringler and James R. Thompson, none of whom has ever been an officer or employee of our company. None of our executive officers has ever served on the board of directors or on the compensation committee of any other entity that has had any executive officer serving as a member of our Board of Directors.

#### **TRANSACTIONS WITH RELATED PERSONS**

During 2011, we were not a participant in any transaction or series of related transactions in which any related person had or will have a material interest and in which the amount involved exceeded \$120,000. A related person is any person who was in any of the following categories during 2011:

any director or executive officer of JBT Corporation;

any nominee for director;

any immediate family member of a director or executive officer of JBT Corporation or any nominee for director, with immediate family member including any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law,

father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law and any person (other than a tenant or an employee) sharing the household of a director or executive officer or a nominee for director;

a security holder listed in the Other Security Ownership table below; or

any immediate family member of such a security holder.

Our Code of Business Conduct and Ethics provides that each of our employees and directors is expected to avoid engaging in activities that conflict with, or have the appearance of conflicting with, the best interests of us and our stockholders. These requirements also extend to immediate family members of employees and directors, any trust in which any employee or a director has a beneficial interest and over which such employee or director can exercise or influence decision making, and any person with whom one of our employees or directors has a substantial business relationship.

Under our Code of Business Conduct and Ethics, any personal activities or interests of one of our employees or directors, or of any immediate family member, trust or other person with which such person may have a substantial business relationship (each, an interested person), that could negatively influence, or which could have the appearance of negatively influencing, the judgment of such employee or director, or the decisions or action of such employee or director, must be disclosed to an employee's manager, supervisor, local human resources director, the lawyer responsible for their business unit, the General Counsel, a member of the Board of Directors or reported to our ethics hotline. Reports made to an ethics reporting resource other than a member of the Board of Directors will be reported to the Board of Directors, or a Committee of the Board of Directors, which will have the responsibility for determining if there is a conflict of interest and, if so, how to resolve it without compromising the best interests of us and our stockholders.

In certain limited cases, activities giving rise to a potential conflict of interest may be permitted if the Board of Directors or a Committee of the Board determines, in its reasonable judgment, that such potential conflict of interest is not likely to be harmful to the best interests of us and our stockholders. No such activities were approved by the Board of Directors or a Committee of the Board during 2011.

Our Code of Business Conduct and Ethics also prohibits any employee or director from taking for themselves personally (including for the benefit of family members or friends) business opportunities that are discovered through the use of our property, information or position without the consent of the Board of Directors or a Committee of the Board. No employee or director may use corporate property, information or position for improper personal gain, or may compete with us, directly or indirectly. If such an opportunity is offered to the Board of Directors, and the Board rejects the opportunity, then the employee or director is no longer prohibited by us from taking advantage of the opportunity.

Our Code of Business Conduct and Ethics may be reviewed on the Investor Relations section of our website under Corporate Governance at [www.jbtcorporation.com](http://www.jbtcorporation.com). A waiver of any provision of our Code of Business Conduct and Ethics for a Director or an executive officer may only be made by the Board of Directors, or a committee appointed by the Board, and will be promptly disclosed to the extent required by law, including the rules, regulations or listing standards of the Securities and Exchange Commission and the New York Stock Exchange.

In addition to the foregoing ethics policy, the Nominating and Governance Committee periodically reviews all commercial business relationships that exist between us and companies with which our directors are affiliated in order to determine if non-employee members of the Board are independent under the rules of the New York Stock Exchange.

## SECURITY OWNERSHIP OF JBT CORPORATION

### Management Ownership

The following table shows, as of February 1, 2012, the number of shares of Common Stock beneficially owned by each of our directors, each of our named executive officers, and all directors and executive officers as a group.

Name	<b>Beneficial Ownership on February 1, 2012 Common Stock of John Bean Technologies Corporation</b>	<b>Percent of Class (1)</b>
Torbjörn Arvidsson (2)	99,737	*
Charles H. Cannon, Jr. (2)	400,738	1.39
C. Maury Devine (3)	24,574	*
Edward L. Doheny, II (3)	0	*

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Alan D. Feldman (3)	23,731	*
James E. Goodwin (3)	19,337	*
Polly B. Kawalek (3)	29,731	*
John Lee (2)	58,770	*
Ronald D. Mambu (2)	154,756	*
Kenneth C. Dunn (2)	55,046	*
James M. Ringler (3)	22,406	*
James R. Thompson (3)	18,769	*
All directors and executive officers as a group (16 persons) (2)(3)	1,031,259	3.57

(1) Percentages are calculated on the basis of the number of outstanding shares plus shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934 as of February 1, 2012. An asterisk in this column indicates that the individual's beneficial ownership is less than one percent of JBT Corporation's outstanding Common Stock.

(2) Includes: (i) shares owned by the individual; (ii) shares subject to options that are exercisable within 60 days of February 1, 2012; and (iii) restricted stock shares that will vest within 60 days of February 1, 2012. The shares included in item (ii) consist of 21,303 shares held by Mr. Cannon, which are also included in the shares reported for all directors and executive officers as a group.

(3) Includes shares owned by the individual and restricted stock units credited to individual accounts of non-employee directors under the Incentive Compensation Plan (see Information about the Board of Directors-Director Compensation ) that will vest within 60 days of February 1, 2012. On May 1, 2011, the following additional restricted stock units were credited to non-employee directors under the Incentive Compensation Plan: Ms. Devine, 4,206; Mr. Doheny, 1,771; Mr. Feldman, 5,443; Mr. Goodwin, 4,206; Ms. Kawalek, 5,443; Mr. Ringler, 4,206; and Governor Thompson, 4,206, but none of these shares will vest until May 17, 2012, so they are not included in the

table above which reports beneficial ownership as of February 1, 2012. Non-employee directors have no power to vote or dispose of shares underlying the restricted stock units until they are distributed upon the cessation of their service on the Board of Directors. Until such distribution, these directors have an unsecured claim against us for such units. None of the non-employee directors hold any options to acquire shares of our Common Stock.

### Other Security Ownership

The table below lists the persons known by us to beneficially own more than five percent of our Common Stock as of December 31, 2011:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class(1)
Shapiro Capital Management LLC and Samuel R. Shapiro 3060 Peachtree Road  Suite 1555 N.W.  Atlanta, GA 30305	4,177,709 <sup>(2)</sup>	14.58%
Blackrock, Inc. 40 East 52nd Street  New York, NY 10022	2,194,157 <sup>(3)</sup>	7.66%
Keeley Asset Management Corp. and John L. Keeley, Jr. 401 South LaSalle Street  Chicago, IL 60605	2,090,103 <sup>(4)</sup>	7.30%
Vanguard Group Inc. 100 Vanguard Boulevard  Malvern, Pennsylvania 19355	1,486,703 <sup>(5)</sup>	5.18%

Percentages are calculated on the basis of the amount of outstanding shares (exclusive of treasury shares) plus (1) shares deemed outstanding pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act of 1934 as of December 31, 2011.

(2)

Based on a Schedule 13G filed with the Securities and Exchange Commission on February 3, 2012, Samuel R. Shapiro and Shapiro Capital Management LLC jointly reported sole voting power over 3,375,459 of such shares, shared voting power over 802,250 of such shares and sole dispositive power over all such shares of Common Stock as of December 31, 2011. These securities are owned by various individual and institutional investors for which Shapiro Capital Management LLC serves as investment adviser. Samuel R. Shapiro reported owning none of such shares for his individual account and expressly disclaimed beneficial ownership of these securities.

(3) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 13, 2012, Blackrock, Inc. reported sole voting and dispositive power over all of such shares as of December 31, 2011.

(4) Based on a Schedule 13G/A filed with the Securities and Exchange Commission on February 7, 2012, Keeley Asset Management Corp. and John L. Keeley, Jr. jointly reported Keeley Asset Management Corp.'s sole voting power over 1,980,403 of such shares, no shared voting power and sole dispositive power over all of such shares of Common Stock as of December 31, 2011.

(5) Based on a Schedule 13G filed with the Securities and Exchange Commission on February 8, 2012, Vanguard Group Inc. reported sole voting power over 38,389 of such shares, no shared voting power, sole dispositive power over 1,448,314 of such shares and shared dispositive power over 38,389 of such shares as of December 31, 2011.



## EXECUTIVE COMPENSATION

### Compensation Discussion and Analysis

#### *2011 Compensation Highlights*

Our compensation programs are designed to pay for performance, aligning our executive officers' goals with the interests of our stockholders, while allowing us to attract and retain skilled executives to deliver business results. For 2011, we adjusted our compensation programs to strengthen alignment with our financial and operational strategies. For our named executive officers and their direct reports, we have increased the proportion of compensation directly related to business results. This ensures a close correlation of the financial interests of our named executive officers and our employees who report to them with the interests of our stockholders. Highlighted below are actions we have taken to align executive compensation opportunities with the interests of our stockholders, followed by a summary of the results that drove named executive officers' compensation for 2011.

***Set financial targets for improved results despite uncertain economic conditions.*** In 2011, despite a prolonged global recession, our performance targets for our incentive compensation plans were set at levels above those set for 2010. This followed a similar action we took in 2010 when, despite uncertainty about recovery from a global recession, we set performance targets for our incentive compensation plans above or equal to levels achieved in 2009 rather than establishing a lower bar that would reflect an expectation of economically driven poorer performance.

***Increased incentive plan emphasis on business results.*** For 2011, 80% of the annual cash incentive award that could be earned by our executive officers was based on our key business performance metrics—revenue growth, earnings per share (EPS) growth and net contribution growth, and 75% of the annual equity incentive award issued to our executive officers in 2011 was based on our achievement against performance targets tied to EBITDA growth and net contribution growth. Both of these performance-based measures were increased for 2011 from 2010 levels of 70% of the annual cash incentive and 50% of the annual equity incentive award.

***Differentiated business metrics.*** For 2011, the business metrics used for annual cash incentive awards were modified to substitute a revenue growth for an EBIT growth measure in order to differentiate annual cash incentive award metrics from those we use for annual equity incentive awards.

***Limited maximum award levels.*** The multipliers for the portions of our incentive compensation awards that were based on achievement of performance targets were capped in 2011 at 2.0 for equity incentive awards and 2.5 for cash incentive awards. The maximum multiplier for the business performance portion of annual cash incentive awards for our named executive officers was formerly 3.0.

**Eliminated certain executive severance benefits.** We modified the terms of our existing executive severance agreements to eliminate tax gross-ups for excise taxes on severance benefits (previously provided to a limited extent), modify the amount of severance benefits paid with respect to annual cash incentive compensation and limit post-termination service credits under non-qualified retirement plans.

Reflecting a challenging economic environment, our financial results for fiscal year 2011 were mixed as seen in the year over year comparison set forth below. Please see Management's Discussion and Analysis of Financial Conditions and Results of Operations in our Annual Report on Form 10-K for 2011 for a more detailed description of our fiscal year 2011 financial results.

(in millions, except per share data)	<b>Fiscal Year</b>	<b>Fiscal Year</b>	<b>Change %</b>	
	<b>2011(1)</b>	<b>2010</b>		
Revenue	\$930.5	\$880.4	5.7	%
EBITDA(2)	74.8	90.0	(16.9	)
Net Contribution (3)	9.5	21.2	(55.2	)
Earnings per Share from Continuing Operations	1.01	1.30	(22.3	)

(1) Fiscal Year 2011 results are adjusted to remove the impact of foreign currency translation during the year.

(2) EBITDA is our net income after adding back income/loss from discontinued operations, income taxes, interest income/expense, depreciation and amortization.

(3) Net Contribution is our economic value added measure calculated by determining the amount by which our net income from continuing operations, after adding back interest expense, exceeds our cost of capital.

Our performance-based compensation metrics for 2011, which impacted both annual cash incentive awards and long-term equity incentive awards for our named executive officers, had targets that required year-over-year growth in revenue, earnings per share from continuing operations ( EPS ) and net contribution. For more information on these measures and the specific performance targets, see Cash Payment Elements Annual Non-Equity Incentive Compensation and Equity Incentive Compensation Practices below.

