

Willbros Group, Inc.\NEW\
Form DEF 14A
April 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

Willbros Group, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

WILLBROS GROUP, INC.

Five Post Oak Park

4400 Post Oak Parkway

Suite 1000

Houston, Texas 77027

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 21, 2013

To the Stockholders of

WILLBROS GROUP, INC.:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of Willbros Group, Inc., a Delaware corporation (the Company), will be held at the Junior League of Houston, 1811 Briar Oaks Lane, Houston, Texas 77027, on May 21, 2013, at 8:30 a.m., local time, for the following purposes:

1. To elect three Class II directors for three-year terms;
2. To conduct an advisory vote on executive compensation;
3. To consider and act upon a proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for 2013; and
4. To transact such other business as may properly come before the meeting or any adjournment thereof.

Stockholders of record at the close of business on April 1, 2013, the record date for the 2013 Annual Meeting, are entitled to notice of, and to vote at, the meeting. Your vote is important regardless of the number of shares you own. Whether or not you expect to attend the meeting, we hope you will take the time to vote your shares. If you are a stockholder of record, you may vote over the Internet, by telephone or by completing and mailing the enclosed proxy card in the envelope provided. If your shares are held in street name, that is, held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

By Order of the Board of Directors,

Lori Pinder
Corporate Secretary

Houston, Texas

April 16, 2013

Important Notice Regarding the Availability of Proxy Materials for the 2013 Annual Meeting of Stockholders to be Held on May 21, 2013:

Stockholders may view this proxy statement, our form of proxy and our 2012 Annual Report to Stockholders over the Internet by accessing our website at <http://www.willbros.com>.

WILLBROS GROUP, INC.

Five Post Oak Park

4400 Post Oak Parkway

Suite 1000

Houston, Texas 77027

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

To Be Held May 21, 2013

SOLICITATION AND REVOCATION OF PROXIES

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Willbros Group, Inc., a Delaware corporation (the Company, Willbros, we, our or us), of proxies to be voted at the Annual Meeting of Stockholders of the Company to be held on May 21, 2013, or at any adjournment thereof (the Annual Meeting), for the purposes set forth in the accompanying Notice of Annual Meeting. This proxy statement and accompanying proxy were first sent on or about April 16, 2013, to stockholders of record on April 1, 2013.

If the accompanying proxy is properly executed and returned or a stockholder votes his or her proxy by Internet or by telephone, the shares represented by the proxy will be voted at the Annual Meeting. If a stockholder indicates in his or her proxy a choice with respect to any matter to be acted upon, that stockholder's shares will be voted in accordance with such choice. If no choice is indicated, such shares will be voted:

FOR the election of all of the nominees for directors listed below;

FOR the approval of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (the SEC); and

FOR the ratification of the appointment of the independent registered public accounting firm.

A stockholder giving a proxy, whether by mail, Internet or telephone, may revoke it by giving written notice of revocation to the Secretary of the Company at any time before it is voted, by executing another valid proxy bearing a later date and delivering such proxy to the Secretary of the Company prior to or at the Annual Meeting, by a later-dated vote by Internet or by telephone, or by attending the Annual Meeting and voting in person.

The expenses of this proxy solicitation, including the cost of preparing and mailing this proxy statement and accompanying proxy, will be borne by us. Such expenses will also include the charges and expenses of banks, brokerage firms and other custodians, nominees and fiduciaries for forwarding solicitation material regarding the Annual Meeting to beneficial owners of our common stock. Solicitation of proxies may be made by mail, telephone, personal interviews or by other means by the Board of Directors or our employees who will not be additionally compensated therefor, but who may be reimbursed for their out-of-pocket expenses in connection therewith. In addition, we have retained MacKenzie Partners Inc. to aid in the solicitation of proxies. For those services, we will pay MacKenzie Partners a fee of \$15,000 plus out-of-pocket disbursements and expenses.

STOCKHOLDERS ENTITLED TO VOTE

Stockholders of record at the close of business on April 1, 2013, will be entitled to vote at the Annual Meeting. As of April 1, 2013, there were issued and outstanding 49,172,173 shares of our common stock, par value \$.05 per share. Each share of common stock is entitled to one vote. There is no cumulative voting with respect to the election of directors. The presence in person or by proxy of the holders of a majority of the shares issued and outstanding at the Annual Meeting and entitled to vote will constitute a quorum for the transaction of business. Abstentions and broker non-votes will be counted for purposes of determining whether a quorum has been reached. Votes will be tabulated by an inspector of election appointed by our Board of Directors. With regard to the election of directors, votes may be cast for or against each nominee; abstentions do not count as votes for or against the director's election. Abstentions on the other proposals will have the effect of a negative vote. A broker non-vote will have no effect on the outcome of the election of directors or the other proposals.

If you hold your shares through an account with a bank or broker, the bank or broker may vote your shares on some matters even if you do not provide voting instructions. Brokerage firms have the authority under the New York Stock Exchange Rules to vote shares on certain routine matters when their customers do not provide voting instructions. However, on other matters (including Proposals One and Two) when the brokerage firm has not received voting instructions from its customers, the brokerage firm cannot vote the shares on that matter and a broker non-vote occurs. **Please note that the New York Stock Exchange rules have changed and an uncontested election of directors is no longer considered a routine matter. This means that brokers may not vote your shares on the election of directors if you have not given your broker specific instructions on how to vote. Please be sure to give specific voting instructions to your broker so your vote can be counted.**

PROPOSAL ONE

ELECTION OF DIRECTORS

Our Certificate of Incorporation provides that the Board of Directors (the Board of Directors) shall consist of not less than three or more than 12 directors, as determined from time to time by resolution of the Board of Directors. The number of directors is currently fixed at ten. The Board of Directors is divided into three nearly equal classes. The terms of such classes are staggered so that only one class is elected at the annual meeting of stockholders each year for a three-year term. The term of the current Class II directors (Messrs. McNabb, Sluder and Williams) will expire at the Annual Meeting. The terms of the current Class III directors (Messrs. Berry, Jenkins and Lonergan) and Class I directors (Messrs. Harl, DiPaolo and Lebens) will expire at the annual meetings of stockholders to be held in 2014 and 2015, respectively. A vacancy currently exists in Class III.

In accordance with the recommendation of the Nominating/Corporate Governance Committee, the Board of Directors has nominated John T. McNabb, II, Robert L. Sluder and S. Miller Williams for election as Class II directors. Messrs. McNabb, Sluder and Williams, who currently serve as Class II directors and whose terms expire at the Annual Meeting, are each standing for re-election as a Class II director for a term expiring at the annual meeting of stockholders in 2016 and until his successor is duly elected and qualifies, or until the earlier of his death, retirement or resignation.

The persons named as proxies in the accompanying proxy, who have been designated by the Board of Directors, intend to vote, unless otherwise instructed in such proxy, for the election of Messrs. McNabb, Sluder and Williams. Should any nominee named herein become unable for any reason to stand for election as a director, it is intended that the persons named in such proxy will vote for the election of such other person or persons as the Nominating/Corporate Governance Committee may recommend and the Board of Directors may propose to replace such nominee. We know of no reason why any of the nominees will be unavailable or unable to serve.

In connection with our acquisition of InfrastruX Group, Inc., we entered into a Stockholder Agreement dated March 11, 2010 (as amended, the Stockholder Agreement) with InfrastruX Holdings, LLC (InfrastruX). Pursuant to the Stockholder Agreement, Michael C. Lebens and Daniel E. Lonergan serve on the Board of Directors as designees of InfrastruX. For a more complete discussion of the Stockholder Agreement, see Certain Relationships and Related Transactions Stockholder Agreement below.

Our Bylaws require that the number of shares voted for a director nominee must exceed the number of votes cast against that nominee in order to elect that nominee in an uncontested election. All of our director nominees are currently serving on the Board of Directors. If a director nominee who is currently serving as a director is not re-elected, Delaware law provides that the director would continue to serve on the Board of Directors as a holdover director. Under our Corporate Governance Guidelines, the Board of Directors expects a director nominee up for re-election to tender his or her resignation if he or she fails to receive the required number of votes for re-election. In addition, the Nominating/Corporate Governance Committee will nominate for election or re-election as director only candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (i) the failure of an incumbent director to receive the required vote at the next annual meeting at which he or she faces re-election and (ii) Board of Directors acceptance of such resignation. Our Nominating/Corporate Governance Committee would make a recommendation to the Board of Directors about whether to accept or reject the resignation of an incumbent director that failed to receive the required vote for re-election, or whether to take other action. The Board of Directors would act on the Nominating/Corporate Governance Committee's recommendation and publicly disclose its decision and the rationale behind it.

The following information, including principal occupation or employment for the past five or more years and a summary of each individual's experience, qualifications, attributes or skills that have led to the conclusion that each individual should serve as a director in light of our current business and structure, is furnished with respect to each nominee and each of the continuing members of the Board of Directors.

