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HERCULES INC  
Form DEFA14A  
May 19, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

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 Rule 14a-12

HERCULES INCORPORATED

-----  
(Name of Registrant as Specified In Its Charter)

N/A

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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.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

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2) Aggregate number of securities to which transaction applies:

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3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which the  
filing fee is calculated and state how it was determined):

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4) Proposed maximum aggregate value of transaction:

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5) Total fee paid:

Fee paid previously with preliminary materials.

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[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

INFORMATION CONCERNING PERSONS WHO MAY BE DEEMED PARTICIPANTS IN  
THE SOLICITATION OF PROXIES BY HERCULES INCORPORATED  
IN CONNECTION WITH THE 2003 ANNUAL MEETING

The following table sets forth the name, principal business address and the present principal occupation or employment, and the name, principal business and address of any corporation or other organization in which their employment is carried on, of the directors, officers and employees of the Company who, under SEC rules, may be deemed "participants" in the Company's solicitation of proxies from its shareholders in connection with the 2003 Annual Meeting.

DIRECTORS

The principal occupations of the Company's directors who may be deemed participants in the Company's solicitation are set forth in Part III of the Company's annual report on Form 10-K for the fiscal year ended December 31, 2002, as amended (the "Form 10-K"). The name and business addresses of the organizations of employment of the Company's directors are as follows:

NAME	ADDRESS
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William H. Joyce	*
Richard Fairbanks	Center for Strategic & International Studies Suite 400 1800 K Street, N.W. Washington, DC 20006-2202
Alan R. Hirsig	*
Edith E. Holiday	*
John C. Hunter, III	Solutia, Inc. P.O. Box 66760 St. Louis, MO 63166-6760

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Robert D. Kennedy	19 Lore's Plaza New Milford, CT 06776
Jeffrey M. Lipton	NOVA Chemicals 1550 Coraopolis Heights Rd Moon, PA 15108
Peter McCausland	Airgas, Inc. PO Box 6675 Radnor, PA 19087-8675
Joe B. Wyatt	Vanderbilt University 2525 West End Avenue, Suite 1430 Nashville, TN 37203

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 \* c/o Hercules Incorporated, 1313 N. Market Street, Wilmington, DE 19894-0001.

### OFFICERS AND EMPLOYEES

The principal occupations of the Company's executive officers, other officers and employees who may be deemed "participants" in the Company's solicitation of proxies are set forth below. Unless otherwise indicated, the principal occupation refers to such person's position with the Company, and the business address is Hercules Incorporated, Hercules Plaza, 1313 North Market Street, Wilmington, DE 19894-0001.

NAME ----	PRINCIPAL OCCUPATION -----
William H. Joyce	Chairman and CEO
Fred G. Aanonsen	Vice President and Controller
Edward V. Carrington	Vice President, Human Resources
Richard G. Dahlen	Chief Legal Officer
Robert C. Flexon	Vice President, Work Processes and Corporate Resources and Development
Israel J. Floyd	Corporate Secretary and General Counsel
Stuart C. Shears	Vice President and Treasurer
Brian L. Pahl	Vice President, Hercules Incorporated and President, Pulp and Paper Division
John Riley	Director, Public Affairs
Craig A. Rogerson	Vice President, Global Procurement and President, FiberVisions and Pinova
Allen A. Spizzo	Vice President, Corporate Affairs, Strategic Planning & Corporate Development
John Televantos	Vice President, Hercules Incorporated and President,

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Aqualon Division

## INFORMATION REGARDING OWNERSHIP OF THE COMPANY'S SECURITIES BY PARTICIPANTS

None of the persons listed above under "Directors" and "Officers and Employees" owns any of the Company's securities of record but not beneficially. The number of shares of common stock of the Company held by directors and the named executive officers as of April 30, 2003, is set forth in the "Beneficial Ownership of Common Stock" section of the Form 10-K. The number of shares of common stock of the Company held by the other officers and employees listed above under "Officers and Employees" as of April 30, 2003 is set forth below. (The information includes shares that may be acquired by the exercise of stock options within 60 days of such date.)