These 2011 financial performance results impacted our performance-based compensation as follows:

Our performance with respect to revenue, Earnings per Share and Net Contribution all fell below target award levels and resulted in annual cash incentive awards between the target level and the minimum, with Net Contribution having the largest negative impact on those awards. Annual cash incentive awards reflected the impact of \$11.6 million in restructuring charges, the majority of which were incurred in the fourth quarter of 2011. The 80% portion of annual cash incentive awards based on these performance metrics paid out at 34% of the target award levels, reflecting the plan design of payments ranging from 0% to 250% of target.

Growth in EBITDA and Net Contribution also fell below the target performance levels for long-term equity incentive awards granted to our named executive officers, with Net Contribution again having the most significant impact on these awards. For purposes of our long-term equity incentive awards for all award recipients, we excluded the impact of the restructuring charges. The restructuring charges were excluded to encourage implementation of long-term improvement in earnings and Net Contribution. The net result was that the 75% portion of equity incentive awards originally granted in 2011 that were based on these performance metrics paid out at 66% of the original target award amount, reflecting the plan design of awards ranging from 0% to 200% of target.

### *Executive Summary*

The main objectives of our executive compensation program are to:

- Pay for performance
- Drive business strategy
- Align interests of executives and stockholders
- Foster a long-term focus
- Attract and retain executive talent
- Appropriately manage risk

The table below provides a summary of the compensation elements for our named executive officers.

**Executive Officer Compensation**

Direct Compensation		Indirect Compensation		Other Benefits
Short Term		Long Term	Post-Employment Pension and Supplemental Executive Retirement Plans*	Executive Severance Plan
Base Salary	Non-Equity Incentive Awards	Equity Incentive Awards	401(k) and Non-Qualified Savings Plan	Change in Control Agreements
	Annual Cash Award Opportunity		International Savings Plan	Executive Perquisites
Fixed Monthly Cash Compensation	80% based on annual business performance metrics ( BPI )	Annual Equity Award Opportunity		
		25% time-based (3 yr. vesting)		
	20% based on annual individual performance objectives ( API )	75% performance-based (1 yr. performance period followed by 2 yr. vesting period)		

\* Our U.S. Pension and Supplemental Executive Retirement Plans were frozen in 2009 all accrued earned benefits as of December 31, 2009 remain payable in accordance with the terms of the plans but additional years of employment and compensation changes occurring after that date have no impact on the amount of retirement benefits.

We encourage pay for performance with a short-term incentive program that provides for cash payments based on achievement of financial, operational and strategic goals. Annual cash incentive pay is calculated based on a formula that is weighted 80% to business results and 20% to performance against individual objectives. We increased the business performance component from 70% to 80% for 2011.

We encourage alignment of our named executive officers' interests with those of our stockholders through the award of equity-based long-term incentive grants, 75% of which are contingent on financial performance metrics. We increased this percentage from 50% to 75% for 2011.

We target the median level of the market for all elements of compensation with the possibility of above market short-term incentive and long-term incentive payments for outstanding performance. None of our named executive officers have employment agreements.

Our Compensation Committee makes all final compensation decisions regarding our named executive officers. Each of our compensation plans and agreements was reviewed and approved by our Compensation Committee. All of the members of our Compensation Committee are independent directors as defined by the listing requirements of the New York Stock Exchange. Under its charter, our Compensation Committee has the authority to engage the services of outside auditors, experts and others to assist the committee's fulfillment of its responsibilities. In 2011, the Compensation Committee engaged Meridian Compensation Partners, an independent compensation consultant, to provide expertise on program design and implementation. Our Chief Executive Officer also provides input on compensation programs and policies and makes recommendations to the Compensation Committee with regard to compensation for our named executive officers other than himself.

Each of our named executive officers is eligible for severance and change in control payments upon termination in certain circumstances pursuant to individual executive severance agreements. The payments generally are based on a multiple of the named executive officer's base salary and annual short-term incentive and are subject to double-trigger conditions, requiring both a change of control event and an adverse change in the executive's employment. These agreements are designed to ensure we can attract and retain executive talent and to permit our senior executives to remain focused on value creation for stockholders in the event of a potential change-in-control event. In 2011, we modified the terms of our executive severance agreements with each of our named executive officers to eliminate tax gross-up payments for excise taxes on severance benefits, changed the basis of severance benefits paid with respect to incentive compensation awards to the highest annualized target incentive amount established for the named executive

officer rather than the highest of any target or actual incentive award paid out to the executive, and eliminated post-termination service credits for purposes other than vesting under non-qualified retirement plans.

Each of our named executive officers is required to comply with stock ownership guidelines monitored by our Compensation Committee and restrictions on transactions in our securities under our insider trading policy. Our compensation programs give our Compensation Committee the authority to recover outstanding awards or require repayment of gains realized or payment received in the event of a restatement of our financial results from a prior period, whether as a result of errors, omissions or fraud.

The following sections provide greater detail regarding each of the components of our executive officer compensation program.

### ***General Principles***

The core principles underlying our executive compensation philosophy are:

Executive compensation is performance-based a substantial portion of an executive's compensation is directly linked to achievement of specific corporate and individual results that we believe create stockholder value;

Long term equity compensation incentives represents a significant portion of executive compensation at-risk equity compensation in the form of stock options, time-based restricted stock unit grants, and performance-based restricted stock unit grants, along with stock ownership guidelines, align executive and stockholder interests and provide proper motivation for enhancing both short-term and long-term stockholder value;

Performance metrics are designed to promote achievement of stretch objectives but not to incentivize undue risk-taking by our executive management team; and

Compensation opportunities are competitive potential compensation for executives is targeted at median (50th percentile) levels paid at comparable peer companies with whom we compete in order to attract, motivate and retain skilled managerial talent over the long term.

### *Allocation of Pay Between Short- and Long-Term*

Our compensation programs are designed in a manner that provides incentives to our named executive officers to achieve short- and long-term operating and strategic objectives. To foster a longer term view (i.e., longer than twelve months), our compensation programs provide longer term incentives in the form of equity incentive compensation with a three-year vesting requirement and a variable performance-based component. Although these equity compensation incentives deliver a competitive economic value on the date of grant, their ultimate value to an executive depends upon our financial performance during the year after the grant and on the market value of the equity after the end of the vesting period. That value is largely dependent upon our company's future performance and market dynamics.

	<b>% of Total Target Compensation Allocated to Base Salary (%)</b>	<b>% of Total Target Compensation Allocated to At-Risk Short-Term and Long-Term Incentives</b>		
		<b>Annual Performance- Cash Based Incentive (%)</b>	<b>Long-Term Performance- Equity Incentive(1)(2) (%)</b>	<b>Long-Term Time-Based Equity Incentives(2) (%)</b>
Charles H. Cannon, Jr. (CEO)	25	23	39	13
Average for the Other Named Executive Officers	39	22	29	10
Average for All Named Executive Officers	33	23	33	11

The amounts shown for annual performance cash incentive and long-term performance-based equity incentive are (1) based on target award levels, and those target award levels are also used in the calculation of percentages of total compensation.

The amounts shown for equity-based incentives are based on grant date fair value. The equity-based incentives (2) consist of restricted stock units that have vesting periods of 3 years. The performance-based portion of these awards is based on a one-year performance period ending on December 31, 2011.

As shown in the table above, on average 56% of the target compensation of our named executive officers for 2011 is linked to short-term and long-term performance based incentives. For our named executive officers, over 33% of their performance based compensation is linked to long-term incentives. The focus on equity-based compensation, in combination with executive stock ownership requirements, reflects the program's goals of long-term performance risk assumption by our named executive officers which aligns the interests of our named executive officers and stockholders.

### *Establishing Competitive Pay Levels*

Our Compensation Committee monitors executive pay, peer group practices and our performance to ensure that our total compensation program design is consistent with our stated compensation philosophies and that overall compensation is within appropriate parameters. Based on this review, which is detailed below, our Compensation Committee concluded that the total compensation we paid in 2011 to our named executive officers was appropriate and reasonable.

Our compensation philosophy is to set total compensation for all our employees at the 50th percentile of compensation for similar positions at peer group companies. For our named executive officers, total compensation includes base pay, annual non-equity incentive compensation, and long-term incentives in the form of time and performance-based restricted stock. For our named executive officers, we utilize salary surveys to compare each element of compensation, as well as total target compensation, against compensation of these named executive officers' peers in comparable positions. The total compensation most closely mirrors the market. The allocation between the elements of compensation base pay, annual non-equity incentive compensation and equity compensation award value may vary from the market in individual cases, but is established in a way that keeps total compensation in line with the market.



When it determined 2011 compensation levels for our named executive officers in February 2011, the Compensation Committee utilized compensation survey data supplied to the Committee by Hewitt Associates (the predecessor to the Committee's current consultant, Meridian Compensation Partners). The Compensation Committee commissions this survey on a bi-annual basis (last commissioned in 2009). The Compensation Committee commissions this survey in order to provide benchmarking data to compare our executive officer compensation against executive officer compensation paid by a peer group of 28 industrial manufacturing and service companies. This group includes companies that are of similar size and/or are engaged in the food or transportation businesses that we believed we would compete with across some of our businesses for customers, suppliers, executive talent and, ultimately, investors, and which provides a representative sample for comparison of financial and stock performance. The revenues of these companies ranged from \$578 million to \$2.6 billion, with a median of \$1.3 billion. For 2011 executive officer compensation, the peer group consisted of the following 28 industrial companies.

AAR Corp.	Intermec, Inc.
Applied Industrial Technologies Inc.	Kaman Corporation
BE Aerospace Inc.	Lance, Inc.
Briggs & Stratton Corporation	The Manitowoc Company
Church & Dwight Co., Inc.	The Middleby Corporation
Curtiss-Wright Corporation	Moog Inc.
Dresser Rand Group Inc.	Sanderson Farms, Inc.
EnPro Industries, Inc.	Sensient Technologies Corporation
ESCO Technologies, Inc.	Sequa Corporation
Federal Signal Corporation.	Standex International Corporation
Flowers Foods, Inc.	Tennant Company
Flowserve Corporation	Triumph Group, Inc.
Gardner-Denver, Inc.	Valmont Industries, Inc.
IDEX Corporation	Woodward Governor Company

Although the companies included in the survey varied in revenue size and market capitalization, the survey utilized regression analysis to develop size-adjusted values for each element of compensation. Additionally, for equity-based compensation, Hewitt Associates used Black-Scholes-based option models to value stock options and other economic pricing models for other equity-based compensation. The Compensation Committee reviews the comparator group annually, and on the recommendation of Meridian in connection with the survey commissioned by the Compensation Committee for reviewing 2012 executive officer compensation, has approved replacing BE Aerospace Inc. and Church & Dwight Co., Inc., each of which were deemed to be too large as compared to our Company, with Titan International Inc. and Albany International Corporation.

To supplement this bi-annual survey data, the Compensation Committee also requests that Meridian prepare an annual report benchmarking the compensation of our Chief Executive Officer and Chief Financial Officer against size-adjusted compensation data compiled from peer group proxy statement filings for each element of these executive's compensation. This data was compiled and presented to the Compensation Committee in a report prepared by Meridian for 2011 compensation decisions in February 2011.



***Components of Compensation Program***

The following table presents in summary form each of the components of our named executive officer's compensation and briefly describes the purpose and characteristics of each of these components.