Each of our directors possesses a combination of attributes that qualifies him for service on the Board of Directors. The directors were specifically recruited for these attributes, which include domestic and international business experience specifically related to the industries in which we operate, knowledge based on specialized education or training such as engineering, accounting and finance, and senior executive management experience that demonstrates leadership qualities and a practical understanding of organizations, processes, business strategies, risk management and how to drive change and growth. We believe that the qualifications, skills and experiences of the directors, individually and collectively, have resulted in the Board of Directors being effective.

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

Nominees for Directors (Class II Directors with Terms Expiring May 2016)

John T. McNabb, II, age 68, has served as non-executive Chairman of the Board since September 2007. He was elected to the Board of Directors in August 2006. Mr. McNabb is Vice Chairman of Investment Banking at Duff & Phelps Corporation, a global independent provider of financial advisory and investment banking services, a position he assumed on June 30, 2011. Prior to joining Duff & Phelps, he was founder and Chairman of the Board of Directors of Growth Capital Partners, L.P., an investment and merchant banking firm that provided financial advisory services to middle market companies throughout the United States, for 19 years. Previously, he was a Managing Director of Bankers Trust New York Corporation and a Board member of BT Southwest, Inc., the southwest U.S. merchant banking affiliate of Bankers Trust, from 1989 to 1992. Mr. McNabb started his career, after serving in the U.S. Air Force during the Vietnam conflict, with Mobil Oil in its exploration and production division. He has served on the boards of seven public companies, including Hiland Partners, LP, Warrior Energy Services Corporation, Hugoton Energy Corporation and Vintage Petroleum, Inc. and currently serves on the board of Continental Resources, Inc. as Lead Director. Mr. McNabb earned both his undergraduate and MBA degrees from Duke University.

Mr. McNabb's service as a partner in two independent exploration and production companies, and his extensive experience leading management teams and serving as a financial advisor to energy industry companies enables him to chair our Board of Directors with respect to industry matters. Mr. McNabb's significant prior and current service on the boards of numerous public and private companies, including his prior service on the Company's Audit Committee as one of our audit committee financial experts, and his extensive knowledge of the petroleum industry, finance, corporate governance and oversight matters ideally suit him to serve as Chairman of the Board.

Robert L. Sluder, age 62, was elected to the Board of Directors in May 2007. Mr. Sluder was President of Kern River Gas Transmission Company, a unit of MidAmerican Energy/Berkshire Hathaway, from February 2002 to December 2005, when he retired. Kern River is the owner and operator of a 1,700-mile interstate natural gas pipeline between southwestern Wyoming and southern California. In addition, he served as President of Alaska Gas Transmission Company, formed in 2003 to facilitate the delivery of North Slope reserves to Canadian and U.S. markets. He was Senior Vice President and General Manager of The Williams Companies in Salt Lake City from December 2001 to February 2002 and Vice President of Williams Operations from January 1996 to December 2001. Mr. Sluder served as Senior Vice President and General Manager of Kern River from 1995 to 1996 and as Director, Operations for Kern River from 1991 to 1995. Prior to that time, he held a variety of engineering and construction supervisory positions with various companies.

Mr. Sluder brings to our Board of Directors an extensive engineering background and a wealth of operational and managerial experience with respect to one of our core businesses, the construction and maintenance of large diameter pipelines. His decades of senior management level experience in the oil and gas industry provides in-depth business and strategic knowledge and insight that strengthens our Board of Directors collective qualifications, skills and experience. He has the necessary experience with respect to executive compensation matters to serve as Chairman of the Compensation Committee of the Board of Directors.

S. Miller Williams, age 61, was elected to the Board of Directors in May 2004. In April 2011, he became Chief Operating Officer and Chief Financial Officer of LinkBermuda Ltd, a telecommunications services company based in Bermuda. Mr. Williams served as Executive Vice President - Finance and Administration of Soltherm Energy LLC, a renewable energy company from August 2009 to April 2011. He has been Managing Director of Willvest, LLC, an investment and corporate development advisory firm, since 2004. He was Executive Vice President of Strategic Development of Vartec Telecom, Inc., an international consumer telecommunications services company, from August 2002 until May 2004, and was appointed Chief Financial Officer of Vartec in November 2003. From 2000 to August 2003, Mr. Williams was Executive Chairman of the Board of PowerTel, Inc., a public company that provided telecommunications services in Australia. From 1991 to 2002, he served in various executive positions with Williams Communications Group, a subsidiary of The Williams Companies that provided global network and broadband media services, where his last position was Senior Vice President - Corporate Development, General Manager International and Chairman of WCG Ventures, the company's venture capital fund. He is a former director of eLEC Communications Corp.

Mr. Williams' prior service in corporate development positions and as executive chairman of a public company and a member of the boards of directors of businesses in the telecommunications industry enables him to contribute significantly to our Board of Directors with respect to strategic planning, acquisitions and various oversight matters, including enterprise risk management. His experience in accounting and finance positions, including prior service as a chief financial officer of a company with approximately \$1.0 billion in revenues, provides the necessary financial reporting and accounting expertise to serve as Chairman of the Audit Committee of the Board of Directors.

Directors Continuing in Office

Class III

(Term Expires May 2014)

William B. Berry, age 60, was elected to the Board of Directors in February 2008. Mr. Berry served as Executive Vice President, Exploration and Production, of ConocoPhillips, a major international integrated energy company, from 2003 until his retirement in December 2007. He has over 30 years of experience with ConocoPhillips and Phillips Petroleum Company, which became a part of ConocoPhillips in August 2002. While with these companies, he served at various times in other executive positions including President, Asia Pacific; Senior Vice President of Exploration and Production, Eurasia-Middle East; Vice President of Exploration and Production, Eurasia; Vice President of International Exploration and Production, New Ventures; Country Manager for International Exploration and Production in China; Manager, Corporate Planning; and Operations Manager responsible for exploration and production and gas gathering and processing for Phillips Permian Basin operations. He served these companies in various locations including London, England; Abidjan, Ivory Coast; Stavanger, Norway; Shekou and Beijing, China; and Singapore. Mr. Berry was recognized by the government of China as one of the 31 outstanding foreign experts in 1996. He has served on the boards of directors of Nexen Inc. since December 2008 and Teekay Corp. since June 2011.

Mr. Berry's extensive engineering background and his three decades of operational experience as a senior executive with a fully-integrated multinational energy company enable him to provide a significant contribution to our Board of Directors. His extensive industry experience also contributes valuable insight into all areas of the day-to-day operation of our businesses.

Charles W. Jenkins, III, age 62, was appointed to the Board of Directors in July 2012. He is the former Senior Vice President and Chief Operating Officer of Oncor Electric Delivery Company LLC, the largest electric utility in the State of Texas, a position from which he retired after 40 years with Oncor or one of its affiliates. During his tenure with Oncor, Mr. Jenkins held various engineering, management and executive positions, the most recent of which was responsible for engineering, construction, maintenance and repair of Oncor's transmission and distribution system as well as labor relations, vegetation management and environmental, health and safety matters.

Mr. Jenkins brings extensive power industry knowledge to our Board of Directors. His prior service with Oncor and service on various boards and committees, including the Electric Reliability Council of Texas, the Association of Edison Illuminating Companies, the North American Reliability Corporation Operating and Planning Committees, the North American Transmission Forum Steering Committee, the Edison Electric Institute Transmission Committee where he served as Chairman, and the Electric Power Research Institute Power Delivery Executive Advisory Committee, enable him to provide substantial input regarding the power industry.

Daniel E. Lonergan, age 56, was elected to the Board of Directors in July 2010. Mr. Lonergan is a Senior Managing Director and founding member of Tenaska Capital Management and has more than 25 years of experience in the energy and power industries in strategic planning, mergers, acquisitions, business development, finance, financial reporting and administration. Tenaska Capital Management manages two power and energy-focused private equity funds which have approximately \$4 billion in assets under management. Mr. Lonergan joined Tenaska in 1997 as Vice President of Tenaska's finance division. Mr. Lonergan serves on the Investment Committee of Tenaska Capital Management and the Board of Stakeholders of Tenaska Energy, Inc. Prior to joining Tenaska, Mr. Lonergan held a variety of executive positions in the energy sector, including Vice President of Finance for the non-regulated businesses of MidAmerican Energy Company, where he was responsible for all finance, accounting, planning and administrative functions; and a variety of other financial management positions with Iowa-Illinois Gas and Electric. Mr. Lonergan earned both his undergraduate and M.B.A. degrees from the University of Iowa.

Mr. Lonergan's extensive knowledge of the energy and power industry provides a considerable contribution to our Board of Directors. His experience in mergers and acquisitions, finance and business development also enable him to make significant contributions with respect to strategic and operational planning. His experience in finance and accounting positions provides the necessary financial reporting and accounting expertise to serve as a member of the Audit Committee of the Board of Directors and to be considered one of our Audit Committee financial experts.

