STMICROELECTRONICS NV
Form SC 13G/A
February 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

STMicroelectronics N.V.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

861012102
(CUSIP Number)

December 31, 2004
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:
[X] Rule 13d-1(b)
[ ] Rule 13d-1(c)
[ ] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP: 861012102 Page 1 of 5

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Group International, Inc.
95-4154357

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING POWER	41,433,730
	6 SHARED VOTING POWER	NONE
	7 SOLE DISPOSITIVE POWER	53,188,810
	8 SHARED DISPOSITIVE POWER	NONE

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

53,188,810 Beneficial ownership disclaimed pursuant to Rule 13d-4

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

5.9%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No. 2

Item 1(a) Name of Issuer:
STMicroelectronics N.V.

Item 1(b) Address of Issuer's Principal Executive Offices:
Route de Pre-Bois
ICC Bloc A1215
Geneva 15 Switzerland

Item 2(a) Name of Person(s) Filing:
Capital Group International, Inc.

Item 2(b) Address of Principal Business Office or, if none, Residence:
11100 Santa Monica Blvd.
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
861012102

Item 3 If this statement is filed pursuant to sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
(g) [X] A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

See page 2

(a) Amount beneficially owned:
(b) Percent of class:
(c) Number of shares as to which the person has:
(i) Sole power to vote or to direct the vote:
(ii) Shared power to vote or to direct the vote:
(iii) Sole power to dispose or to direct the disposition of:
(iv) Shared power to dispose or to direct the disposition of:

Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 53,188,810 shares or 5.9% of the 904,885,116 shares of Common Stock believed to be outstanding.

Item 5 Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ]

Item 6 Ownership of More than Five Percent on Behalf of Another Person: N/A

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

1. Capital Guardian Trust Company is a bank as defined in Section 3(a)(6) of the Act and an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and a wholly owned subsidiary of Capital Group International, Inc.

2. Capital International Limited (CIL) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CIL is a wholly owned subsidiary of Capital Group International, Inc.

3. Capital International S.A. (CISA) does not fall within any of the categories described in Rule 13d-1(b)(ii)(A-F) but its holdings of any reported securities come within the five percent limitation as set forth in a December 15, 1986 no-action letter from the Staff of the Securities and Exchange Commission to The Capital Group Companies, Inc. CISA is a wholly owned subsidiary of Capital Group International, Inc.

4. Capital International Research and Management, Inc. dba Capital International, Inc. is an investment adviser registered under Section 203 of the Investment Advisers Act

of 1940 and is a wholly owned subsidiary of Capital Group International, Inc.

Item 8 Identification and Classification of Members of the Group: N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 11, 2005

Signature: *David I. Fisher
Name/Title: David I. Fisher, Chairman
Capital Group International, Inc.

*By /s/ Kristine Nishiyama
Kristine Nishiyama
Attorney-in-fact

Signed pursuant to a Power of Attorney dated January 30, 2003 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on February 10, 2003 with respect to Acclaim Entertainment Inc ass="group-p" style=" whitespace: nowrap; ">

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(1) Reflects annual performance-based cash bonus awards pursuant to the Methode Electronics, Inc. 2014 Omnibus Incentive Plan (the 2014 Plan). The executive officers’ bonus amounts are based on achieving certain performance measures. For purposes of this table, for any award components that include only one level of performance, we have included such amount in each of the threshold, target and maximum columns. Amounts earned in fiscal 2018 by the executive officers under this award are reported in Compensation Discussion and Analysis and in the column titled Non-Equity Incentive Plan Compensation-Annual Bonus in the Summary Compensation Table. Details regarding these awards, including the relevant performance measures, are set forth in Compensation Discussion and Analysis.

(2) Reflects restricted stock awards granted pursuant to our LTI Program which are eligible for vesting based on the achievement of certain financial targets for fiscal 2020 EBITDA. The unvested restricted stock awards are not entitled to payment of dividends, provided that at the time the shares vest, the executive is entitled to a payment based on the dividends declared during the restricted period and the number of shares earned.

(3) Reflects restricted stock units granted pursuant to our LTI Program. These restricted stock units vest 30% on each of April 28, 2018 and April 27, 2019 and 40% on May 2, 2020, provided that the named executive officer remains a Methode employee. The unvested restricted stock units are not entitled to payment of dividends until they vest.

(4) Amounts represent the fair value as of the date of grant calculated in accordance with ASC 718. Details of the assumptions used in valuing these options are set forth in Note 4 to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended April 28, 2018.

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Alternative Summary Compensation Table

As discussed in Compensation Discussion and Analysis-Fiscal 2016 Long-Term Incentive Program, in fiscal 2016, our Compensation Committee adopted a five-year, long-term equity incentive program consisting of a mix of 60% performance-based RSAs, at target performance, and 40% time-based RSUs (the LTI Program). Mr. Hrudicka and Ms. Barry received awards under the LTI Program in fiscal 2017 and fiscal 2018, respectively. The number of RSAs earned will vary based on performance relative to established goals for threshold, target and maximum performance. Performance will be based on the Company s earnings before net interest, taxes, fixed asset depreciation and intangible asset amortization (EBITDA) for fiscal 2020, subject to certain adjustments for acquisitions and divestitures. The RSUs are subject to vesting based on continued service, subject to acceleration in certain limited circumstances. The Compensation Committee intends for the LTI Program to cover all long-term equity incentive grants to the participants through fiscal 2020.