<b><i>Component</i></b>	<b><i>Purpose</i></b>	<b><i>Characteristics</i></b>
Base Salary	Salary for level of responsibility, experience and sustained individual performance.	Fixed cash component targeted at our peer group median (size adjusted); base salary can vary from market due to individual performance, experience, time in position and internal equity considerations.
Annual Cash Management Incentive Awards ( MIP )	Focus management on achievement of performance metrics and objectives important to the success of their divisions (as applicable) and the overall performance of our company.	A target MIP award is designed to provide peer group median cash compensation (size adjusted) when combined with base salary; exceeding targets allows achievement of upper quartile cash compensation compared with peers.
Long-Term Incentive Equity Awards ( LTIP )	Retention incentive and performance-based portion rewards achievement of targets for EBITDA growth and net contribution.	A target LTIP award is designed to provide median compensation compared to our peer group when combined with base salary and target MIP award. 2011 award was delivered through restricted stock units. Ultimate value depends on our stock price at the end of a three year vesting period.
Perquisites	Provides executive with a limited amount of selected benefits commensurate with those provided to executives at peer group companies.	Benefits which personally benefit an employee, are not related to job performance, and are available to a limited group of employees.
Retirement Benefits	Provide an appropriate level of income upon retirement.	U.S. retirement benefits under a tax-qualified defined contribution plan (401(k) plan) and a non-qualified defined contribution plan.

Additional U.S. retirement benefits through a defined benefit pension plan and a related supplemental executive retirement plan (both frozen as of 12/31/2009).

For non U.S. named executive officers, retirement benefits are provided under a U.K. based defined contribution plan and a Swedish-based occupational pension plan, as applicable.

<p>Potential Payments Upon Change in Control</p>	<p>Encourages executives to operate in the best interests of stockholders.</p>	<p>Contingent in nature; payable only if an executive officer's employment is terminated or adversely impacted as specified under the change in control provisions of various plans.</p>
<p>Other Potential Post-Employment Payments</p>	<p>Potential payments under scenarios of death, disability, retirement, termination without cause.</p>	<p>Contingent in nature; payable only if executive officer's employment is terminated under the arrangements of various plans.</p>

***Cash Pay Elements Base Pay***

We use our survey's median base pay value for comparable positions to set our base salary midpoint for each named executive officer's salary grade. Each salary grade range sets a minimum pay at 75% of the midpoint and maximum pay at 125% of the midpoint. The Compensation Committee generally establishes base salaries for named executive officers at the 50th percentile of our compensation peer group equivalents for those positions. The base salary of a particular named executive

officer is generally at, above or below the 50th percentile based on experience and proficiency in their role. The Compensation Committee annually receives a report from Meridian with recommendations for the base salary for our Chief Executive Officer and we also request a report for the base salaries of the other named executive officers every other year. Our Chief Executive Officer recommends base salary increases for the Chief Financial Officer and the other named executive officers. Merit increase guidelines are established annually for all of our employees (including named executive officers) based on annual market surveys and merit increases are applied as appropriate to adjust base salaries. For 2011, this guideline was set at an increase of 2.9%. The Compensation Committee judged each named executive officer's base salary for 2011 to be correctly positioned relative to the 50th percentile for his position based on his experience, proficiency and sustained performance and accordingly approved a 2.9% increase for each of them. Our Chief Executive Officer received a 3.6% increase and our Chief Financial Officer received a 3.8% increase in base salary for 2011 in order to bring them closer to the targeted 50th percentile.

### ***Cash Pay Elements Annual Non-Equity Incentive Compensation***

Our annual non-equity incentive compensation plan is a variable cash-based incentive plan designed to focus management on performance factors important to our overall performance and to the continued success of our business units. The maximum aggregate amount of annual non-equity incentive compensation that may be awarded under the Incentive Compensation Plan is based upon our overall performance against metrics selected by the Compensation Committee on an annual basis from the performance metrics included in the Incentive Compensation Plan. The Incentive Compensation Plan was designed to provide compensation awards that qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code.

### **Payout Opportunity**

Target percentage amounts for annual non-equity incentive compensation awards are based on survey market data and peer company proxy statements and for 2011, our annual non-equity incentive compensation percentages ranged from 55% to 95% of base salary. The highest percentage (95%) was assigned to our Chief Executive Officer, with our other named executive officers ranging from 55% to 65%. For 2011, our annual non-equity incentive compensation opportunity was weighted primarily toward business performance (80%), referred to generally as the BPI component, and secondarily to individual performance (20%), referred to as the API component. Our Compensation Committee establishes BPI targets for our non-equity incentive program annually utilizing measures it believes correlate highly to enterprise value growth and total stockholder returns. For annual non-equity incentive awards for our executive officers in 2011, we utilized revenue growth, earnings per share (EPS) growth and Net Contribution. These measures are equally weighted.

Revenue growth was a new BPI target in 2011, replacing EBIT growth. We made this change for 2011 to promote greater focus on revenue growth and in order to differentiate our BPI targets from metrics utilized for annual equity incentive awards. EPS measures after-tax earnings generated from continuing operations divided by the total number

of our diluted shares of our outstanding Common Stock. As an incentive measure, we believe that this helps us drive our executive officers to improve overall earnings. Net Contribution is our economic value added measure calculated by determining the amount by which our net income from continuing operations, after adding back interest expense, exceeds our cost of capital. This shows total net income generated for every dollar of capital we employ after subtracting our cost of capital. As an incentive measure, we believe Net Contribution encourages our executives to grow the business while efficiently using capital.

Since certain of our financial performance metrics are based on year-over-year improvements, we preserve flexibility to adjust certain of these measures to account for the cumulative effect of unusual or non-recurring items, such as changes in accounting principles, changes relating to restructuring our businesses to adapt to market place demands, significant acquisitions and divestitures and foreign exchange movements. In 2011, the Compensation Committee approved a management recommended policy change to limit the implementation of these types of adjustments to circumstances where the unusual or non-recurring items in the aggregate exceed \$2 million. For 2011 non-equity incentive compensation awards, the only adjustment to actual results taken with respect to performance metrics utilized for awards to participants, including our named executive officers, was for foreign currency translation.

Determination of BPI Payout

For 2011 incentive compensation, the following table shows the measures used for BPI and our performance against each of these performance measures.

**Performance Measures**

(in millions, except per share data)	<b>0% Payout of Target BPI</b>	<b>100% Payout of Target BPI</b>	<b>200% Payout of Target</b>	<b>250% Payout of Target BPI</b>	<b>Actual Performance and BPI Payout</b>
Earnings Per Share	\$0.98	\$1.42	\$1.53	\$1.59	\$1.01 ( 8%)
Revenue	\$660.3	\$950.8	\$1,021.2	\$1,056.4	\$930.5 (93%)
Net Contribution	\$14.8	\$23.3	\$24.8	\$25.4	\$9.5 ( 0%)

For each measure the Compensation Committee approved performance curves which could produce results ranging from 0.0 (below threshold) to 2.5 (performance far in excess of target) depending upon our company's performance. The upper end of this range was reduced from 3.0 to 2.5 in 2011. Achievement of target performance for any metric would equal a 1.0 payout.

The following chart provides an example of a performance curve for BPI targets:

Our resulting BPI multiple was then multiplied by our individual named executive officer's non-equity incentive compensation target percentage to determine the BPI non-equity incentive compensation payout to that executive.

All of our named executive officers received a corporate-wide BPI rating which was based on the consolidated results of all of our business units. In 2011, despite a prolonged global recession and continuing uncertainty about a recovery, our BPI target for EPS, revenue and Net Contribution growth were set at levels above those set for 2010. Our actual 2011 performance fell below all our target performance levels. EPS was \$1.01, 22.3% below 2010 performance. Revenue was \$930.5 million, an increase of 5.7% from 2010. Net Contribution was \$9.5 million, a decrease of 55.2% from 2010. This performance was rated a .34 based on the scale approved by the Compensation Committee at the beginning of the year.

Determination of API Payout

The API rating is based on the achievement by an executive officer of individual annual objectives. A broad range of factors, generally qualitative in nature, but others that are quantitative, may be considered in this API rating assessment, including corporate and operations level cost control, strategic initiatives, operational objectives regarding market development and growth, margin improvement and revenue growth as well as objectives relating to restructuring, integration and safety. These objectives differ from those utilized to determine performance ratings for establishing an executive officer's base pay described above under Cash Pay Elements Base Pay. For our 2011 annual non-equity incentive compensation



program, our Compensation Committee approved an API range from 0.0 to 2.0. For individual API objectives, the level of performance and resulting individual ratings on objectives required to achieve an API rating of 2.0 is quite high and unusual.

Our Chief Executive Officer provided the Compensation Committee his recommendation with respect to the API ratings for the performance of individual objectives by each of the other named executive officers. For our Chief Executive Officer, the Compensation Committee solicits feedback from the independent directors, evaluates his performance in executive session, and uses that assessment to recommend his API rating to the independent directors. In determining our Chief Executive Officer's individual performance API rating, the independent directors evaluated his performance on a variety of objectives tied to:

executing the 4G corporate strategies for growing margins, growing where the world is growing fastest, growing beyond the sale and growing our technology advantage;  
 improving working capital management and cash flow;  
 managing and/or resolving specific larger impact issues; and  
 refining succession plans and recruiting additional board candidates

The overall payout for annual cash incentive awards for each of the named executive officers appears in the column entitled "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table later in this Proxy Statement.

Our named executive officers received API ratings ranging from 1.1 to 1.8 for 2011, with an average rating of 1.37. For purposes of comparison, our named executive officers received API ratings in 2010 that ranged from 1.2 to 1.4 and averaged 1.31. On average, the API portion of the annual non-equity incentive compensation represents less than 6% of the total compensation paid to our named executive officers (as set forth in the Summary Compensation Table below).

To illustrate how the annual non-equity incentive compensation awards are determined under our compensation programs, making the assumption that an executive officer has a base salary of \$300,000, a 55% target bonus, a BPI rating of .34 and an API rating of 1.37, the executive officer's annual non-equity incentive compensation payment would be calculated in the following manner:

BPI \$300,000 (base salary) x .80 (BPI weighting) x .55 (target bonus) x .34 (corporate BPI achievement)	\$44,880
API \$300,000 (base salary) x .20 (API weighting) x .55 (target bonus) x 1.37 (individual API rating)	\$45,210
Total Non-Equity Incentive Compensation:	\$90,090

***Equity Incentive Compensation Practices***

By providing our named executive officers with significant compensation opportunities in the form of equity awards, we intend to ensure that a significant portion of our named executive officers' total compensation remains at risk and continues to be tied to the creation of value for our stockholders. These equity awards provide our named executive officers the opportunity to realize financial rewards if our stock price appreciates over the long term. The equity awards we grant to our named executive officers consist of a combination of time-based and performance-based awards.

*Determination of Equity Award Size*

To determine the appropriate amount of equity-based compensation awards for our named executive officers, our Compensation Committee reviews survey data which shows what our comparator group of companies granted to their comparable executive officers. We target the median level of the market for all elements of compensation with the possibility of above market equity-based incentive payments for outstanding performance. We use regression analysis to take into account the different sizes of companies. For our Chief Executive Officer and our Chief Financial Officer, we also review specific data regarding equity compensation awards to their peers in the comparator group reported in proxy statement filings. We also consider internal equity among our named executive officers and make adjustments when appropriate. Once we determine a target economic value for each named executive officer we divide by the closing share price on the relevant day to determine the number of shares or units for each award. For 2011 equity compensation awards, we utilized the closing stock price on the day the Compensation Committee met to approve the target values for annual equity compensation awards for executive officers.

*Types of Equity Awards*

Although we have the flexibility to grant equity compensation in a variety of forms, including restricted stock, restricted stock units, stock options, performance units and stock appreciation rights, our equity compensation awards are

primarily in the form of restricted stock units. All of the equity compensation awards we grant to our named executive officers are subject to vesting requirements which generally require an additional three years of service by the executive before they vest, at which time the executive receives ownership and voting rights. With the approval of the Compensation Committee, we may issue equity compensation awards with reduced vesting periods. Vesting periods are utilized both as a retention incentive and as a means to align incentives with long-term value creation for stockholders.

The ultimate realizable amount of three-quarters of the restricted stock unit awards granted to our named executive officers in 2011 depended upon our achievement against specific performance metrics set by the Compensation Committee at the beginning of the year. Prior to 2011, the portion of named executive officer's equity award that was tied to performance metrics was one-half. The percentage of the total performance-based restricted stock unit award realized was determined at the end of a one-year measurement period ending on December 31, 2011. This link put a meaningful portion of each of our named executive officer's targeted equity award at risk. Our Incentive Compensation Plan also provides for alternative performance measures that we may elect to utilize in future years for performance-based equity compensation awards. None of our executive officers has the ability to adjust the performance measures approved by our Compensation Committee or to waive any conditions established for the performance-based awards once established by the Compensation Committee. Any such adjustment or waiver may only be made by the Compensation Committee.