Class I

(Term Expires May 2015)

Robert R. Harl, age 62, was elected to the Board of Directors and President and Chief Operating Officer of the Company in January 2006, and as Chief Executive Officer in January 2007. Mr. Harl has over 30 years' experience working with Kellogg Brown & Root (KBR), a global engineering, construction and services company, and its subsidiaries in a variety of officer capacities, serving as President of several of the KBR business units. Mr. Harl's experience includes executive management responsibilities for units serving both upstream and downstream oil and gas sectors as well as power, government and infrastructure sectors. He was President and Chief Executive Officer of KBR from March 2001 until July 2004, when he was appointed Chairman, a position he held until January 2005. KBR filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code in December 2003 in order to discharge certain asbestos and silica personal injury claims. The order confirming KBR's plan of reorganization became final in December 2004, and the plan of reorganization became effective in January 2005. Mr. Harl was engaged as a consultant to the Company from August 2005 until he became an executive officer and director of the Company in January 2006. In October 2010, Mr. Harl relinquished the role of Chief Operating Officer prior to another officer's promotion to Chief Operating Officer.

As the current President and CEO of the Company, Mr. Harl provides a management representative on the Board of Directors with extensive knowledge of our day-to-day operations. As a result, he can facilitate the Board of Directors' access to timely and relevant information and its oversight of management's strategy, planning and performance. In addition, Mr. Harl brings to the Board of Directors considerable management and leadership experience, and extensive knowledge of the international energy industry and our business, especially as it relates to engineering, procurement and construction.

Edward J. DiPaolo, age 60, was elected to the Board of Directors in May 2009. Mr. DiPaolo joined Duff & Phelps Corporation, a global independent provider of financial advisory and investment banking services, as a Senior Advisor when that firm acquired Growth Capital Partners, L.P. on June 30, 2011. He served as an Energy Partner at Growth Capital Partners, L.P., an investment and merchant banking firm, from 2003 to June 2011. Mr. DiPaolo has over 27 years' experience with Halliburton Company, most recently as Group Senior Vice President of Global Business Development. Previously, he was the North American Regional Vice President and Far East Regional Vice President within Halliburton. In these roles, Mr. DiPaolo was responsible for overall operations of Halliburton Energy Services' North American and Far East operations. He currently serves on the board of directors of the following SEC reporting companies: Evolution Petroleum Corporation and Edgen Murray Corporation, as well as several private company boards, including Bourland & Leverich Holdings LLC. He has also served on the boards of Superior Well Services, Inc., Boots & Coots, Inc. (where he also served as interim Chairman of the Board) and Innicor Subsurface Technologies Inc. Mr. DiPaolo received his undergraduate degree in Agricultural Engineering from West Virginia University in 1976 and serves on the Advisory Board for the West Virginia University College of Engineering.

Mr. DiPaolo's engineering background, along with his extensive business development experience, knowledge of our customer base, and service on numerous public and private company boards, enable him to provide a significant contribution to matters related to our operations and board governance. His executive leadership and industry experience provide in-depth business, financial and strategic knowledge that strengthens our Board of Directors. He has the necessary experience with respect to corporate governance matters to serve as Chairman of the Nominating/Corporate Governance Committee of the Board of Directors.

Michael C. Lebens, age 61, was elected to the Board of Directors in May 2011. Mr. Lebens is a member of the Board of Stakeholders of Tenaska Energy, Inc., an independent energy company, and retired as President and Chief Executive Officer of Tenaska's Engineering and Operations Group on August 1, 2012. During his tenure with Tenaska, Mr. Lebens had oversight responsibility for engineering, construction, operations and asset management for a portfolio of approximately 6,700 megawatts of power generating assets. He joined Tenaska in 1987 as project manager for a power plant being constructed in Texas. Between 1990 and 2012, Mr. Lebens directed project management and operations for all of Tenaska's power generating projects. Mr. Lebens has more than 36 years of management experience in the energy industry, including the development, design and construction of major power generation facilities and other energy related projects. Before joining Tenaska, Mr. Lebens held positions with InterNorth, Inc., Gibbs and Hill, and Burns and McDonnell. Mr. Lebens earned his B.S. and M.S. degrees in Mechanical Engineering from the University of Nebraska.

Mr. Lebens' extensive knowledge of the energy and power industries provides considerable insight to our Board of Directors with respect to our Utility Transmission and Distribution segment. His strong engineering background allows him to contribute significantly to our Board of Directors on matters related to our engineering operations.

One Board position in Class III remains vacant.

Corporate Governance

The Board of Directors and corporate management utilize their best individual efforts to adopt and implement best practices of corporate governance that are appropriate for Willbros under the circumstances. Each believes strongly that effective corporate governance practices underpin our efforts to focus the entire organization on generating long-term stockholder value through conscientious and ethical actions. The directors have a wide range of business and industry experience, which provides insightful perspective on significant matters and an understanding of the challenges we face. Each director brings specific qualifications and expertise to help promote our strategic interests and add stockholder value. Our commitment to sound, independent oversight is demonstrated by the composition of the Board of Directors, which has been comprised of a majority of independent directors since our initial public offering in 1996. In 2007, the Board of Directors determined that it was good corporate governance practice to appoint an independent director to serve as Chairman of the Board. In September 2007, Mr. McNabb, an independent director, was named to such position.

The Board of Directors has Corporate Governance Guidelines, a Code of Business Conduct and Ethics for directors, officers and employees, and an additional separate Code of Ethics for the Chief Executive Officer and Senior Financial Officers (Codes). The Corporate Governance Guidelines and Codes are available on our website at <http://www.willbros.com> under the Governance caption on the Investor Relations page.

We are committed and dedicated to employing sound, ethical business practices, complying with the law in all areas of the world in which we work, and demanding the highest standards of integrity from our employees. There is common agreement that effective corporate governance requires the checks and balances provided by a proactive Board of Directors and corporate management actively engaged with others in the organization.

Director Independence. The Board of Directors has affirmatively determined that each of Messrs. Berry, DiPaolo, Jenkins, Lebens, Lonergan, McNabb, Sluder and Williams, current directors of the Company, are independent under the current director independence standards of the New York Stock Exchange. In reaching its conclusion, the Board of Directors determined that each of those individuals met the bright line independence standards of the New York Stock Exchange and has no other material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). In making the determination of independence, the Board of Directors not only used the bright line independence standards of the New York Stock Exchange, but also considered the standard that no relationships exist between Messrs. Berry, DiPaolo, Lebens,

McNabb, Sluder and Williams, on the one hand, and the Company on the other, that are required to be reported under the caption "Certain Relationships and Related Transactions" in this proxy statement pursuant to the rules and regulations of the SEC. These standards are set forth on Exhibit A to this proxy statement. Mr. Harl is not considered to be independent because of his current employment as a senior executive officer of the Company. Arlo B. DeKraai, who served as a director until his retirement on June 20, 2012, was not considered to be independent because of his former employment as a senior executive of the Company.

In reviewing the independence of Mr. Lonergan in light of the transactions discussed below under the caption "Certain Relationships and Related Transactions" Transactions with Related Persons, the Board of Directors considered whether his indirect relationship with the Company as an officer of a group of affiliated companies that do business with Willbros would impair his independence. The Board of Directors, with Mr. Lonergan abstaining, affirmatively determined that Mr. Lonergan is independent notwithstanding such relationship for several reasons, including the following:

As an officer of a company for which we are performing engineering and construction services, Mr. Lonergan does not stand to benefit personally from the relationship.

The transactions, which are undertaken in the ordinary course of business, are all the product of arms length negotiations and are conducted on terms that are no less favorable than those that would be included in a transaction with an unrelated third party.

The dollar amount of the transactions is immaterial as to us.

The transactions will not impair the judgment of Mr. Lonergan to act in the best interests of Willbros.

In reviewing the independence of Mr. Jenkins in light of the transactions discussed below under the caption "Certain Relationships and Related Transactions" Transactions with Related Persons, the Board of Directors considered whether his indirect relationship with the Company as an officer of a company that does business with Willbros prior to his appointment as a member of the Board of Directors would impair his independence. The Board of Directors, with Mr. Jenkins abstaining, affirmatively determined that Mr. Jenkins is independent notwithstanding such relationship for several reasons, including the following:

As a result of his retirement as an officer and his retention of a very small equity interest in a company for which we are performing construction and maintenance services, Mr. Jenkins does not stand to benefit personally from the relationship.

The transactions, which are undertaken in the ordinary course of business, are all the product of arms length negotiations and are conducted on terms that are no less favorable than those that would be included in a transaction with an unrelated third party.

The transactions will not impair the judgment of Mr. Jenkins to act in the best interests of Willbros.

Board Meetings and Attendance. The Board held eight meetings during the year ended December 31, 2012. During that year, each of our directors attended at least 75 percent of the aggregate number of Board meetings and meetings held by all committees on which he then served. In addition, the Board of Directors took action three times during 2012 by unanimous written consent.

Director Attendance at Annual Meeting of Stockholders. Each director is encouraged to participate in our annual meetings of stockholders. All of our directors who were serving as directors at that time attended the 2012 annual meeting.

