



Flowserve Corporation

FLS NYSE

Industrial Machinery / Equipment

Market Capitalization USD:

\$4,124.47 mm

CONCERN LEVEL: LOW

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Mark A. Blinn**Age: 50****CEO Since: 2009**

	2009	2010	2011
Base Salary	\$1,032,372	\$910,346	\$937,240
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$1,741,809	\$846,853	\$581,175
Benefits and Perquisites	\$272,541	\$61,203	\$69,030
TOTAL ANNUAL COMPENSATION	\$3,046,722	\$1,818,402	\$1,587,445
Increase in Post-Retirement Benefits	\$628,304	\$252,748	\$303,306
Stock Option Awards	\$0	\$0	\$0
Stock Awards	\$3,989,856	\$2,807,066	\$3,905,447
TOTAL COMPENSATION	\$7,664,882	\$4,878,216	\$5,796,198
Median of Other Named Executive Officers Total Compensation	\$2,402,601	\$2,092,348	\$1,756,579
Value Realized on Exercise of Stock Option	\$1,585,504	\$99,342	\$0
Value Realized on Vesting of Stock	\$1,764,078	\$2,866,656	\$2,680,004
TOTAL REALIZED EQUITY COMPENSATION	\$3,349,582	\$2,965,998	\$2,680,004

Proxy Date: 5 Apr 2012

Annual Meeting Date: 17 May 2012

Equity Reserves: 5.42%

Stock Option Run Rate: 0.00%

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Performance Comparison

■ S&P500 ■ Industry ■ FLS



Peer Comparisons (TRBC) = Industrial Machinery / Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
FLS	Flowserve Corporation	\$7,664,882	\$4,878,216	\$5,796,198	\$4,124,471,918
ETN	Eaton Corporation	\$8,536,007	\$12,798,596	\$13,586,010	\$12,084,200,000
SWK	Stanley Black & Decker, Inc.	\$9,602,517	\$32,730,259	\$13,727,871	\$11,417,804,673
GWW	W.W. Grainger, Inc.	\$5,005,497	\$7,648,407	\$9,198,031	\$10,384,705,556
PH	Parker-Hannifin Corporation	\$8,110,109	\$17,312,616		\$10,144,450,985
FAST	Fastenal Company	\$945,092	\$3,146,199	\$3,258,911	\$9,824,384,926
DOV	Dover Corporation	\$5,089,646	\$7,922,541	\$10,914,685	\$8,668,687,644

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Cameron International, Dresser-Rand Group Inc., Lincoln Electric Holdings Inc., SKF AB, Cooper Industries Plc, Gardner Denver Inc., Nordson Corp., Sulzer, Danaher Corp, Goodrich Corp., Pall Corp., Weir Group PLC, Donaldson Co Inc., Illinois Tool Works Inc., Parker Hannifin Corp., Westinghouse Air Brake Technologies Corp., Dover Corp., ITT Corp., Rockwell Automation Inc.

Performance Peer Group

Cameron International, Dresser-Rand Group Inc., Lincoln Electric Holdings Inc., SKF AB, Cooper Industries Plc, Gardner Denver Inc., Nordson Corp., Sulzer, Danaher Corp, Goodrich Corp., Pall Corp., Weir Group PLC, Donaldson Co Inc., Illinois Tool Works Inc., Parker Hannifin Corp., Westinghouse Air Brake Technologies Corp., Dover Corp., ITT Corp., Rockwell Automation Inc.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
James O. Rollans	Alternate	69	Male	15	Outside Related
William C. Rusnack	Chairman	67	Male	15	Outside Related
Charles M. Rampacek	Member	68	Male	14	Outside Related
David E. Roberts	Member	51	Male	1	Outside
John R. Friederv	Member	55	Male	5	Outside
Roaer L. Fix	Member	58	Male	6	Outside

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