#### Performance-Based Equity Awards

The amount of the performance-based equity award granted in 2011 that was ultimately earned was dependent on our full year performance against EBITDA growth and Net Contribution performance measures. EBITDA growth is one of our primary internal performance measures designed to align long-term incentive opportunities with our internal benchmark for generating operating cash flow. Net Contribution is our economic value added measure calculated by determining the amount by which our net income from continuing operations, after adding back interest expense, exceeds our cost of capital. This shows total net income generated for every dollar of capital we employ after subtracting our cost of capital. As a long-term incentive measure, we believe Net Contribution encourages our executives to grow the business while efficiently using capital. The total number of shares issuable to a named executive officer varied between 0% and 200% of the target award granted depending on where in the specified range for each of the two criteria our company's full year performance falls. There was a minimum level for each measure below which an awardee receives 0% of the target award, and correspondingly a maximum performance level which, even if exceeded, would not generate more than 200% of the target award. In between the minimum and maximum performance targets, the performance level of each measure is plotted on a predefined curve which indicates the percent of the target award that should be awarded. The performance achieved on each measure was added together and divided by the number of measures to determine the actual percentage payout of the target award amount. The vesting period for performance-based restricted stock unit awards is the same as the vesting period for time-based restricted stock unit awards, which is three years from the grant date, meaning that although the performance period considered is one year, the awards vest in January of the third year from the date of grant.

For 2011 performance-based equity incentive compensation awards, we excluded \$11.6 million in restructuring charges from our actual results with respect to performance metrics utilized for awards to participants, including our named executive officers. The majority of the restructuring expenses were incurred in the fourth quarter of 2011. Because the restructuring is expected to result in a long term benefit to the company, our management recommended to the Compensation Committee that the results for our 2011 long term incentive plan not be impacted by those charges. However, we also adjusted 2012 targets to reflect this adjustment, resulting in more challenging targets for 2012. The impact of this adjustment should mean slightly higher awards in 2011, lower awards in 2012 (as compared to levels that would have been targeted prior to the recognition of this restructuring charge) and more consistency across the two years. We believe this approach better aligns performance targets with the longer term horizon of our equity-based incentive compensation plan, which is one of our major retention vehicles for our key employees.

*Determination of Performance-Based Equity Award Achievement*

For 2011, the following table shows the measures used for our performance-based restricted stock unit grants to our named executive officers and our performance against each of the performance measures.

<b>Performance Measures</b>	<b>0% Payout of Target Grant</b>	<b>100% Payout of Target Grant</b>	<b>200% Payout of Target Grant</b>	<b>Actual Performance and Payout</b>
(in millions)				
EBITDA	\$63.0	\$91.8 - \$100.8	\$108.0	\$86.4 (81%)
Net Contribution	\$12.7	\$21.2 - \$23.3	\$26.5	\$17.1 (52%)

For each measure the Compensation Committee approved performance curves which could produce results ranging from 0.0 (below threshold) to 2.0 (performance far in excess of plan) depending upon our company's performance. Achievement of target performance for any metric would equal a 1.0 payout.

The following chart provides an example of a performance curve for performance-based equity incentive awards:

As a result of our financial results for 2011, our named executive officers will receive 66% (the average of the two performance ratings) of the target performance-based portion of the restricted stock unit grants that were originally awarded on February 22, 2011, and these awards will vest on January 2, 2014.

#### *Impact of Retirement on Outstanding Equity Awards*

Under the terms of our Incentive Compensation Plan, as long as an employee remains employed through the age of 62 and has at least ten years of service, any unvested equity awards remain outstanding after retirement and vest on the originally scheduled vesting date. Retirement prior to age 62 or ten years of service will result in the forfeiture of unvested awards. This permits flexibility in retirement planning, permits us to provide an incentive for the vesting period and does not impose a penalty on the exercise of a retirement benefit provided to all of our employees.

#### *Stock Option Grants*

Our Incentive Compensation Plan grants management the authority to issue non-qualified stock options to our executive officers and other key employees. Any FMC Technologies, Inc. stock options held by our employees at the time of our 2008 spin-off from that company were converted into stock options exercisable into shares of our Common Stock in a manner that provided holders with stock options with an economic value equal to the value the FMC Technologies, Inc. stock options had at the effective date of the spin-off. Of our named executive officers, only Mr. Cannon continues to hold these options, all of which have vested and have expiration dates that are ten years after their original grant by FMC Technologies, Inc.

#### *Securities Trading Policy*

Our insider trading policy prohibits our directors, executive officers and other employees from engaging in any transaction in which they may profit from short-term speculative swings in the value of our securities. This includes short sales (selling borrowed securities which the seller hopes can be purchased at a lower price in the future) or short sales against the box (selling owned, but not delivered securities), put and call options (publicly available rights to sell or buy securities within a certain period of time at a specified price or the like) and hedging transactions, such as zero-cost collars and forward sale contracts. In addition, this policy is designed to ensure compliance with relevant SEC regulations, including insider trading rules.

### ***Claw-Back Policy***

Our Incentive Compensation Plan gives our Compensation Committee the discretion to claw-back or cancel outstanding performance-based equity compensation awards in the event of misconduct prejudicial to the company or in the event a restatement of our financial results from a prior period, whether as a result of errors, omissions or fraud, results in a prior grant's performance measures no longer being satisfied. This provides the Compensation Committee with the authority to cancel any outstanding awards, whether or not vested or deferred, or to require an executive officer to repay any gain realized or payment received upon the exercise or payment of a prior award.

### ***Impact of Section 162(m) of the Internal Revenue Code on Executive Compensation***

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public corporations for non-performance-based compensation in excess of \$1 million paid for any fiscal year to certain named executive officers. Among other requirements, in order for compensation to be considered performance-based for purposes of Section 162(m), it generally must be paid pursuant to a plan which is approved by the company's public stockholders. However, under transition rules related to spin-off transactions comparable to ours in 2008, any amount that was related to otherwise qualifying performance-based compensation paid or performance-based restricted stock granted, prior to the first regularly scheduled meeting of our stockholders that occurred in May 2009 will be fully deductible by us without regard to such stockholder approval. At our 2010 annual meeting of stockholders, we sought and obtained stockholder approval of our Incentive Compensation Plan qualifying awards under such plan as performance-based compensation deductible for U.S. income tax purposes beginning with the 2010 awards.

### ***Pension Plans***

A longer term element of compensation for our named executive officers has been an Internal Revenue Service qualified defined benefit pension plan (the U.S. Pension Plan ) that provides income replacement retirement benefits. At the time of our spin-off from FMC Technologies, Inc. in 2008, we maintained the benefits package offered by our former parent company but we subsequently decided to freeze the U.S. Pension Plan effective December 31, 2009. Benefits earned as of that date were frozen; while no additional benefits will accrue for any of our U.S.-based non-union employees, the benefit earned through that date will be paid when the employee retires. All employees can continue to earn service for vesting purposes and for eligibility for early retirement benefits. The pension freeze also impacts our non-qualified defined benefit pension plan (the Non-Qualified Pension Plan ) described below.

The U.S. Pension Plan utilizes the same benefit calculation formula for our named executive officers as is used for non-bargaining unit production personnel and administrative and technical staff. The U.S. Pension Plan is designed to provide income replacement in retirement to all of our current employees who meet the minimum service requirement of five years. The pension payment is based on final average pay, which is calculated for the period that includes the employee's highest 60 consecutive months of pay in the final 120 months of service prior to December 31, 2009, and includes base pay and annual non-equity incentive compensation in the calculation. Eligible earnings under the provisions of the U.S. Pension Plan do not include the value of the equity grants (stock options or restricted stock awards), perquisites or matching contributions to our Qualified Savings Plan and our Non-Qualified Savings Plan (each of which are described under Compensation Discussion and Analysis Savings Plans below). The U.S. Pension Plan is operated in compliance with the United States Employment Retirement Income Security Act ( ERISA ).

The Non-Qualified Pension Plan provides the same level of benefits for earnings above compensation limits set by the Internal Revenue Service. The Non-Qualified Pension Plan uses the same pension calculation formula as the tax qualified U.S. Pension Plan. The benefits under this plan are our general obligations and are not protected by ERISA.

Our Chief Executive Officer and Chief Financial Officer have significant accrued pension benefits under the pension plans as a result of their long tenure with our predecessor, FMC Technologies, Inc. and its predecessor, FMC Corporation. One of our other named executive officers, as well as all of our other employees who were formerly employed by our predecessor companies, have been credited under our U.S. Pension Plan for their years of service with FMC Technologies, Inc. and FMC Corporation.

Although Mr. Arvidsson also has a long tenure with our predecessors, his primary retirement benefit results from his participation in the Swedish occupational pension system (the Swedish Pension Plan ) for private sector employees called ITP. This defined benefit is employer paid and includes a disability and survivors' pension as well as the traditional retirement benefit. This benefit is based on salary at retirement, with pension payments beginning at age 65. The benefit is



10% of the base salary at retirement. There is a limit of 7.5 times a base amount on the salary covered by this benefit. In 2011, this limit was the equivalent of approximately \$60,820. The value of this benefit appears in the Pension Benefits Table and the increase in value of the benefit in 2011 is reported in the Summary Compensation Table for Mr. Arvidsson. Mr. Arvidsson's participation in the Swedish Pension Plan will continue indefinitely, despite the freezing of the U.S. Pension Plan.

For the portion of an employee's salary above this 7.5 multiple of the base amount, employers in Sweden may offer a defined contribution benefit, which requires employers to pay premiums into funds of the employee's choice. We also provide this defined contribution benefit to Mr. Arvidsson. The premiums we paid and Mr. Arvidsson's ending balance and earnings for 2011 are shown in the Non-Qualified Deferred Compensation Table. The premiums we paid in 2011 (as well as prior years) appear in the Summary Compensation Table in the Other Compensation column and in footnote (3) to the table.

### *Savings Plans*

All of our United States based employees, including our named executive officers who are based in the United States, are eligible to participate in our tax-qualified savings and investment plan (the Qualified Savings Plan). This plan provides an opportunity for employees to save for retirement on both a pre-tax and after-tax basis. Employees exceeding the Internal Revenue Service compensation limit for highly compensated employees can contribute between 0% and 20% of base pay and eligible incentives through pre-tax and after-tax contributions up to the maximum amount prescribed by law and the plan limits, and employees not considered highly compensated under Internal Revenue Service regulations can also contribute up to 75% of base pay and eligible incentives. We match 100% of the first 5% of each employee's contributions. Participants are vested on a five-year graded vesting schedule for employer matching contributions. As part of our review of the benefits package that resulted in the U.S. Pension Plan freeze, we enhanced the Qualified Savings Plan effective January 1, 2010. In order to maintain a competitive benefit package that will attract and retain employees, we added an additional company non-elective contribution to the Qualified Savings Plan equal to 3% of employees' base and incentive pay. These non-elective contributions vest immediately upon award.