Board Leadership Structure and Role in Risk Oversight. The Board of Directors has no policy mandating the separation of the offices of Chairman of the Board and Chief Executive Officer. Until September 2007, we operated under the traditional U.S. board leadership structure with our Chief Executive Officer also serving as Chairman of the Board. In light of certain investigations of former Willbros executives, the Board of Directors determined that an independent leader with the ability to evaluate whether management is acting strictly in the best interest of the Company would better serve our stockholders, and protect stockholders from future management actions that could harm stockholders.

As the oversight responsibilities of directors continue to increase, we believe it is beneficial to have an independent chairman whose sole job for the Company is leading the board. We believe the separation of the roles of Chairman and Chief Executive Officer provides strong leadership for our board, while positioning our Chief Executive Officer as the leader of the Company in the eyes of our customers, employees and other stakeholders. The Chairman of the Board is responsible for:

providing leadership to the Board of Directors and facilitating communication among the directors;

setting the board meeting agendas in consultation with the Chief Executive Officer;

presiding at board meetings, executive sessions and stockholder meetings; and

facilitating the flow of information between management and the directors on a regular basis.

If, in the future, the Chief Executive Officer is serving as Chairman of the Board, then the Board of Directors will name a lead director who would, among other specified responsibilities, serve as the leader of the independent directors and facilitate communication between the Chairman/CEO and the other directors.

Our Board of Directors has eight independent members and only one non-independent member. A number of our independent board members are currently serving or have served as members of senior management or as directors of other public companies. Our Audit, Compensation and Nominating/Corporate Governance Committees are comprised solely of independent directors, each with a different independent director serving as chairman of the committee. We believe that the number of independent, experienced directors that make up our Board of Directors, along with the independent oversight of the board by the non-executive Chairman, benefits our Company and our stockholders.

The Audit Committee and Executive Committee are jointly responsible for overseeing the Company's risk management processes on behalf of the Board of Directors. These committees receive reports from management at least quarterly regarding the Company's assessment of risks. In addition, the Audit and Executive Committees as well as the full Board of Directors focus on the most significant risks facing the Company and the Company's general risk management strategy, and also ensure that risks undertaken by the Company are consistent with the Board of Directors' appetite for risk. While the Board of Directors oversees the Company's risk management, Company management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing our Company and that our board leadership structure supports this approach.

Board Committees. The Board of Directors has a standing Executive Committee, Audit Committee, Compensation Committee and Nominating/Corporate Governance Committee. Each of the current members of each of the committees, other than the Executive Committee, qualifies as an independent director under the current listing standards of the New York Stock Exchange.

The table shows the current membership of the Committees and identifies our independent directors:

Name	Executive	Audit	Compensation	Nominating/ Governance	Independent Director
William B. Berry	X		X		X
Edward J. DiPaolo		X		X*	X
Robert R. Harl	X				
Charles W. Jenkins, III				X	X
Michael C. Lebens			X	X	X
Daniel E. Lonergan	X	X			X
John T. McNabb, II	X				X
Robert L. Sluder			X*		X
S. Miller Williams		X*		X	X

* Denotes Committee Chairman.

Executive Committee. The Executive Committee is authorized to act for the Board of Directors in the management of our business and affairs, except for those matters which are expressly delegated to another committee of the Board of Directors, and except with respect to a limited number of matters which are reserved for the full Board, including:

changing the size of the Board of Directors;

filling vacancies on the Board of Directors;

amending our Bylaws;

disposing of all or substantially all of our assets; and

recommending to our stockholders an amendment to our Certificate of Incorporation or a merger or consolidation involving the Company.

The Executive Committee held two meetings during 2012.

Audit Committee. The Board of Directors has determined that it has two audit committee financial experts serving on the Audit Committee, Messrs. Williams and Lonergan. The Audit Committee has a written charter, which is available on our website at <http://www.willbros.com> under the Governance caption on the Investor Relations page. We have in place and circulated a whistleblower policy entitled, Procedure of the Audit Committee on Reporting and Investigating Complaints with Regard to Possible Accounting Irregularities. The Audit Committee appoints the independent registered public accounting firm that will serve each year as independent auditor of our financial statements and perform services related to the completion of such audit. The Audit Committee also has the responsibility to:

review the scope and results of the audit with the independent auditor;

review with management and the independent auditor our interim and year-end financial condition and results of operations;

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consider the adequacy of our internal accounting, bookkeeping, and other control procedures; and

review and pre-approve any non-audit services and special engagements to be performed by the independent auditor and consider the effect of such performance on the auditor's independence.

The Audit Committee also generally reviews and approves the terms of material transactions and arrangements, if any, between us and our directors, officers and affiliates. The Audit Committee held 11 meetings during 2012.

Compensation Committee. The Compensation Committee has a written charter, which is available on our website at <http://www.willbros.com> under the Governance caption on the Investor Relations page. The Compensation Committee reviews and takes action for and on behalf of the Board of Directors with respect to compensation, bonus, incentive and benefit provisions for our officers, and administers the Willbros Group, Inc. 1996 Stock Plan (the 1996 Stock Plan) and the Willbros Group, Inc. 2010 Stock and Incentive Compensation Plan (the 2010 Stock Plan). In addition, the Compensation Committee recommends the form and amount of non-employee director compensation to the Board of Directors, and the Board of Directors makes the final determination. The Compensation Committee has authority under its charter to obtain advice and seek assistance from compensation consultants and from internal and outside legal, accounting and other advisors.

The Compensation Committee has discretion under its charter to form and delegate some or all of its authority to subcommittees composed entirely of independent directors. During 2012, the Compensation Committee did not form or utilize a subcommittee and it has no current plans to do so.

More information describing the Compensation Committee's processes and procedures for considering and determining executive compensation, including the role of our Chief Executive Officer and consultants in determining or recommending the amount or form of executive compensation, is included in the Compensation Discussion and Analysis below.

The Compensation Committee meets at such times as may be deemed necessary by the Board of Directors or the Compensation Committee. The Compensation Committee held seven meetings during 2012.

Nominating/Corporate Governance Committee. The Nominating/Corporate Governance Committee has a written charter, which is available on our website at <http://www.willbros.com> under the Governance caption on the Investor Relations page. The Nominating/Corporate Governance Committee also has put in place, with the approval of the Board of Directors, Corporate Governance Guidelines. The Nominating/Corporate Governance Committee is responsible for recommending candidates to fill vacancies on the Board of Directors as such vacancies occur, as well as the slate of nominees for election as directors by stockholders at each annual meeting of stockholders. The Nominating/Corporate Governance Committee has the authority under its charter to retain a professional search firm to identify candidates. It is also responsible for developing and recommending to the Board of Directors the Corporate Governance Guidelines applicable to the Company. Additionally, the Nominating/Corporate Governance Committee makes recommendations to the Board of Directors regarding changes in the size of the Board of Directors and recommends nominees for each committee. The Nominating/Corporate Governance Committee held six meetings during 2012.

Consideration of Director Nominees. The Nominating/Corporate Governance Committee will consider director candidates submitted to it by other directors, employees and stockholders. In evaluating such candidates, the Nominating/Corporate Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board of Directors, and to address the director qualifications discussed below. Any stockholder recommendations of candidates proposed for consideration by the Nominating/Corporate Governance Committee should include the nominee's name and qualifications for director and should be addressed to: Corporate Secretary, Willbros Group, Inc., Five Post Oak Park, 4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027. In addition, as described below, our Bylaws permit stockholders to nominate directors for consideration at a meeting of stockholders.

The Nominating/Corporate Governance Committee regularly assesses the appropriate size of the Board of Directors and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Committee considers various potential candidates for director. Candidates may come to the attention of the Committee through current directors, professional search firms, stockholders or other persons.

Once a prospective nominee has been identified, the Committee makes an initial determination as to whether to conduct a full evaluation of the candidate. The initial determination focuses on the information provided to the Committee with the recommendation of the prospective candidate and the Committee's own knowledge of the candidate, which may be supplemented by inquiries to the person making the recommendation or others. If the Committee determines, after consultation with the Chairman of the Board of Directors and other directors as appropriate, that additional consideration is warranted, it may request a professional search firm to gather additional information about the candidate. The Committee then evaluates the candidate against the qualifications considered by the Committee for director candidates, which include:

an attained position of leadership in the candidate's field of endeavor;

business and/or financial expertise;

demonstrated exercise of sound business judgment;

expertise relevant to our lines of business;

diversity of the candidate;

corporate governance experience; and

the ability to serve the interests of all stockholders.

The Committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee.

Our Board of Directors believes that the backgrounds and qualifications of its directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow it to fulfill its responsibilities. Although the Committee may also consider other aspects of diversity, including race, gender and national origin, these factors are not a prerequisite for any prospective nominee. Consequently, while the Committee evaluates the mix of experience and skills of the Board of Directors as a group, the Committee does not monitor the effectiveness of its policies with respect to diversity of race, gender or national origin.