NAME ----	SHARE OWNERSHIP* -----
Edward V. Carrington	76,840
Israel J. Floyd	228,465
Brian L. Pahl	162,704
John Riley	11,290
Stuart C. Shears	114,086
Allen A. Spizzo	105,606
John Y. Televantos	106,396

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\* Includes shares, as of April 30, 2003, in the Savings and Investments Plans as follows: E. V. Carrington, 1,202; I. J. Floyd, 2,546; B. L. Pahl, 4,251; S. C. Shears, 2,318; A. A. Spizzo, 2,331; and J. Y. Televantos, 789. Includes shares, as of the same date, with restrictions and forfeiture risks as specified under the Long-Term Incentive Compensation Plan: E.V. Carrington, 41,438; I. J. Floyd, 48,000; B. L. Pahl, 69,598; J. Riley, 2,795; S. C. Shears, 37,231; A. A. Spizzo, 45,626; and J. Y. Televantos, 51,607.

## INFORMATION REGARDING TRANSACTIONS IN THE COMPANY'S SECURITIES BY PARTICIPANTS

The following table sets forth purchases and sales during the past two years of shares of common stock of the Company by the persons listed above under "Directors" and "Officers and Employees." Unless otherwise indicated, all transactions were in the public market and none of the purchase price or market value of those shares is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities. To the extent that any part of the purchase price or market value of any of those shares is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding

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such securities, the amount of the indebtedness as of the latest practicable date is set forth below. If those funds were borrowed or obtained otherwise than pursuant to a margin account or bank loan in the regular course of business of a bank, broker or dealer, a description of the transaction and the parties is set forth below.

NAME -----	DATE -----	NUMBER OF SHARES OF COMMON STOCK PURCHASED OR SOLD -----	NOTE -----
 DIRECTORS -----			
W. H. Joyce	2/21/2002	24,509	1
	2/21/2003	131,821	1
R. Fairbanks	2/15/2001	3,457	2
	2/5/2002	5,514	2
	12/13/2002	978	3
	2/18/2003	4,889	2
A. R. Hirsig	12/13/2002	978	3
E. E. Holiday	12/13/2002	978	3
R. D. Kennedy	10/29/2001	1,100	5
	8/13/2002	750	4
	8/13/2002	1,500	4
	12/13/2002	978	3
J. M. Lipton	8/23/2001	1,100	5
	2/5/2002	6,039	2
	2/14/2002	750	4
	2/14/2002	1,500	4
	12/13/2002	978	3
	1/1/2003	1,313	6
	2/18/2003	4,889	2
P. McCausland	2/15/2001	3,542	2
	2/5/2002	5,908	2
	12/13/2002	978	3
	1/1/2003	1,707	6
	2/18/2003	5,033	2
J. B. Wyatt	8/23/2001	1,100	5
	2/5/2002	2,100	2
	2/21/2002	750	4
	2/21/2002	1,500	4
	12/13/2002	978	3
	2/18/2003	2,660	2
 OFFICERS -----			
F. G. Aanonsen	2/21/2002	1,881	1