Our named executive officers are also eligible to participate in a pre-tax non-qualified defined contribution plan (the Non-Qualified Savings Plan), which provides executives and employees who may reach contribution limits imposed by the Internal Revenue Service for the Qualified Savings Plan with the opportunity to participate in a tax advantaged savings plan comparable to the Qualified Savings Plan. The investment options offered to participants in our Non-Qualified Savings Plan are similar to those offered in our Qualified Savings Plan. Participants may elect to defer up to 100% of their base pay or annual non-equity incentive compensation. We match 100% of the first 8% of the employee's contributions to the Non-Qualified Savings Plan. In addition, any employee participating in the Non-Qualified Savings Plan will receive an 8% company contribution for all eligible compensation in excess of the Internal Revenue Service income contribution limit (increased from 5% effective January 1, 2010 to reflect the impact of the freezing of the Non-Qualified Pension Plan). Employees who are otherwise eligible to participate in the Non-Qualified Savings Plan but do not elect to defer any of their base pay or non-equity compensation will receive a

non-elective contribution of 3% for compensation in excess of the Internal Revenue Code Section 401(a)(17) limit. Participants are vested on a five-year graded vesting schedule for employer contributions. Accrued benefits under the Non-Qualified Savings Plan may be distributed as either a lump sum payment or in annual, quarterly or monthly payments over a five-year period. Distributions will be paid no sooner than six months after termination of employment for specified employees as defined by the Internal Revenue Code. All of our named executive officers are specified employees. The distribution election may not be changed within 12 months of termination or retirement. Changes made prior to the 12 month requirement can result in deferral of participant's distribution for an additional five years.

Certain of our employees who are not subject to United States taxes were eligible to participate in a non-qualified defined contribution plan administered in the United Kingdom (the International Savings Plan ). Participants can contribute up to 75% of base pay and eligible incentives. We match 100% of the first 5% of each employee's contributions. Both contributions to the International Savings Plan and the distributions from the International Savings Plan are made in U.S. dollars. All vested funds must be distributed upon an employee's termination or retirement. Mr. Arvidsson is the only named executive officer who is a participant in the International Savings Plan. We made no contributions to the International Savings Plan in 2011 for the benefit of Mr. Arvidsson.

#### ***Change-in-Control Agreements***

We entered into agreements with each of our named executive officers that provide them with compensation under certain circumstances in the event of a change-in-control in our ownership or management. See Potential Payments Upon Change-in-Control for a further description of the terms and potential amounts payable under these agreements. All of our change-in-control agreements condition continuing availability of benefits on compliance with non-compete and non-solicitation provisions.

The benefits payable under our change-in-control agreements are comparable to benefits for which executives in similar positions at peer companies are eligible under their change-in-control agreements. The competitive nature of these benefits is reviewed and analyzed annually by our Compensation Committee with the assistance of the Committee's independent consultant.

All of the change-in-control agreements with our named executive officers are what is commonly referred to as "double trigger" agreements. Under these agreements, the benefits are only payable to an executive if, in addition to the qualifying change-in-control event, the executive officer's position is terminated or the executive's responsibilities, salary, benefits and/or location are significantly changed. Notwithstanding the foregoing, unvested restricted stock unit grants will vest immediately upon the occurrence of a change-in-control pursuant to the terms of the Incentive Compensation Plan, and those grants are accordingly not subject to the "double trigger" requirement of the change-in-control agreements.

### ***General Executive Severance Benefits***

Under our executive severance plan, named executive officers who lose their job through no fault of their own are entitled to receive 15 months of severance pay (limited to base pay and the executive's target annual non-equity incentive compensation), their pro-rated target annual non-equity incentive compensation through the date of termination provided the performance goals underlying the annual non-equity incentive compensation award have been met, the continuation of medical and dental benefits for the same severance period at the employee premium rate, outplacement services, and tax preparation and financial planning assistance for the last calendar year of employment. See "Potential Payments Upon Termination" for a further description of the terms and potential amounts payable under our executive severance plan for our named executive officers. The availability of these severance benefits is conditioned on the executive's compliance with non-disclosure, non-compete and non-solicitation covenants. In its approval of the executive severance plan, our Board of Directors granted company management with the authority to exercise its discretion with respect to the treatment of unvested options and restricted stock grants of terminated executive officers. Change-in-control agreements and severance benefits are exclusive of one another, and in no circumstances would any of our named executive officers receive benefits under both a change-in-control agreement and our general executive severance plan.

### ***Perquisites***

We provide limited perquisites to our executive officers in order to facilitate the performance of their managerial and external marketing roles and to ensure a competitive total compensation package. The perquisites we currently provide to our executives include financial counseling, tax preparation, automobile expense reimbursement, parking fees and other minor expenses associated with their business responsibilities. Certain of our named executive officers

receive only a limited number of these benefits. Our executives' use of company paid automobiles is primarily intended to facilitate business-related travel and entertainment and executives are required to report personal use of company paid automobiles.

### ***Stock Ownership Requirements***

Our Compensation Committee established executive officer stock ownership guidelines in order to ensure a continuing alignment of executive and stockholder interests. Under our stock ownership guidelines, an executive officer is expected to maintain ownership of shares (including restricted stock unit awards, whether or not currently vested, but not counting any shares underlying outstanding stock options) in an amount equal in value to a multiple of the individual's salary-grade midpoint. Our named executive officers who formerly served as executive officers of FMC Technologies, Inc. were allowed three years to reach their ownership multiple, pro-rated 33 1/3% each year. Named executive officers who began their employment with JBT Corporation have five years to accumulate sufficient amounts of our Common Stock to satisfy the ownership multiple, pro-rated 20% each year. An executive may not sell any shares of our Common Stock that he may hold until he reaches the applicable stock ownership guideline multiple (the pro-rated multiple until the end of the specified build up period).

The stock ownership multiple for each of our named executive officers is provided in the following table. Each of our named executive officers currently satisfies our stock ownership guidelines applicable to them.

<b>Executive Officer</b>	<b>Multiple of Salary Grade Mid Point</b>	<b>Number of Shares Required to be Held as of 12/31/2011</b>	<b>Shares Held as of 12/31/2011</b>
Charles H. Cannon, Jr.	5.0	245,443	503,485
Ronald D. Mambu	3.0	69,903	167,522
Torbjörn Arvidsson	2.0	42,897	134,095
John Lee	2.0	31,845	90,402
Kenneth C. Dunn	2.0	27,883	84,274

### **Risk in Compensation Programs**

We do not believe that risks arising from our compensation policies and practices are reasonably likely to have a material adverse effect on the Company. We believe we have allocated our compensation among base salary and short and long-term compensation target opportunities in such a way as to not encourage excessive risk-taking. Further, with respect to our incentive compensation programs, although the performance metrics that determine payouts for certain business unit managers are based on the achievement of business segment metrics, the metrics that determine payouts for our executive officers are company-wide metrics only. This is based on our belief that applying company-wide metrics encourages decision-making that is in the best long-term interests of our company and our stockholders as a whole. Now that we have been an independent company for more than three years we think that principle is established and in 2012 we will base part of the incentive compensation performance measures for our division vice presidents on division performance metrics. However, company-wide metrics will still comprise 50% of the business performance component of the incentive compensation target. The mix of equity award instruments used under our long-term incentive program that includes time-based awards in addition to performance-based awards also mitigates risk. In addition, the multi-year vesting of our equity awards and our share ownership guidelines for our executive officers properly account for the time horizon of risk. We also employ claw-back provisions in our equity incentive compensation program to ensure that in the case of a restatement of our historical financial results for a period of time on which performance-based equity awards were granted, the amount of those awards can be recalibrated to reflect our restated financial performance for that period. Finally, we set our compensation at levels that we believe, based on market assessments, strikes the appropriate balance between managing the overall expense of our compensation in comparison with peers and allowing us to continue to attract and retain the caliber of employees that we believe we need to help us succeed in the markets we serve. At its February 27, 2012 meeting, the Compensation Committee requested its independent compensation consultant, Meridian, to advise the Committee on whether we had any areas of compensation which appeared to encourage excessive risk-taking. In the review of its report to the Committee, Meridian did not identify any components of our program that they viewed as encouraging excessive risk.

## **COMPENSATION COMMITTEE REPORT**

The Compensation Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this Proxy Statement by reference, except to the extent we incorporate this report by specific reference.

The Compensation Committee establishes and oversees the design and functioning of our executive compensation program. We have reviewed and discussed the foregoing Compensation Discussion and Analysis with the management of the Company. Based on this review and discussion, we recommend to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement for the 2012 Annual Meeting.

The preceding report has been furnished by the following members of the Compensation Committee:

Polly B. Kawalek, Chairwoman

James M. Ringler

James R. Thompson

Edward L. Doheny, II

**COMPENSATION TABLES AND EXPLANATORY INFORMATION****Summary Compensation Table**

The following table summarizes compensation earned by each of our named executive officers during the fiscal years ended December 31, 2011, December 31, 2010 and December 31, 2009. To understand the table below you need to read carefully the footnotes, which explain the various assumptions and calculations employed in determining the dollar amounts set forth below.

<b>Name and Principal Position in 2011</b>	<b>Year</b>	<b>Salary (\$)</b>	<b>Bonus (\$)</b>	<b>Stock Awards (\$)(1)</b>	<b>Option Awards (\$)(1)</b>	<b>Non-Equity Incentive Plan Compensation (\$)</b>	<b>Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)(2)</b>	<b>All Other Compensation (\$)(3)(4)</b>	<b>Total (\$)</b>
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
<b>Charles H. Cannon, Jr.</b>									
Chairman of the Board,	2011	720,833	0	1,499,999	0	364,309	411,796	156,442	3,153,379
President and Chief Executive Officer	2010	691,667	0	1,220,856	0	932,943	378,545	122,012	3,346,023
	2009	641,667	0	897,222	0	528,862	741,845	89,595	2,899,191
<b>Ronald D. Mambu</b>									
Vice President, Controller and Chief Financial Officer	2011	361,630	0	449,995	0	129,753	278,106	73,686	1,293,170
	2010	348,140	0	371,363	0	312,669	265,338	61,407	1,358,947
	2009	334,750	0	291,591	0	194,021	413,826	48,116	1,282,304
<b>Torbjörn Arvidsson<sup>(5)</sup></b>	2011	411,561	0	319,995	0	111,378	8,661	310,705	1,162,300

Vice President and Division Manager Food Solutions and Services Division	2010	356,200	0	270,282	0	290,763	5,594	405,996	1,328,835
	2009	331,884	0	255,707	0	169,874	178,028	537,104	1,472,597
<b>John Lee</b>									
Vice President and Division Manager AeroTech Division	2011	345,258	65,000	360,011	0	120,012	15,116	77,661	983,058
	2010	334,407	0	323,707	0	273,010	11,292	61,910	1,004,326
	2009	324,000	125,000	279,939	0	181,969	49,782	164,455	1,125,145
<b>Kenneth C. Dunn</b>									
Vice President, General Counsel and Asst. Secretary	2011	320,578	0	334,999	0	92,038	12,106	65,580	825,301
	2010	311,318	0	270,282	0	249,179	9,452	71,802	912,033
	2009	302,250	0	269,162	0	174,117	52,476	44,926	842,931

The amounts in column (e) include awards of time-based restricted stock units and performance-based restricted stock units under our Incentive Compensation Plan. These dollar amounts represent the grant date fair value. The value of performance-based awards is based on the probable outcome of the performance conditions as of the grant date. The probable outcome for 2009, 2010 and 2011 grants of performance-based awards was estimated at (1) 100%. The actual achievement was 92% for the 2009 awards, 108% for the 2010 awards and 66% for the 2011 awards. For 2011, our performance results led to a significant reduction in performance-based equity incentive compensation awards from target levels reported above for all of our named executive officers. For example, the grant date fair value of Mr. Cannon's stock awards reported for 2011 in column (e) of the Summary Compensation Table would have been \$1,117,493 based on actual performance.



The fair value of restricted stock unit awards listed above at grant date assuming the maximum level of performance goals was achieved is as follows:

<u>Name</u>	<u>Year</u>	<u>Fair Value Assuming Maximum Performance (\$s)</u>
Charles H. Cannon, Jr.	2011	2,625,003
	2010	1,859,013
	2009	1,275,006
Ronald D. Mambu	2011	787,491
	2010	565,475
	2009	414,367
Torbjörn Arvidsson	2011	559,996
	2010	411,564
	2009	363,379
John Lee	2011	630,019
	2010	492,908
	2009	397,808
Kenneth C. Dunn	2011	586,248
	2010	411,564
	2009	382,495

(2) The amounts in column (h) reflect the actuarial increase in the present value of our named executive officers' benefits at the first retirement date with unreduced benefits for the U.S. Pension Plan and the Non-Qualified Pension Plan (age 62.1667 for Mr. Dunn and age 62 for each other named executive officer). These amounts are determined using interest rates and mortality rate assumptions consistent with those used in our audited consolidated financial statements. All nonqualified deferred compensation earnings are actual investment earnings generated by the invested funds, and therefore, are not included in this column.