The Committee also assesses each candidate's qualifications as an independent director under the current director independence standards of the New York Stock Exchange. The candidate must be able to devote the time, energy and attention as may be necessary to properly discharge his or her responsibilities as a director. As part of this evaluation, one or more members of the Committee, and others as appropriate, will interview the candidate. After completing this evaluation, the Committee makes a recommendation to the full Board of Directors as to the persons who should be nominated by the Board, and the Board determines the nominees after considering the recommendation of the Committee.

Our Bylaws permit stockholders to nominate directors for consideration at an annual meeting of stockholders. To nominate a director, stockholders must follow the procedures specified in our Bylaws. Stockholders must submit the candidate's name and qualifications in writing to our Secretary at the following address: Corporate Secretary, Willbros Group, Inc., Five Post Oak Park, 4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027. Any such submission must, among other things, be accompanied by, as to each person whom the stockholder proposes to nominate for election or re-election as a director: (1) all information relating to such person as would be required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, (2) such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected, and (3) a statement from such person that such person, if elected, intends to tender, promptly following such person's election or re-election, an irrevocable resignation effective upon such person's failure to receive the required vote for re-election at the next meeting at

which such person would face re-election and upon acceptance of such resignation by the Board of Directors. Additionally, any such submission generally must be submitted not later than the close of business on the 90th day or earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting. For further information, see "Other Matters - Proposals of Stockholders" in this proxy statement and Section 2.10 of our Bylaws. Stockholders may contact our Corporate Secretary at our principal executive offices for a copy of the relevant Bylaw provisions regarding the requirements for making stockholder proposals and nominating director candidates.

Executive Sessions. Executive sessions of the non-management directors are held periodically. The sessions are chaired by the independent, non-executive Chairman of the Board. Any non-management director may request that an additional executive session be scheduled. Executive sessions of the independent directors only are held at least once each year.

Communications with the Board of Directors. The Board of Directors provides a process by which stockholders and other interested parties may communicate with the Board, the non-management or independent directors as a group or any of the directors. Stockholders and other interested parties may send written communications to the Board of Directors, the non-management or independent directors as a group or any of the directors at the following address: Corporate Secretary, Willbros Group, Inc., Five Post Oak Park, 4400 Post Oak Parkway, Suite 1000, Houston, Texas 77027. All communications will be compiled by the Company's Corporate Secretary and submitted to the Board of Directors, the non-management or independent directors or the individual director.

PROPOSAL TWO

ADVISORY VOTE TO APPROVE

NAMED EXECUTIVE OFFICER COMPENSATION

During 2011, we sought an advisory vote from our stockholders on whether future advisory votes on executive compensation of the nature reflected in this proposal should occur every year, every two years or every three years. The one-year option received the greatest number of votes, and the Board of Directors confirmed that advisory votes on executive compensation would be held on an annual basis.

Pursuant to Section 14A of the Securities Exchange Act of 1934, as amended, we are seeking an advisory vote from our stockholders to approve our named executive officer compensation, as set forth below.

We are asking for stockholder approval of the compensation of our named executive officers as disclosed in this proxy statement in accordance with SEC rules, which include the disclosures under "Executive Compensation - Compensation Discussion and Analysis," the compensation tables and the narrative discussion following the compensation tables. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the policies and practices described in this proxy statement.

As discussed in greater detail in the "Compensation Discussion and Analysis" in this proxy statement, our compensation program is designed to, among other things, (i) attract, motivate and retain highly-talented executives, (ii) link executive compensation to the achievement of our business objectives as well as reinforce appropriate leadership behaviors, and (iii) encourage executives to consider the impact of decisions to drive our short-term and long-term success. We believe that our compensation program, with its balance of base salary, short-term and long-term incentives and benefits, fairly accomplishes our objectives. Our executive compensation program has allowed us to attract and build a leadership team which is focused on our business objectives, has repositioned our Company for growth and helped achieve many of our 2012 objectives as noted in "Overview" under "Compensation Discussion and Analysis - Executive Summary" in this proxy statement.

Approval of this advisory vote requires the affirmative vote of the majority of shares present in person or by proxy at the Annual Meeting and entitled to vote for the adoption of this proposal. **The Board of Directors recommends a vote FOR the approval of the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the SEC.**

The Board of Directors continues to welcome our stockholders' views on this subject, and will carefully consider the outcome of this vote consistent with the best interests of all stockholders. As an advisory vote, however, the outcome is not binding on us or the Board.

PROPOSAL THREE

RATIFICATION OF APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has appointed PricewaterhouseCoopers LLP (PwC) as our independent registered public accounting firm (independent auditor) for the fiscal year ending December 31, 2013. PwC has been our independent auditor since May 2011. A proposal will be presented at the Annual Meeting asking the stockholders to ratify the appointment of PwC as our independent auditor for 2013. If the stockholders do not ratify the appointment of PwC, the Audit Committee will reconsider the appointment.

The affirmative vote of the holders of a majority of the shares present in person or by proxy at the Annual Meeting and entitled to vote is required for the adoption of this proposal. **The Board of Directors recommends a vote FOR the ratification of PwC as our independent auditor for 2013.**

A representative of PwC will be present at the Annual Meeting. Such representative will be given the opportunity to make a statement if he or she desires to do so and will be available to respond to appropriate questions.

New and Former Independent Auditors

During the first half of 2011, we solicited bids for audit services for 2011 from several independent auditors, including Grant Thornton LLP, our existing auditor at the time. As a result of this process and following careful deliberation, the Audit Committee approved the engagement of PwC, as our independent registered public accounting firm for our fiscal year ending December 31, 2011 and to perform procedures related to the financial statements included in our quarterly reports on Form 10-Q, beginning with the quarter ending June 30, 2011. The engagement of PwC was effective on May 25, 2011. On the same date, Grant Thornton was notified that it had been dismissed as our independent registered public accounting firm.

The reports of Grant Thornton on our consolidated financial statements for fiscal years 2010 and 2009 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except that Grant Thornton's report dated March 14, 2011 on our consolidated financial statements as of December 31, 2010 and 2009 and for the years ended December 31, 2010, 2009 and 2008, contained a separate paragraph stating that:

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Willbros Group, Inc.'s internal control over financial reporting as of December 31, 2010, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 14, 2011 expressed an adverse opinion and exclusion of *Utility T&D* segment.

The Audit Committee discussed with representatives of Grant Thornton the material weakness in internal controls, as described below.

During the years ended December 31, 2010 and 2009 and the subsequent interim period through May 25, 2011, there were no disagreements with Grant Thornton on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Grant Thornton would have caused Grant Thornton to make reference to the subject matter of the disagreements in connection with its reports on the financial statements for such years.

In connection with its audits for the years ended December 31, 2010 and 2009 and through May 25, 2011, there were no reportable events as defined by Item 304(a)(1)(v) of Regulation S-K, except that a material weakness in our internal control over financial reporting was identified as described below.

Management identified a material weakness related to compliance with the established estimation process at our subsidiary in Canada. Management determined that project cost estimations were not prepared in sufficient detail to properly analyze job margin and management review was not thorough and did not include follow through on issues from prior month estimates. These operating deficiencies resulted in a failure to identify four loss contracts in a timely manner as of December 31, 2010. This oversight was subsequently identified by the Canadian management team during the monthly review process for January 2011 and February 2011. The full amount of the approximately \$19.2 million of estimated project operating losses is reflected in our financial statements for the year ended December 31, 2010. Management assessed the potential impact of this error on prior quarters and noted that work on these loss contracts did not have substantial progress until the fourth quarter of 2010. Management also reviewed the estimated costs at completion calculations for other significant contracts and determined that this deficiency was confined to these loss contracts.

In response to this material weakness, management implemented additional monitoring controls over the established control environment that is already in place. This material weakness was remediated during 2011.

We did not consult with PwC during fiscal years 2009 or 2010 or during any subsequent interim period prior to May 25, 2011 regarding (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on our consolidated financial statements, and neither a written report was provided to us nor was oral advice provided that PwC concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions, or a reportable event, as that term is described in Item 304(a)(1)(v) of Regulation S-K.

Fees of Independent Registered Public Accounting Firm

The following table sets forth the fees we incurred for services provided by PwC for 2012 and 2011. All fees are presented in the year to which they relate rather than the year in which they were billed.

	2012	2011
Audit fees	\$ 2,051,000	\$ 2,081,400
Audit-related fees		33,478
Tax fees		
All other fees	35,100	15,300
Total	\$ 2,086,100	\$ 2,130,178

Audit fees for 2012 and 2011 fees consisted of professional services rendered for the audit of our annual financial statements, the audit of the effectiveness of our internal control over financial reporting and the review of quarterly financial statements. Audit fees also included fees for the issuance of auditors' consents, assistance with and review of documents filed with the SEC, work done by tax professionals in connection with the audit and quarterly reviews and accounting consultations and research work necessary to comply with the standards of the Public Company Accounting Oversight Board.