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	2/21/2003	17,009	1
	4/24/2003	26,000	1
E. V. Carrington	2/21/2002	4,555	1
	2/21/2003	14,883	1
	4/24/2003	22,000	1
R. G. Dahlen	2/21/2002	3,713	1
	2/21/2003	15,450	1
	4/24/2003	35,000	1
R. C. Flexon	2/21/2002	4,971	1
	2/21/2003	18,456	1
	4/24/2003	26,000	1
I. J. Floyd	2/15/2001	196	8
	4/26/2001	4,500	7
	4/2/2002	948	8
	4/2/2002	249	8
	4/24/2003	10,000	1
B. L. Pahl	2/15/2001	104	8
	2/21/2002	4,554	1
	4/2/2002	69	8
	2/21/2003	27,044	1
	4/24/2003	38,000	1
J. Riley	2/21/2002	555	1
	2/21/2003	2,240	1
C. A. Rogerson	2/21/2002	6,956	1
	2/21/2003	20,794	1
	4/24/2003	38,000	1
S. C. Shears	2/15/2001	190	8
	2/21/2002	2,970	1
	2/21/2003	10,261	1
	4/24/2003	20,000	1
A. A. Spizzo	2/15/2001	93	8
	2/21/2002	5,169	1
	4/2/2002	263	8
	2/21/2003	14,457	1
	4/24/2003	26,000	1
J. Y. Televantos	2/21/2003	13,607	1
	4/24/2003	38,000	1

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- (1) Acquisition of restricted shares pursuant to the Company's Long Term Incentive Compensation Plan.
  - (2) Acquisition of restricted shares pursuant to the Company's Non-Employee Director Stock Accumulation Plan (the "NEDSAP").
  - (3) Acquisition of restricted stock units pursuant to December 12, 2002 Board resolutions.
  - (4) Acquisition of shares pursuant to the Non-Employee Director Stock Bonus Program.
  - (5) Acquisition of Retirement Restricted Stock Units pursuant to NEDSAP.
  - (6) Forfeiture of shares pursuant to NEDSAP.
  - (7) Stock option exercise.

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- (8) Surrender of shares to pay withholding tax on restricted shares whose restrictions lapsed.

### MISCELLANEOUS INFORMATION CONCERNING PARTICIPANTS

Except as described herein or in the Form 10-K, to the best of the Company's knowledge, no person listed above under "Directors" and "Officers and Employees" or any of his or her "associates" beneficially owns (within the meaning of Rule 13d-3 under the Securities Exchange Act of 1934, as amended), directly or indirectly, any shares or other securities of Hercules or any of its subsidiaries. Furthermore, except as described herein or in the Form 10-K, to the best of the Company's knowledge, no such person or any of his or her affiliates or associates is either a party to any transaction or series of similar transactions since December 31, 2001, or any currently proposed transaction or series of similar transactions, (i) to which the Company or any of its subsidiaries was or is to be a party, (ii) in which the amount involved exceeds \$60,000, and (iii) in which such person, affiliate or associate had or will have, a direct or indirect material interest.

To the best of the Company's knowledge, except as described herein or in the Form 10-K, no person listed above under "Directors" and "Officers and Employees" or any of his or her associates has entered into any arrangement or understanding with any person with respect to (i) any future employment with the Company or its affiliates, or (ii) any future transactions to which the Company or any of its affiliates will or may be a party. Except as described herein or in the Form 10-K, to the best of the Company's knowledge, there are no contracts, arrangements or understandings by any of the persons listed under "Directors" and "Officers and Employees" within the past year with any person with respect to any of the Company's securities, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies. Except as described herein or in the Form 10-K, to the best of the Company's knowledge, no persons listed under "Directors" and "Officers and Employees" has any substantial interest, direct or indirect, by security holdings or otherwise, in any matter to be acted upon at the 2003 Annual Meeting of Hercules shareholders (and no other person who is a party to an arrangement or understanding pursuant to which a nominee for election as director is proposed to be elected, has any such interest).

\* \* \* \*

Hercules plans to file a proxy statement with the Securities and Exchange Commission in connection with its 2003 annual meeting of shareholders. WE URGE INVESTORS TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS THAT HERCULES WILL FILE WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Security holders will be able to obtain a free copy of the proxy statement and other related documents filed by Hercules at the SEC's website at [www.sec.gov](http://www.sec.gov). When available, Hercules' proxy statement and other related documents may also be obtained from Hercules free of charge by contacting Helen Calhoun, Hercules Incorporated, Hercules Plaza, 1313 North Market Street, Wilmington, DE 19894-0001, Tel (302) 594-5129.