(3) The amounts in column (i) for the fiscal year ended December 31, 2011 includes for each of our named executive officer the following perquisites:

<b>Perquisites (\$)</b>	<b>Charles H. Cannon, Jr.</b>	<b>Ronald D. Mambu</b>	<b>Torbjörn Arvidsson</b>	<b>John Lee</b>	<b>Kenneth C. Dunn</b>
	19,400	15,000	6,430	15,000	20,000

Financial Planning & Personal Tax Assistance*				
Personal Use of Automobiles**	-	-	10,616	13,200-
Parking	4,740	4,740	-	-
Total Perquisites	24,140	19,740	17,046	28,20020,000

Our cost for financial planning and personal tax assistance includes the fees we paid to third party financial planning and tax advisors for service provided to our named executive officers, a portion of which is an annual retainer fee \*allocated to the individual officers on a pro-rata basis. Other fees are specifically allocated to the individual named executive officers receiving the services to which such fees relate. All amounts paid to obtain financial planning and personal tax assistance for our named executive officers represent taxable income to the executive.

Our cost for personal use of automobiles used by our named executive officers who were provided this benefit is calculated as follows: for Mr. Arvidsson we utilize the Swedish government's calculation of the value of a company \*\*supplied car to his personal use; and for Mr. Lee we utilize a monthly allowance of \$1,100 that we provide to him to reimburse him for business use of his personal automobile. All amounts paid to reimburse our named executive officers for automobile expense represent taxable income to the executive.

	<b>Charles H.</b>	<b>Ronald D.</b>	<b>Torbjörn</b>	<b>John</b>	<b>Kenneth C.</b>
<b>Other Compensation (\$)</b>					
	<b>Cannon, Jr.</b>	<b>Mambu</b>	<b>Arvidsson</b>	<b>Lee</b>	<b>Dunn</b>
Matching Contributions*	132,302	53,946	293,659	49,461	45,580

For a description of the matching contributions provided to participants in the Qualified Savings Plan and \*Non-Qualified Savings Plan, see Compensation Discussion and Analysis Savings Plans above. For Mr. Arvidsson, matching contributions represent premiums paid for a defined contribution benefit plan in Sweden. For a description of this plan, see Compensation Discussion and Analysis Pension Plans above.

The amounts in column (i) of the Summary Compensation Table have been adjusted for prior years to eliminate (4) accrued dividend equivalent rights reported that were already factored into the calculation of grant date fair value for stock awards reported in column (e).

The amounts reported as salary, non-equity incentive compensation and all other compensation that are reported for Mr. Arvidsson were paid in Swedish Krona. These amounts were converted into U.S. dollars in the Summary (5) Compensation Table. These amounts were translated into U.S. dollars at the average exchange rate for each month. Mr. Arvidsson received a base salary increase effective May 1, 2011, resulting in a different average for the periods before and after May 1, 2011.

None of our named executive officers is a party to written or oral employment contracts with us. Accordingly, they remain employed at our will. For a description of the material terms of their compensation arrangements, which include base salary, annual non-equity incentive bonus, equity compensation awards, matching contributions to retirement savings plans, pension benefits and perquisites, and severance and change in control benefits, see Compensation Discussion and Analysis above.

**Grants of Plan-Based Awards Table**

Shown below is information with respect to plan-based awards made in 2011 to each named executive officer.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards		Estimated Possible Payouts Under Equity Incentive Plan Awards		All Other Stock Awards: Number of Shares of Stock or Units (#) (1)	All Other or Exercise Base Price of Securities Underlying Options (#) (2)	Grant Date Fair Value of Stock and Option Awards (\$) (3)			
		Threshold	Maximum	Threshold	Maximum						
(a)	(b)	(\$)	(\$)	(\$)	(\$)	(#)	(#)	(#)			
		(c)	(d)	(e)	(f)	(g)	(h)	(i)			
								(j)			
								(k)			
								(l)			
	2/22/2011	0	684,792	1,643,500				20,270	0	0	374,995

Charles H. Cannon, Jr.	2/22/2011		0	60,811	121,622				1,125,004
Ronald D. Mambu	2/22/2011	0	235,060	564,143		6,081	0	0	112,499
	2/22/2011								337,496
Torbjörn Arvidsson	2/22/2011	0	226,378	543,308		4,324	0	0	79,994
	2/22/2011								240,001
John Lee	2/22/2011	0	189,892	455,741		4,865	0	0	90,003
	2/22/2011								270,008
Kenneth C. Dunn	2/22/2011	0	176,318	423,162		4,527	0	0	83,750
	2/22/2011								251,249

The amounts shown in column (i) reflect the number of shares of restricted stock units subject to time-based (1) vesting requirements granted to each of our named executive officers in 2011 pursuant to our Incentive Compensation Plan.

The amounts in column (l) reflect the full grant date fair value of awards of restricted stock units to our named executive officers pursuant to our Incentive Compensation Plan in 2011. Assumptions used in the calculation of (2) these amounts are described in note (8) to our audited consolidated financial statements for the fiscal year ended December 31, 2011 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 8, 2012.

(3) The second award amount in column (l) represents the full grant date fair value of restricted stock units subject to performance-based conditions assuming achievement of target performance.

## Outstanding Equity Awards at Fiscal Year-End Table

Name	Option Awards			Equity Incentive			Stock Awards (3)			Equity Incentive	Equity Incentive
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)(2)	Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)	Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Charles H. Cannon, Jr.	21,303(1)	0	0	\$2.96	2/19/2014	215,982	3,319,643	0	0	0	0
Ronald D. Mambu	0	0	0	-	-	67,081	1,031,035	0	0	0	0
Torbjörn Arvidsson	0	0	0	-	-	52,331	804,327	0	0	0	0
John Lee	0	0	0	-	-	59,434	913,501	0	0	0	0
Kenneth C. Dunn	0	0	0	-	-	54,114	831,732	0	0	0	0

(1) Options originally issued to Mr. Cannon by FMC Technologies, Inc., which were converted into options to acquire shares of our Common Stock at the time of the spin-off.

(2) The market value of shares of our restricted stock units that had not vested as of December 31, 2011 is calculated using \$15.37, the closing price of our Common Stock on December 30, 2011, the last trading day of 2011.

(3) The amount of restricted stock unit awards outstanding at fiscal year-end (grouped by the vesting dates of these awards) are:

Charles H. Cannon, Jr. Ronald D. Mambu Torbjörn Arvidsson John Lee Kenneth C. Dunn

78,632 25,555 22,410 24,534 23,589

Restricted Stock Units Vesting on January 2, 2012					
Restricted Stock Units Vesting on January 2, 2013	76,945	23,405	17,035	20,402	17,035
Restricted Stock Units Vesting on January 2, 2014	60,405	18,121	12,886	14,498	13,490
<b>Total</b>	<b>215,982</b>	<b>67,081</b>	<b>52,331</b>	<b>59,434</b>	<b>54,114</b>

The outstanding restricted stock unit awards presented above include time-based and performance-based awards. The number of performance-based units as of fiscal year end is based on actual achievement. The performance cycle for units granted in 2009 ended on December 31, 2009 with achievement of 92%. The performance cycle for units granted in 2010 ended on December 31, 2010 with achievement of 108%. The performance cycle for units granted in 2011 ended on December 31, 2011 with achievement of 66%. For purposes of performance-based awards in 2011, we excluded the impact of \$11.6 million in restructuring charges that were incurred primarily in the fourth quarter of 2011. Since the final determination of the exclusion of the restructuring charges for purposes of calculating performance-based awards was made after December 31, 2011, that portion of the 2011 performance-based awards attributed to the exclusion of the restructuring charges is considered as having been issued in 2012 for financial statement reporting purposes.

**Options Exercises and Stock Vested Table**

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Vesting (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
(a)	(b)	(c)	(d)	(e)
Charles H. Cannon, Jr.	0	0	191,307	3,927,533
Ronald D. Mambu	0	0	54,404	1,116,914
Torbjörn Arvidsson	0	0	40,892	839,513
John Lee	0	0	44,766	919,046
Kenneth C. Dunn	0	0	34,768	713,787

**Securities Authorized for Issuance Under Equity Compensation Plans Table**

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
(a)	(b)	(c)	(c)
Equity compensation plans approved by security holders:(1)			
Options	53,895	\$2.78	-
Restricted Stock Units	1,182,934	N/A	-
Subtotal	1,236,829	\$2.78	1,312,906
Equity compensation plans not approved by security holders:	-	-	-
Total	1,236,829	\$2.78	1,312,906

(1) The Incentive Compensation Plan provides for awards of common stock, stock options, stock appreciation rights, restricted stock and restricted stock units (collectively, awards) to our officers, employees, directors and consultants. The Incentive Compensation Plan provides for a maximum of 3,700,000 common shares to be issued as awards, subject to adjustment as provided under the terms of the plan.





**Pension Benefits Table**

The table below shows the present value of accumulated benefits payable to each of the named executive officers, including the number of years of service credited to each such named executive officer, under each of our pension plans determined using interest rate and mortality rate assumptions consistent with those used in our financial statements. Credited years of service for each of the named executive officers (other than Messrs. Lee and Dunn) under the pension plans include years of service with our predecessor. The U.S. Pension Plan and the Swedish Pension Program values are the present value of accrued benefits at the first retirement date for unreduced benefits. The Non-Qualified Pension Plan value is the present value at December 31, 2011 of the lump sum payable at the first retirement date for unreduced benefits. Effective December 31, 2009, we froze benefits under the U.S. Pension Plan and the Non-Qualified Pension Plan. For an explanation of the impact on these plans, see Compensation Discussion and Analysis Pension Plans above.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)(1)	Payments During Last Fiscal Year (\$)(e)
(a)	(b)	(c)	(d)	(e)
Charles H. Cannon, Jr.	U.S. Pension Plan	27.75	980,529	0
	Non-Qualified Pension Plan	27.75	3,943,272	0
Ronald D. Mambu	U.S. Pension Plan	35.75	1,431,441	0
	Non-Qualified Pension Plan	35.75	1,942,327	0
Torbjörn Arvidsson	U.S. Pension Plan	1.58	59,785	0
	Swedish Pension Plan	26.30 (2)	8,250	0
	Non-Qualified Pension Plan	-	-	0
John Lee	U.S. Pension Plan	1.42	59,477	0
	Non-Qualified Pension Plan	1.42	41,645	0
Kenneth C. Dunn	U.S. Pension Plan	1.25	49,915	0
	Non-Qualified Pension Plan	1.25	36,599	0

Amounts reported reflect the present value, expressed as a lump sum as of December 31, 2011, of each named executive officer's benefits under the U.S. Pension Plan, the Non-Qualified Pension Plan and, in the case of (1) Mr. Arvidsson, the Swedish Pension Plan, respectively. Amount reported are calculated using the assumptions applied in note (7) to our audited consolidated financial statements for the fiscal year ended December 31, 2011 included in our Annual Report on Form 10-K filed on March 8, 2012 with the Securities and Exchange Commission.

(2) Mr. Arvidsson's number of years of credit service for the U.S. Pension Plan represents the period of time he worked in the United States.

***Pension Benefit Formula***

Our U.S. Pension Plan is a defined benefit plan that provides eligible employees having five or more years of service a pension benefit for retirement. Years of credited service and final average yearly earnings through the pension freeze date of December 31, 2009 are used to calculate the pension benefit. The final average yearly earnings are based on the highest 60 consecutive months out of the final 120 months of compensation. The normal annual retirement benefit is the product of (a) and (b) below:

(a) the sum of:

the sum of (1) 1% of the participant's final average yearly earnings up to the Social Security Covered Compensation Base (defined as the average of the maximum Social Security taxable wages bases for the 35-year period ending in the year in which Social Security retirement age is reached) plus (2) 1.5% of the participant's final average yearly earnings in excess of the Social Security covered compensation base multiplied by the participant's expected years of credited service at age 65 up to 35 years of credited service; and

1.5% of the participant's final average yearly earnings multiplied by the participant's expected years of credited service at age 65 in excess of 35 years of credited service.