Audit-related fees for 2011 consisted of consulting services rendered in connection with our preparation of certain required multi-employer plan disclosures.

Fees for all other services for 2012 and 2011 consisted of attest work associated with state licensing and reporting requirements as well as annual subscription fees for research software.

Audit Committee Pre-Approval Policy

It is the policy of the Audit Committee to pre-approve audit, audit-related, tax and all other services specifically described by the Audit Committee on a periodic basis up to a specified dollar amount. All other permitted services, as well as proposed services exceeding such specified dollar amount, are separately pre-approved by the Audit Committee.

**PRINCIPAL STOCKHOLDERS AND
SECURITY OWNERSHIP OF MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of our common stock as of February 28, 2013, by

each person who is known by us to own beneficially more than five percent of the outstanding shares of common stock,

each of our directors and nominees for director,

each of our executive officers named in the Summary Compensation Table below, and

all of our executive officers and directors as a group.

Except as otherwise indicated, we believe that the beneficial owners of the common stock listed in the table, based on information furnished by such owners, have sole investment and voting power with respect to such shares.

Name of Owner or Identity of Group	Shares Beneficially Owned(1)	Percentage of Class(1)
U.S. Bank, N.A., as custodian for Infrastrux Holdings, LLC	7,963,590(2)	16.2
Wells Fargo & Company	4,018,358(3)	8.2
BlackRock, Inc.	2,545,988(4)	5.2
Robert R. Harl	700,675(5)	1.4
Van A. Welch	306,289(6)	*
James L. Gibson	130,158(7)	*
Jerrit M. Coward	124,968(8)	*
Peter W. Arbour	63,642(9)	*
Michael J. Giarratano	51,533(10)	*
J. Robert Berra	55,162(11)	*
John T. McNabb, II	119,950	*
Robert L. Sluder	41,145	*
William B. Berry	55,278	*
Edward J. DiPaolo	29,234	*
S. Miller Williams	21,207(12)	*
Daniel E. Lonergan	0(13)	*
Michael C. Lebens	0(14)	*
Charles W. Jenkins, III	4,412	*
All executive officers and directors as a group (13 people)	1,596,958(15)	3.2

* Less than 1 percent

- (1) Shares beneficially owned include restricted stock held by our executive officers and directors over which they have voting power but not investment power. Shares of common stock which were not outstanding, but which could be acquired by a person upon exercise of an option or upon vesting of a restricted stock unit within 60 days of February 28, 2013, are deemed outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by such person. Such shares, however, are not deemed to be outstanding for the purpose of computing the percentage of outstanding shares beneficially owned by any other person.
- (2) Information is as of May 24, 2012, and is based on the Form 4 dated May 29, 2012, which was filed by and on behalf of each of InfrastruX Holdings, LLC, TPF Power, Inc., TPF InfrastruX Holdings, LLC, Tenaska Power Fund, L.P., Tenaska PF G, LLC and Tenaska PF, Inc. The address of each of the foregoing is c/o Tenaska Capital Management, LLC, 1044 North 115th Street, Suite 400, Omaha, Nebraska 68154. Except for 27,272 shares of restricted stock over which such entities have shared voting but no dispositive power, each such entity

has shared voting and dispositive power over the shares reported.

- (3) Information is as of December 31, 2012, and is based on the Schedule 13G/A dated March 28, 2013, which was filed by Wells Fargo & Company (Wells Fargo) and Wells Capital Management Incorporated (Wells Capital). Wells Fargo 's address is 420 Montgomery Street, San Francisco, California 94104, and the address for Wells Capital is 525 Market Street, 10th Floor, San Francisco, California 94105. Of the shares shown, Wells Fargo has shared voting power over 3,514,151 shares and shared dispositive power over 4,018,358 shares and Wells Capital has shared voting power over 1,163,212 shares and shared dispositive power over 3,477,091 shares.
- (4) Information is as of December 31, 2012, and is based on the Schedule 13G dated February 4, 2013, which was filed by BlackRock, Inc. The address of BlackRock, Inc. is 40 East 52nd Street, New York, New York, 10022.
- (5) Includes 100,000 shares subject to stock options which are currently exercisable, 114,444 restricted stock units that vest within 60 days and 486,240 shares held in a family limited partnership.
- (6) Includes 50,000 shares subject to stock options which are currently exercisable and 8,875 restricted stock units that vest within 60 days.
- (7) Includes 8,979 restricted stock units that vest within 60 days.
- (8) Includes (a) 10,000 shares subject to stock options which are currently exercisable, (b) 202 shares held in the Willbros Employees 401(k) Investment Plan (the 401(k) Plan) for the account of Mr. Coward and (c) 5,489 restricted stock units that vest within 60 days.
- (9) Includes 4,437 restricted stock units that vest within 60 days.
- (10) Information is as of August 25, 2012, the effective date of Mr. Giarratano 's resignation from us.
- (11) Information is as of July 18, 2012, the date of Mr. Berra 's resignation from us.
- (12) Includes 5,000 shares subject to stock options which are currently exercisable.
- (13) Mr. Lonergan was appointed to serve as a director of the Company on July 1, 2010 pursuant to the Stockholder Agreement. See Certain Relationships and Related Transactions Stockholder Agreement. Mr. Lonergan also serves as a director and officer of TPF Power, Inc., the manager of InfrastruX, a greater than 10% owner of the Company. Mr. Lonergan disclaims beneficial ownership of any shares beneficially owned by InfrastruX, except to the extent of his pecuniary interest therein.
- (14) Mr. Lebens was appointed as a director of the Company following the Company 's 2011 Annual Meeting pursuant to the Stockholder Agreement. See Certain Relationships and Related Transactions Stockholder Agreement.
- (15) For specific information on each of the listed individuals, see footnotes (5) through (9) and (12) through (14).

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

The following Compensation Discussion and Analysis provides information related to the 2012 compensation of our executive officers identified in the Summary Compensation Table, who we refer to as our Named Executive Officers, Named Executives or NEOs.

Overview

In 2012, the Compensation Committee of the Board of Directors (for purposes of this analysis, the Committee) continued to focus on aligning compensation with stockholders ' interests by establishing predetermined strategic and financial goals as part of our short-term and long-term incentive plans. These goals included many areas which are critical to improving the Company 's overall financial and operational performance, including improvements in adjusted operating income and margin, reductions in leverage ratio and strong safety performance. The Committee further strengthened the efficacy of its performance incentives by introducing segment-level performance targets for those Named Executives with primary responsibility for managing the Company 's segments. The Committee continued to align the interests of its executives with stockholders by employing relative total stockholder return as the most heavily weighted metric under its long-term incentive program.

The Company had several significant achievements in 2012, including:

We made significant progress on our objective to turn around the performance of our strategic but underperforming businesses that were negatively affecting our results, including downstream engineering and our Texas utility distribution business.

Our upstream engineering business, our engineering, procurement and construction, or EPC business, and our pipeline integrity business, as well as our field services work in Canada performed as planned, or better than expected.

In March 2012, we entered into a settlement agreement with West African Gas Pipeline Company Limited to settle a major piece of litigation, which eliminated trial risk and enabled us to avoid significant additional expense for trial and likely appeal.

We successfully completed a 30-month monitorship at the end of which the Department of Justice appointed monitor certified that our anti-bribery compliance program, including our policies and procedures, is appropriately designed and implemented. This led to the April 2, 2012 dismissal, with prejudice, of the criminal information filed against us in 2008 as part of a deferred prosecution agreement.

Compensation Highlights

In recent years, the Committee has continued to focus on strengthening the link between executive pay and Company performance. The following is a summary of compensation best practices employed by the Company:

Best Practice Considerations

Our Practice

Ratio of performance-based compensation to overall compensation

Approximately 85 percent of our CEO's compensation is performance-based

Rigor of performance goals

Our Management Incentive Compensation Program and our performance-based long-term incentive (LTI) awards for 2012 each required substantial improvement over the prior year under each of the operational and financial performance metrics in order for any payout to occur

No single trigger change of control severance in severance plans and employment agreements

All change of control severance provisions in our severance plans and employment agreements for our Named Executives provide for a double trigger, which requires a change of control and the involuntary termination of the executive's employment or resignation for good reason

No excessive perquisites or gross-ups

We provide limited perquisites and do not provide any gross-up rights to our Named Executives

No egregious pension/supplemental executive retirement plan	We do not provide a defined benefit pension plan or excess plan for highly compensated employees, a supplemental executive retirement plan or post-retirement health benefits
No executives using company stock in hedging or pledging activities	All of our directors, Named Executives and other employees are prohibited by Company policy from using Company stock in hedging arrangements and from holding Company stock in a margin account or otherwise pledging Company stock
Clawback policy	The Company has a clawback policy in place
Stock Ownership and Retention Policy	Our Stock Ownership and Retention policy requires our executive officers and directors to retain a number of shares equal to substantially all of the after-tax value of their recent awards
No repricing/replacement of underwater equity grants	We do not permit the repricing or replacement of underwater equity grants such as underwater stock options or stock appreciation rights
As mentioned earlier, the compensation program for our NEOs and other key executives is primarily focused on incentive compensation. The average mix of fixed versus variable (bonus and/or LTI) compensation, at target, for our NEOs was as follows:	

The long-term incentive component of target total compensation for our NEOs, other than Mr. Harl, represented only 16 percent of the total in 2012, compared to 37 percent in 2011. This decrease reflects the lower price of the Company's common stock on the grant date for the 2012 long-term incentive awards compared to 2011 and the unacceptable level of dilution that would have resulted from long-term incentive awards at levels similar to prior years. Assuming our stock price continues to strengthen, the Committee expects that the long-term incentive component will comprise a significantly higher percentage of target total compensation in future years, and a majority of target total compensation will again be variable.