(b) the ratio of actual years of credited service to expected years of credited service at age 65.

The U.S. Pension Plan defines normal retirement age as 65 with an unreduced early retirement benefit payable at age 62. All of the named executive officers except for Messrs. Lee and Dunn are currently eligible for benefits under our U.S. Pension Plan. Eligibility under the U.S. Pension Plan terminates upon death or upon payment of the participant's entire vested benefit. When we were established as a separate company from FMC Technologies, Inc. in July 2008, our employees who were formerly employed by FMC Technologies, Inc. received the benefit for years of credited service under FMC Technologies Inc.'s defined pension benefit plan. Our employees who were also formerly employed by FMC Corporation, FMC Technologies, Inc's predecessor, received the benefit for years of credited service under FMC Corporation's defined pension benefit plan when FMC Technologies, Inc. was established as a separate company by FMC Corporation. Messrs. Cannon, Mambu and Arvidsson were former employees of both predecessor companies.

### ***Early Retirement***

The U.S. Pension Plan's early retirement date is the participant's 55th birthday in the case of a participant who became a participant in FMC Corporation's pension plan before January 1, 1984. All Participants in our U.S. Pension Plan who were hired on or after January 1, 1984 (by either of our predecessors or by us) are eligible for early retirement on or after age 55 with ten years of service. Two of our named executive officers (Messrs. Cannon and Mambu) were participants in FMC Corporation's defined benefit pension plan before January 1, 1984. Messrs. Cannon, Mambu and Arvidsson are older than 55 and are eligible to receive early retirement benefits under the U.S. Pension Plan.

A participant in the U.S. Pension Plan who retires on or after their early retirement date is entitled to receive the early retirement benefit, which is equal to the normal retirement benefit reduced by 1/3 of 1% for each month by which the commencement of the participant's early retirement benefit precedes the participant's 62nd birthday. A participant in the U.S. Pension Plan whose employment terminates prior to their early retirement date is entitled to receive an early retirement benefit payable after the attainment of age 55, which is equal to the normal retirement benefit reduced by 1/2 of 1% for each month by which the commencement of the participant's early retirement benefit precedes the participant's 65th birthday.

### ***Payment of Pension Benefit***

The normal retirement benefit is an individual life annuity for single retirees and 50% joint and survivor annuity for married retirees. The U.S. Pension Plan also provides for a variety of other methods for receiving pension benefits such as 100% joint and survivor annuities, level income and lump sum for benefits with lump sum values of \$1,000 or less. The levels of annuities are actuarially determined based on the age of the participant and the age of the participant's spouse for joint and survivor annuities. The U.S. Pension Plan also provides a 75% joint and survivor option as required by the Pension Protection Act of 2006. The actuarial reduction for a participant and spouse who are

both age 62 is 7.9% from the normal retirement benefit for the 50% joint and survivor annuity and 14.7% from the normal retirement benefit for the 100% joint and survivor annuity. The level income annuity pays increased benefits to the retiree until Social Security benefits begin at age 62 and reduces the benefit after age 62 so that the total of the retirement benefit and Social Security benefits is approximately equal before and after age 62.

### ***Eligible Earnings***

Eligible earnings under the U.S. Pension Plan for our named executive officers include the base salary and annual non-equity incentive compensation paid by us or our predecessor companies to the executives for each plan year in which they were eligible to participate in the U.S. Pension Plan or its predecessor plans through December 31, 2009, the date upon which the U.S. Pension Plan was frozen. Equity compensation, such as restricted stock, restricted stock units and stock option awards, and deferrals to the Non-Qualified Savings Plan, are not included. Mr. Arvidsson's U.S. Pension Plan benefit was generated on the basis of his earnings in 1999 and 2000, the only plan years during which he was employed in the United States and he had eligibility under a predecessor plan to our U.S. Pension Plan.

### ***Non-Qualified Pension Plan***

We have also established a Non-Qualified Pension Plan that permits employees to obtain a mirror pension benefit under a non-qualified retirement plan for benefits limited under the U.S. Pension Plan for (1) limitations due to the Internal Revenue Service maximum annual pension benefit limit, (2) earnings that exceed the Internal Revenue Service limitations on earnings eligible for the tax-qualified Pension Plan, and (3) deferred compensation not included in the pensionable earnings definition in the U.S. Pension Plan. Accrued benefits under the Non-Qualified Pension Plan may be distributed as either a lump sum payment or in monthly payments over a five-year period. Lump sum distributions will be paid no sooner than six months after termination of employment for specified employees as defined by the Internal Revenue Code. All of our

named executive officers are specified employees. The distribution election may not be changed within 12 months of termination or retirement. Changes made prior to the 12 month requirement can result in deferral of participant's distribution for an additional five years. The Non-Qualified Pension Plan was also frozen as to future benefit accruals effective December 31, 2009.

### Non-Qualified Deferred Compensation Table

Pursuant to our Non-Qualified Savings Plan, certain of our employees, including our named executive officers (excluding Mr. Arvidsson), may defer between 1% and 100% of base salary and annual non-equity incentive compensation. Mr. Arvidsson is eligible to participate in the International Savings Plan and may defer up to 75% of base salary and annual non-equity incentive compensation. Deferral elections for our Non-Qualified Savings Plan are made by eligible employees in November or December of each year for base salary and annual non-equity incentive compensation amounts earned in the following year. The investment options for our Non-Qualified Savings Plan and our International Savings Plan are publicly available mutual funds. We make matching contributions in the same investment allocations that the participant selects for his or her contributions to our Non-Qualified Savings Plan. Participants in the International Savings Plan can change their deferral elections throughout the year.

The contributions made by our named executive officers to the Non-Qualified Savings Plan and the International Savings Plan in 2011, together with matching contributions or other allocations to the Non-Qualified Savings Plan and the Swedish Pension Plan defined contribution benefit, earnings made on plan balances, any withdrawals or distributions, and the year-end balances in each of these plans were as follows.

Name	Executive Contributions in Last Fiscal Year (\$)(1)	Registrant Contributions in Last Fiscal Year (\$)(2)	Aggregate Earnings in Last Fiscal Year (\$)(4)	Aggregate Withdrawals/ Distributions (\$)(e)	Aggregate Balance at Last Fiscal Year End (\$)(5)
(a)	(b)	(c)	(d)	(e)	(f)
Charles H. Cannon, Jr.	16,538	112,702	60,927	-	1,715,149
Ronald D. Mambu	6,743	34,346	26,847	-	743,879
Torbjörn Arvidsson	-	293,659	(3) (452,396 )	-	2,344,611
	-	-	12	-	23,393
John Lee	3,453	29,861	1,533	-	60,272
Kenneth C. Dunn	140,618	25,980	(6,404 )	-	502,887

All of the named executive officers' contributions reported in column (b) are included in salary and non-equity (1)incentive plan compensation reported for the named executive officers in the Summary Compensation Table above.

(2)

All of the contributions made by us for our named executive officers reported in column (c) are included in All Other Compensation for the executive officers in the Summary Compensation Table above. Amounts included in column (c) do not include contributions to the Qualified Savings Plan.

(3) Represents premiums paid for a defined contribution benefit plan in Sweden. For a description of this plan, see Compensation Discussion and Analysis Pension Plans above.

(4) Aggregate earnings represent an increase (decrease) in the value of investments in each of the named executive officers' plans during the fiscal year ended December 31, 2011.

The portion of the Aggregate Balance at Last Fiscal Year End reported as compensation in the Summary Compensation Table in our proxy statement for fiscal years ended prior to the year ended December 31, 2011 was (5) \$195,346 for Mr. Cannon; \$84,307 for Mr. Mambu; \$915,387 for Mr. Arvidsson; \$25,054 for Mr. Lee; and \$311,673 for Mr. Dunn.

### **Potential Payments Upon Termination**

The compensation benefits that are payable to each of our named executive officers in the event of a voluntary termination will be the same as those available to all of our other salaried employees. In the event of the disability, retirement, involuntary not-for-cause termination or a change-in-control, our named executive officers will receive additional compensation benefits as described below. In the event of the death of a named executive officer, such officer's estate will be entitled to receive the benefits described below. Termination payments and change-in-control payments will be mutually exclusive and our named executive officers will not be entitled to receive both forms of payments under any circumstances.

***Payments in the Event of Death, Disability or Retirement***

In the event of the death or disability of a named executive officer during active employment with us, all outstanding equity awards will vest immediately. This same death or disability benefit will exist for any of our employees who hold an unvested equity award at the time of their death or disability. In the event of the retirement of any of our named executive officers after reaching the age of 62, all outstanding equity awards will be retained and will vest in accordance with their pre-retirement normal vesting schedule. The following table shows the value to each of our named executive officers should any of these events have occurred on December 31, 2011 under our plans, policies and agreements.

**Executive Benefits and Payments in the Event of****Death, Disability or Retirement on December 31, 2011**

Name	Long-Term Incentive Compensation		Total (2) (\$)
	Performance-Based Restricted Stock Units (1) (\$)	Time-Based Restricted Stock Units (\$)	
Charles H. Cannon, Jr.	1,868,638	1,451,005	3,319,643
Ronald D. Mambu	578,527	452,508	1,031,035
Torbjörn Arvidsson	447,590	356,738	804,327
John Lee	508,594	404,907	913,501
Kenneth C. Dunn	462,914	368,818	831,732

(1) Reflects value of performance-based restricted stock units at actual achieved levels described in Outstanding Equity Awards at Fiscal Year-End Table.

Represents the value of unvested equity awards that may be retained until their normal vesting date in the case of retirement at age 62. Retirement will not result in accelerated vesting. A portion of the total value of the unvested equity awards resulting from accelerated vesting upon death or disability on December 31, 2011 would have vested without accelerating on January 3, 2012, the awards' normal vesting date, pursuant to the terms of those awards which were granted on February 24, 2009 to each of the named executive officers. That portion of the value is: Mr. Cannon, \$1,208,574; Mr. Mambu, \$392,780; Mr. Arvidsson, \$344,442; Mr. Lee, \$377,088; and Mr. Dunn, \$362,563.

***Payments Made in an Involuntary Termination***

Our named executive officers will receive payments pursuant to our executive severance plan described in

Compensation Discussion and Analysis General Executive Severance Benefits above in the event their employment is terminated by us for reasons other than cause or a change-in-control. This plan will provide certain enhanced benefits to our executive officers in addition to those provided under our general severance plan for all of our non-union employees. These include:

a severance payment equal to 15 months of base pay and target annual non-equity incentive compensation;

pro rata payment of annual non-equity incentive compensation at target amount through termination date provided performance targets are achieved;

continuing medical and dental benefits for the executive, their spouse and dependents for the severance period of 15 months at employee premiums;

outplacement assistance;

financial planning and tax preparation assistance for last calendar year of employment; and

accelerated vesting of unvested options and restricted stock unit grants at the discretion of management.

Benefits under our executive severance plan will be contingent upon continuing compliance by the terminated executive with non-disclosure, non-compete and non-solicitation covenants.

The amounts shown in the table below are calculated using the assumption that an involuntary not for cause termination was effective as of December 31, 2011, and as a result are based on amounts earned through such time and are



only estimates of amounts which would be paid out to our named executive officers in the event of such a termination under our executive severance plan. The actual amounts that would be paid out if such a termination were to occur can only be determined at the time of such executive officer's actual termination and would be subject to their current salaries and benefits at such time.

## Executive Benefits and Payments for

### Involuntary Termination Occurring on December 31, 2011

Name	Compensation(\$)		Benefits and Perquisites(\$)			Total(\$)
	Severance Payment	Pro-Rated Target Annual Non-Equity Incentive	Medical and Dental Benefits (1)	Financial Planning and Tax Preparation Assistance	Outplacement Services	
Charles H. Cannon, Jr.	1,767,188	684,792	10,431	19,400	50,000	2,531,811
Ronald D. Mambu	752,813	235,060	10,431	15,000	50,000	1,063,304
Torbjörn Arvidsson	805,032	226,378	-	6,430	50,000	1,087,840
John Lee	680,119	189,892	14,908	15,000	50,000	949,919
Kenneth C. Dunn	634,531	176,318	14,994	20,000	50,000	895,843

(1) Assumes no change in current premium cost paid by the company and such named executive for medical and dental benefits.

In the event of an involuntary termination, the treatment of an executive officer's outstanding equity awards is at the discretion of our Chief Executive Officer and the Compensation Committee. An executive officer may be permitted to retain all or a portion of these awards subject to their existing vesting schedule. For the valuation of these awards at December 31, 2011, see the Outstanding Equity Awards at Fiscal Year-End Table above.

### *Potential Payments Upon Change-in-Control*

We entered into double-trigger executive severance agreements with each of our named executive officers pursuant to which, in the event of both a qualifying change-in-control and any of (1) an involuntary termination of employment for reasons other than cause, disability or death within 24 months after the change in control, (2) a voluntary termination of employment for good reason within 24 months after the change in control or (3) our breach of any material provision of the underlying agreement, each of our named executive officers will be entitled to receive such executive's accrued salary and vacation, certain expense reimbursements and certain other severance benefits described in the executive severance agreements. The severance benefits include a multiple of two times their annual

base salary (three times for Mr. Cannon) and the same multiple of the executive's annual target non-equity incentive compensation. An example, based on a December 31, 2011 termination date, of the severance benefits that would become due are set forth in the table below.

The cash portion of the severance benefits will generally be required to be paid in a single lump sum payment no later than 30 days after the date of termination, subject to certain delayed payment exceptions if the executive is a specified employee within the meaning of Section 409A(a)(2)(B) of the Internal Revenue Code as of such executive's termination date.

Our named executive officers will not be obligated to seek other employment in mitigation of amounts payable under the executive severance agreements, and their subsequent re-employment will not impact our obligation to make the severance payments provided for under the executive severance agreements provided the executive's employment does not violate any non-compete obligation under the executive severance agreement.

Our named executive officers who receive severance benefits under executive severance agreements will not be entitled to receive additional severance benefits under our general executive severance plan described above under Potential Payments Made Upon Termination and in Compensation Discussion and Analysis General Executive Severance Benefits.

As described above, a qualifying change in control is required as one of the two triggers resulting in payment of severance benefits. A qualifying change in control is defined in the executive severance agreements to include:

an person or group becomes the owner of more than 50% of the fair market value or voting power of our stock,

either (i) any person or group acquires ownership of more than 30% of the voting power of our stock in any twelve-month period or (ii) a change in the majority of our Board of Directors during any twelve-month period (excluding changes endorsed by a majority of the members of our Board of Directors prior to such change), except in each case to the extent that at such time there is another person or group that owns a majority of our stock, and

any person or group acquires more than 40% of the fair market value of our assets during any twelve-month period, except to the extent the assets are transferred to (i) a stockholder of our company (immediately before the asset transfer) in exchange for or with respect to its stock, (ii) an entity, 50% or more of the total value or voting power of which is owned, directly or indirectly, by our company, (iii) a person or certain groups of persons that owns, directly or indirectly, 50% or more of the total value or voting power of all of our outstanding stock or (iv) an entity at least 50% of the total value or voting power of which is owned, directly or indirectly, by a person described in the immediately preceding paragraph.

A named executive officer's voluntary termination will be considered to be for good reason for purposes of the executive severance agreements if, without the executive's express written consent, there is any (1) material reduction or alteration in the executive's duties or any assignment that is materially inconsistent with such executive's duties, (2) meaningful change in the executive's work location, (3) material reduction in the executive's base salary, (4) material reduction in the executive's level of participation in our compensation, benefit or retirement plans, policies, practices or arrangements or (5) failure of the successor in a change in control to assume our obligations under the executive severance agreement.

If payments of any amount to a named executive officer under an executive severance agreement would be subject to an excise tax under the Internal Revenue Code, the amount of payments generally will be reduced to the maximum amount that may be paid without triggering an excise tax payment. No such reduction will be made, however, if the net after-tax benefit that a named executive officer would otherwise receive in the absence of such a reduction would exceed the net after-tax benefit the executive would receive after making such a reduction.

The amounts shown in the table below are calculated using the assumption that payments described above were triggered as of December 31, 2011, and as a result are based on amounts earned through such time and are only estimates of the amounts which would be paid to our named executive officers in the event of such a qualifying termination under the executive severance agreements. The actual amounts that would be paid out if such a termination were to occur can only be determined at the time of such executive officer's actual termination and would be subject to their salaries, incentives and other benefits at that time.

### Executive Benefits and Payments for

#### Change-in-Control Termination Occurring on December 31, 2011

Name	Compensation (\$)			Benefits and Perquisites(\$)					Total(\$)
	Base Salary Multiple (1)	Annual Cash Bonus Target Multiple	Pro-Rated Annual Bonus Target	Long-Term Incentive Compensation Performance Shares	Long-Term Incentive Compensation Restricted	Value of Additional Years of Age for Non-	Medical and Dental Insurance,	Outplacement Services	

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	(2)	(3)	(2)	(3)	Stock Units (2)	qualified Pension Plan (4)	and Disability Benefits (5)			
Charles H. Cannon, Jr.	2,175,000	2,054,376	684,792	1,868,638	1,451,005	513,969	12,518	50,000		8,810,298
Ronald D. Mambu	730,000	470,120	235,060	578,527	452,508	14,931	12,518	50,000		2,543,664
Torbjörn Arvidsson	831,001	452,756	226,378	447,590	356,738	-	-	50,000		2,364,463
John Lee	702,058	379,784	189,892	508,594	404,907	42,515	17,889	50,000		2,295,639
Kenneth C. Dunn	655,000	352,636	176,318	462,914	368,818	36,203	17,993	50,000	(67,955)	2,051,927

(1) The base salary multiples reflect the terms of these officers' change-in-control agreements as of December 31, 2011.

A portion of the total value of the Long Term Incentive Compensation shown above resulting from accelerated vesting upon a change-in-control taking place on December 31, 2011 would have vested without accelerating on (2) January 3, 2012, the awards' normal vesting date, pursuant to the terms of those awards which were granted on February 24, 2009 for each of the named executive officers. That portion of the value is: Mr. Cannon, \$1,208,574; Mr. Mambu, \$392,780; Mr. Arvidsson, \$344,442; Mr. Lee, \$377,088; and Mr. Dunn, \$362,563.

(3) Reflects the value of performance-based restricted stock units at actual achieved levels described in the Outstanding Equity Awards at Fiscal-Year End Table.

The amount representing the value of additional years of age for our Non-Qualified Pension Plan is based on the assumptions of a lump sum payment calculated as the present value of benefits immediately payable on December 31, 2011, reduced by our Non-Qualified Pension Plan's early retirement factor using the named executive officer's age at December 31, 2011 plus the additional years of age granted under the change-in-control (4) agreement to each officer. Mr. Arvidsson is not eligible to participate in the Non-Qualified Pension Plan. Messrs. Dunn and Lee were not vested in their Non-Qualified Pension Plan benefits as of December 31, 2011. However, if there is a change in control, they will each become vested in their Non-Qualified Pension Plan benefit pursuant to the terms of their executive severance agreements.

(5) Assumes no change in current premium cost paid for such named executive officer's medical, dental, life insurance and disability benefits.

## **AUDIT COMMITTEE REPORT**

The Audit Committee Report that follows shall not be deemed to be incorporated by reference into any filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, notwithstanding any general statement contained in any such filing incorporating this Proxy Statement by reference, except to the extent we incorporate this report by specific reference.

The Audit Committee of the Board of Directors has:

Reviewed and discussed the audited financial statements with management;

Discussed with KPMG LLP, our independent public accountants, the matters required to be discussed by Statement on Auditing Standards No. 61; and

Received the written disclosures and the letter from KPMG LLP required by Independence Standards Board Standard No. 1, and has discussed with KPMG LLP its independence.

In reliance upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2011.

The preceding report has been furnished by the following members of the Audit Committee:

James E. Goodwin, Chairman

C. Maury Devine

Alan D. Feldman

## **OTHER MATTERS**

### **Section 16(a) Beneficial Ownership Reporting Compliance**

We have undertaken responsibility for preparing and filing the stock ownership forms required under Section 16(a) of the Securities Exchange Act of 1934 on behalf of our officers and directors. Based on a review of forms filed and information provided by our officers and directors to us, we believe that all Section 16(a) reporting requirements were fully met during 2011.

### **Code of Ethics**

Our Code of Business Conduct and Ethics, which is applicable to all of our principal executive and financial officers, our directors and our employees generally, may be found on the Investor Relations section of our website under Corporate Governance at [www.jbtcorporation.com](http://www.jbtcorporation.com), and is also available in print (without charge) to any stockholder upon request. A request should be directed to John Bean Technologies Corporation at our principal executive offices at 70 West Madison Street, Suite 4400, Chicago, Illinois 60602, Attention: Deputy General Counsel and Secretary. We have established a hotline for employees to report violations of the ethics policy or complaints regarding accounting and auditing practices on an anonymous basis. Reports of possible violations of financial or accounting policies made to the hotline are directed to our Director of Internal Audit and the chair of the Audit Committee.

### **Proposals for the 2013 Annual Meeting of Stockholders**

Stockholders may make proposals to be considered at the 2013 Annual Meeting. To be included in the proxy statement and form of proxy for the 2013 Annual Meeting, stockholder proposals must be received not later than November 30, 2012, at our principal executive offices at John Bean Technologies Corporation, 70 West Madison Street, Suite 4400, Chicago, Illinois 60602, Attention: Deputy General Counsel and Secretary.

To properly bring other business before the Annual Meeting, a stockholder must deliver written notice thereof, setting forth the information specified in our By-laws, to the Secretary at our principal executive offices not later than the 90th day nor earlier than the 120th day prior to the first anniversary of the preceding year's Annual Meeting; provided, however, that such other business must otherwise be a proper matter for stockholder action. In the event that the date of the Annual Meeting is more than 30 days before or more than 60 days after such anniversary date, however, a stockholder must deliver notice not earlier than the 120th day prior to such Annual Meeting and not later than the later of (a) the 90th day prior to such Annual Meeting and (b) the 10th day following the day on which we first make public

announcement of the date of such meeting. To properly bring business before the 2013 Annual Meeting, we must receive notice at our principal executive offices no later than February 16, 2013. A copy of the full text of the By-Law provisions discussed above may be obtained by writing to John Bean Technologies Corporation, c/o the Deputy General Counsel and Secretary at 70 West Madison Street, Suite 4400, Chicago, Illinois 60602.

### **Expenses Relating to the Proxy Solicitation**

The accompanying proxy is solicited by and on behalf of the Board of Directors, and the cost of such solicitation will be borne by our company. We have retained Morrow & Company, LLC, 470 West Avenue, Stamford, Connecticut 06902, to aid in the solicitation. For these and other related advisory services, we will pay Morrow & Company, LLC a fee of \$5,000 and reimburse it for certain out of pocket costs. In addition, our officers, directors and employees may solicit proxies by telephone or in person without additional compensation for those activities. We will also request brokerage firms, nominees, custodians and fiduciaries to forward proxy materials to the beneficial owners of shares held of record by such persons and will reimburse such persons and our transfer agent and its affiliates for reasonable out-of-pocket expenses in forwarding such materials to beneficial owners and obtaining the proxies of such owners.

James L. Marvin

Deputy General Counsel and Secretary

**JOHN BEAN TECHNOLOGIES CORPORATION**

John Bean Technologies Corporation **Notice of**

70 West Madison Street

**Annual Meeting of Stockholders**

Suite 4400

**May 17, 2012**

Chicago, Illinois 60602

**and Proxy Statement**

**John Bean Technologies Corporation**

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