Committee Consideration of the 2012 Stockholder Vote on Executive Compensation for 2011

We conducted our second advisory vote on executive compensation last year at our May 2012 annual meeting. While this vote was not binding on us, we believe that it is important for our stockholders to have an opportunity to vote on this proposal on an annual basis as a means of expressing their views regarding our executive compensation philosophy, our compensation policies and programs, and our decisions regarding executive compensation, all as disclosed in our proxy statement. The Committee values the opinions of our stockholders and, to the extent there is any significant vote against the compensation of our Named Executives, we will consider our stockholders' concerns, and the Committee will evaluate whether any actions are necessary to address those concerns.

The Committee has reviewed the voting results from the advisory vote on executive compensation (commonly known as a say-on-pay proposal) conducted at our 2012 annual meeting of stockholders. At this meeting, more than 83 percent of the votes cast on the say-on-pay proposal were in favor of our Named Executives' compensation as disclosed in the proxy statement for that meeting. The Committee determined that, given the high level of support, no changes to our executive compensation policies and decisions were necessary based on last year's voting results. The Committee intends to continue making executive compensation decisions with a focus on aligning pay with performance and promoting stockholder value.

Role of the Compensation Committee

The Committee has responsibility for discharging the Board's responsibilities with respect to compensation of the Company's executives. In particular, the Committee annually reviews and approves corporate goals and objectives relevant to CEO compensation, evaluates the CEO's performance in light of those goals and objectives, and determines and approves the CEO's compensation based on this evaluation. In doing so, the Committee reviews all elements of the CEO's compensation. The Committee also approves non-CEO executive compensation, approves and administers incentive compensation plans and equity-based plans and monitors compliance of directors and executive officers with Company stock ownership and retention programs. Pursuant to its charter, the Committee has the sole authority to retain and terminate compensation consultants and internal and external legal, accounting and other advisors, including sole authority to approve the advisors' fees and other engagement terms. For a more complete description of the responsibilities of the Committee, see Corporate Governance Board Committees' Compensation Committee.

Role of the CEO in Compensation Decisions

The CEO periodically reviews the performance of each of the Named Executives, excluding himself, develops preliminary recommendations regarding salary adjustments and annual and long-term award amounts, and provides these recommendations to the Committee. The Committee can exercise its discretion in modifying any recommendation and makes the final decisions.

Role of the Compensation Consultant

Since August 2009, the Committee has retained Mercer to serve as its independent consultant. Mercer provides executive and director compensation consulting services to the Committee, regularly attends Committee meetings, reports directly to the Committee on matters relating to compensation for our Named Executives, and participates in executive sessions without Named Executives present. Mercer provides advice and analysis to the Committee on design and level of executive and director compensation. In connection with their services to the Committee, Mercer works with executive management and the Corporate Human Resources Management group to formalize proposals for the Committee. The Committee has assessed the independence of Mercer pursuant to SEC rules and concluded that Mercer's work for the Committee does not raise any conflict of interest.

Compensation Philosophy and Objectives

As a leading provider of construction, engineering and maintenance services to industry and governmental entities, our long-term success depends on our ability to attract, motivate and retain highly talented individuals at all levels of the organization in order to develop and expand our businesses and execute our business strategies.

The Committee bases its executive compensation decisions on the same objectives that guide our Company in establishing all of our compensation programs:

Compensation should be based on the level of job responsibility, individual performance and Company performance. As employees progress to higher levels in the organization, an increasing proportion of their pay should be linked to Company performance and stockholder returns because they are more able to affect our results.

Compensation should reflect the value of the job in the marketplace. To attract and retain a highly skilled work force, we must remain competitive with the compensation of other premier employers who compete with us for talent.

Compensation should incentivize and reward short- and long-term performance. Our programs should deliver compensation in the top tier when our employees and our Company perform accordingly; likewise, where individual performance falls short of expectations and/or Company performance lags the industry, the programs should deliver lower-tier compensation.

Our objectives of pay for performance and retention must be balanced. Compensation should promote retention of well-qualified executives while aligning the interests of our executives with those of our stockholders. Even in periods of downturns in our performance, the programs should continue to ensure that successful, high-achieving employees will remain motivated and committed to our Company.

Compensation should foster the long-term focus required for success in our industry.

Setting Executive Compensation

A significant percentage of total compensation is allocated to incentives as a result of the philosophy mentioned above. There is no pre-established policy or target for the allocation between either cash and equity or short-term and long-term incentive compensation. Rather, the Committee reviews competitive information provided by Mercer and management's recommendations to determine the appropriate level and mix of incentive compensation, while also considering stockholder dilution or burn rate concerns with respect to equity incentive awards.

For Named Executives, the Committee generally targets total direct compensation, consisting of base salary, the target annual incentive award and the annual long-term incentive grants, at a level which is designed to be competitive with compensation paid to similarly situated executives of companies comprising a peer group of publicly traded companies that have similar financial and operating characteristics and service markets similar to ours.

With the assistance of Mercer, the Committee reviews the composition of the peer group periodically to ensure the companies are relevant for comparative purposes. For purposes of setting 2012 compensation, the peer group consisted of the following 14 companies in the construction and engineering, oil and gas equipment and services, electrical transmission and distribution services and environmental and facilities services industries (the 2012 Peer Group):

Chicago Bridge & Iron Co.
 Dycom Industries
 Exterran Holdings, Inc.
 Foster Wheeler
 Granite Construction
 MasTec
 Matrix Service Company

McDermott International
 MYR Group
 Pike Electric
 Quanta Services
 Team Inc.
 Tetra Tech, Inc.
 Tutor Perini

In selecting the 2012 Peer Group, the Committee considered various peer selection criteria, including: industry in which the company operates, company size (with specific focus on revenue), markets served, market value, market value to revenue ratio, and total assets. In addition, the Committee considered the competitive market for talent and gave special consideration to those companies from which we may recruit talent or to which we may lose talent.

2012 Executive Compensation Components

For the fiscal year ended December 31, 2012, the principal components of compensation for our Named Executives were:

Base salary;

Annual cash incentive awards;

Long-term equity incentive compensation; and

Benefits and perquisites.

The chart below illustrates how our compensation design supports our compensation objectives:

Compensation Element	Compensation Objectives	Key Features
Base Salary	Attract and retain executives by providing a stable income at a level that is consistent with the market and that compensates Named Executives for the day-to-day execution of their primary duties	Reviewed annually to ensure our compensation is competitive Annual salary adjustments based on performance and the market
Annual Cash Incentives	Link pay to performance by directly tying bonuses to Company's business objectives	Performance measures set at levels to incentivize achievement of annual objectives
	Align management with stockholders' interests by rewarding achievement of annual performance metrics	Reviewed annually in relation to current market data and approved by the Committee
Long-term Incentives	Reinforce corporate values through shared performance objectives	Funded through the achievement of an annual performance measure

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Motivate high performance by providing an opportunity for executives to share in long-term wealth creation	Portion of annual LTI grant tied to performance (100% for CEO; 33% for most NEOs)
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Link pay to performance and align management with stockholders interests by directly tying payouts	Performance period is one year but earned awards vest in equal increments over three years
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	to achievement of performance measures as well as performance of Company's stock	Service-based awards vest in increments over a period of three or four years
Benefits and Perquisites	Attract and retain individuals by offering market competitive benefits and perquisites	Reviewed periodically to ensure they are competitive with the market

Minimal amount of perquisites provided

Following is a discussion of the Committee's considerations in establishing each of the compensation components for the Named Executives.

Base Salary

The level of base salary paid is determined on the basis of performance, experience, job responsibility and such other factors as may be appropriately considered by the Committee. Each year, the Committee reviews the base salaries of the Named Executives and considers salary adjustments based on individual performance, overall financial results of the Company, competitive position relative to the marketplace, duration of time since the last salary increase and industry merit practices. The Committee uses the independent consultant report with respect to the marketplace in general and the base salaries of executives within the 2012 Peer Group, including amounts budgeted for merit raises within the energy industry, in order to establish base salaries which are competitive in the marketplace.

The base salary of our President and CEO (Mr. Robert R. Harl) was \$900,000 for 2012, which was unchanged from 2011. The other Named Executives received no increase in their base salaries for 2012, with the exception of Mr. Jerrit Coward. Mr. Coward's base salary was increased from \$355,000 to \$410,000 effective June 1, 2012 in recognition of his increased responsibilities after we reorganized our business segments in January 2012 and combined most of the operations of our former *Upstream Oil & Gas* and *Downstream Oil & Gas* segments into a new *Oil & Gas* segment under Mr. Coward's leadership.

Performance-Based Incentive Compensation

Management Incentive Compensation (MIC) Program. Annual cash incentive awards for key employees are determined in accordance with our MIC Program, in which each of our Named Executives participates. The award opportunity established for the 2012 MIC Program, as a percent of base salary, was as follows:

Position	Minimum	Threshold	Target	Maximum
CEO	0%	50%	100%	150%
Other NEOs	0%	25%	50%	100%

These levels were either established based on the terms of the executive's employment agreement (e.g., Mr. Harl and Mr. Robert Berra, our former Executive Vice President, Sales & Marketing) or based on median practices in our peer group. It should be noted that the award opportunities for Messrs. Harl and Berra were also consistent with the median practices in our peer group.

Financial and operational performance measures may be comprised of threshold, target and maximum performance levels. If a threshold financial or operational measure is not achieved, no amount is paid on a MIC Program award under that financial or operational measure component. The Committee believes that operating and safety performance and a strong balance sheet are critical to the Company's future success. Accordingly, for 2012, the Committee chose to use Adjusted Operating Income, Adjusted Operating Margin, reduction in the Total Recordable Incident Rate, or TRIR Reduction, Leverage Ratio, Adjusted Days Sales Outstanding, or Adjusted DSO, and Personal Performance as the performance measures for our MIC Program at the corporate level. Information for each performance measure and its weighting in the bonus determination follows:

Performance Measure	Rationale/Definition	Weighting
Adjusted Operating Income	An important measure of our earnings power from ongoing operations. Adjusted Operating Income for purposes of the MIC Program consists of operating income from continuing operations, adjusted for certain unusual items	50 percent
Adjusted Operating Margin	Consists of Adjusted Operating Income divided by Revenue and is an important measure of our ability to manage our variable costs	10 percent
TRIR Reduction	An important measure of our safety performance	10 percent
Leverage Ratio	An important measure of our ability to meet our financial obligations	10 percent
Adjusted DSO	An important measure of our efficiency in collecting receivables	10 percent
Personal Performance	Individual metrics designed to capture an executive's personal contribution to meeting our strategic, financial and operational goals	10 percent

The Committee discussed the 2012 MIC Program performance measures and goals over the course of several meetings. When determining performance ranges for each goal, the Committee first considered our 2011 performance and the 2012 budget approved by our Board of Directors. The Committee then focused discussions on the appropriate balance between our ability to achieve various performance levels and the appropriate amount of stretch performance to build into each goal. In each case, the Committee set the threshold-level goal to require an improvement over prior year performance in order to receive any payout under the MIC Program.

The specific MIC Program performance measures at the corporate level and the Company's performance in relation to those measures were as follows:

Performance Measure	Threshold	(\$000s)		
		Target	Maximum	Actual
Adjusted Operating Income	\$ 18,996	\$ 37,962	\$ 56,988	\$ 13,460
Adjusted Operating Margin	1%	2%	3%	0.71%
TRIR Reduction	9%	18%	27%	40.5%
Leverage Ratio	3.25	3.00	2.50	3.48
Adjusted DSO	74	70	66	68.5

In 2012, the Committee established similar performance measures at the segment level for those Named Executives with segment level responsibility with respect to each of the Adjusted Operating Income and Margin, TRIR Reduction and Adjusted DSO metrics. For those Named Executives with segment level responsibility, the potential award was split evenly between performance at the corporate level and performance at the segment level. Michael Giarratano, who previously served as President of the Company's *Utility T&D* segment, resigned in 2012 and was not eligible for a bonus. Accordingly, Mr. Coward, who served as President of the Company's *Oil & Gas* segment during 2012, was the only Named Executive for whom segment level targets were applied.

The specific MIC Program performance measures at the *Oil & Gas* segment level and the segment's performance in relation to those targets were as follows:

Performance Measure	Threshold	(\$000s) Target	Maximum	Actual
Segment Adjusted Operating Income	\$ 16,421	\$ 24,631	\$ 36,947	\$ 17,348
Segment Adjusted Operating Margin	1.7%	2.5%	3.8%	1.4%
Segment TRIR Reduction	0%	5%	10%	(1.1)%
Segment Adjusted DSO	60	56	52	71

For 2012, the Committee also incorporated a mechanism whereby 90 percent of the MIC Program award pool for achievement of the financial and operational performance metrics was funded out of a percentage of Adjusted Operating Income in excess of the threshold amount. Adjusted Operating Income for 2012 was \$13.5 million, which was under the level to provide funding for MIC Program awards. Accordingly, even though the Company achieved maximum performance on the TRIR Reduction metric and above-target performance on the Adjusted DSO metric at the corporate level as well as above-threshold performance on the Adjusted Operating Income metric at the *Oil & Gas* segment level, no bonuses were paid for 2012, with two exceptions. First, bonuses were paid at slightly above the target level for Mr. Harl and between the threshold and target levels for the other Named Executives with respect to 10 percent of the MIC Program reserved for personal performance, which is not subject to the funding pool described above. Second, in recognition of the critical importance of, and exceptional improvement in, the Company's safety performance in 2012 at the corporate level, the Committee elected to pay bonuses at the maximum or Challenge level with respect to the TRIR Reduction metric, representing 10 percent of the overall bonus opportunity.

The following table shows the threshold, target and maximum bonus opportunity for each of the Named Executives, and the amounts that were paid as bonuses for 2012 in respect of personal performance and the TRIR Reduction metric:

Name	Threshold Bonus Opportunity	Target Bonus Opportunity	Maximum Bonus Opportunity	Amount Earned
Robert Harl	\$ 450,000	\$ 900,000	\$ 1,350,000	\$ 240,000
Van Welch	\$ 112,200	\$ 224,400	\$ 448,800	\$ 63,954
James Gibson	\$ 112,500	\$ 225,000	\$ 450,000	\$ 64,125
Jerrit Coward	\$ 102,500	\$ 205,000	\$ 410,000	\$ 63,114
Peter Arbour	\$ 93,188	\$ 186,375	\$ 372,750	\$ 53,117
Michael Giarratano	\$ 88,750	\$ 177,500	\$ 355,000	\$ 0
Robert Berra	\$ 88,750	\$ 177,500	\$ 355,000	\$ 0

Long-term Incentive Compensation

The Willbros Group, Inc. 2010 Stock and Incentive Compensation Plan (the 2010 Stock Plan), permits the Committee to grant various long-term incentive awards, including stock options, stock appreciation rights, restricted stock and restricted stock units, performance shares, performance units, and long-term cash-based awards to Named Executives and key management employees of the Company.

2012 Long-term Incentive Awards - CEO. The target and maximum amounts for Mr. Harl's annual long-term incentive award under the 2010 Stock Plan are determined by his employment agreement. The target annual long-term incentive award is \$4 million and the maximum annual long-term incentive award is \$8 million.

Mr. Harl's 2012 long-term incentive award was 100 percent performance-based. The performance period for the 2012 award consisted of fiscal year 2012. Although 100 percent performance-based, Mr. Harl's 2012 long-term incentive award is also conditioned on his continuing service through the end of

2013 and is paid in three installments. The earned portion of Mr. Harl's 2012 long-term incentive award will be paid on March 26, 2013, March 15, 2014 and March 15, 2015. If Mr. Harl voluntarily resigns from the Company prior to January 1, 2015, other than for Good Reason, he will forfeit any unvested portion of the award.

For 2012, the Committee chose to use relative Total Shareholder Return, or TSR, TRIR Reduction, Adjusted Operating Margin, Leverage Ratio, Adjusted DSO and Personal Performance (as determined by the Committee) as the performance measures for Mr. Harl's long-term incentive award. A brief description of these performance measures and their weighting in the long-term incentive award determination follows:

Performance Measure	Rationale/Definition	Weighting
Relative TSR	A metric which ranks the return our stockholders receive from changes in our stock price and any dividends we may pay in comparison to the total shareholder returns generated by the other members of our 2012 Peer Group	50 percent
TRIR Reduction	An important measure of our safety performance	10 percent
Adjusted Operating Margin	Consists of Adjusted Operating Income divided by Revenue and is an important measure of our ability to manage our variable costs	10 percent
Leverage Ratio	An important measure of our ability to meet our financial obligations	10 percent
Adjusted DSO	An important measure of our efficiency in collecting receivables	10 percent
Personal Performance	A metric designed to capture Mr. Harl's personal contribution to meeting our strategic, financial and operational goals	10 percent
The specific long-term incentive		