Under the SEC s proxy statement disclosure rules, the grant date fair value of the number of RSAs eligible for vesting at the target level of performance and the total number of RSUs awarded under the LTI Program has been reported in the Summary Compensation Table above in fiscal 2016 for Messrs. Duda, Tsoumas, Khoury and Kill, in fiscal 2017 for Mr. Hrudicka and in fiscal 2018 for Ms. Barry.

The Company is presenting the following Alternative Summary Compensation Table in order to illustrate how the Compensation Committee views annualized total compensation under the LTI Program. The Compensation Committee believes that due to the front-loaded nature of the RSA and RSU awards, the compensation amounts disclosed in the Summary Compensation Table for our named executive officers other than Mr. Hrudicka and Ms. Barry overstate compensation attributable to fiscal 2016 and understate compensation attributable to fiscal 2017 and fiscal 2018. For Mr. Hrudicka and Ms. Barry, the Compensation Committee believes that the compensation amounts disclosed in the Summary Compensation Table overstate compensation for fiscal 2017 and 2018, respectively.

The values in this table differ from the values disclosed in the Summary Compensation Table in that the value of the RSAs and the RSUs have been annualized equally over the respective five-year periods of the programs. For Mr. Hrudicka and Ms. Barry, the value of the grants has been annualized over four years and three years, respectively, due to their mid-cycle hiring dates. In both the Summary Compensation Table and the Alternative Summary Compensation Table, the values for the RSA and RSU awards reflect grant date fair values calculated in accordance with the applicable accounting rules. The Alternative Summary Compensation Table below has been revised as described and does not comply with SEC rules for the Summary Compensation Table. Shareholders should not view this alternative table as a substitute for the Summary Compensation Table and should review this Alternative Summary Compensation Table together with the Summary Compensation Table and other compensation tables contained herein that have been prepared in accordance with SEC rules.

Alternative Summary Compensation Table

Name and Principal Position	Fiscal Year	Salary ($)	Annualized Value of Stock Awards ($)(1) RSAs(2)	RSUs(3)	Non-Equity Incentive Plan Compensation ($)(4)	All Other Compensation ($)(5)	Total ($)
Donald W. Duda President and Chief Executive Officer	2018	736,476	1,216,080	810,720	660,991	148,159	3,572,426
	2017	716,108	1,216,080	810,720	948,700	138,169	3,829,777
	2016	695,598	1,216,080	810,720	572,102	311,114	3,605,614
Ronald L.G. Tsoumas Chief Financial Officer and Vice President, Corporate Finance	2018	245,942	222,948	148,632	155,532	30,174	803,228
	2017	238,703	222,948	148,632	210,425	27,017	847,725
	2016	231,880	222,948	148,632	129,628	21,976	755,064
Joseph E. Khoury Chief Operating Officer(6)	2018	400,025	608,040	405,360	280,340	15,682	1,717,170
	2017	362,518	608,040	405,360	320,261	14,482	1,710,661
	2016	359,600	608,040	405,360	184,127	90,221	1,647,348
Theodore P. Kill Retired Vice President, Worldwide Automotive Sales and President of Dabir Surfaces	2018	328,117	540,900	360,600	43,377	41,212	1,314,206
	2017	316,720	540,900	360,600	156,749	37,760	1,412,729
	2016	310,034	540,900	360,600	191,079	113,866	1,516,479
Andrea J. Barry, Chief Human Resource Officer	2018	269,711	187,530	125,020	189,876	13,273	785,410
John R. Hrudicka Former Chief Financial Officer and Vice President, Corporate Finance	2018	454,688	418,800	279,200	—	170,714	1,323,402
	2017	346,154	418,800	279,200	396,303	12,481	1,452,938

(1) Reflects the annualized fair value at the date of grant. See footnotes (1), (2) and (3) of the Summary Compensation Table for additional information.

(2) These performance-based RSAs are eligible for vesting based on fiscal 2020 EBITDA relative to established goals for threshold, target and maximum performance. The grant date fair values reflected above were calculated assuming the achievement of the target level of performance.

(3) These RSUs are subject to vesting based on continued service, with 30% vested at the end of fiscal 2018, 30% vesting at the end of fiscal 2019 and 40% vesting at the end of fiscal 2020. For all named executive officers other than Ms. Barry, the RSUs are not eligible to be converted into common stock until a change of control or the executive officer leaves Methode.

(4) Amounts reflect annual performance-based cash bonuses.

(5) See footnote (5) of the Summary Compensation Table for information regarding the amounts included in All Other Compensation.

(6) Mr. Khoury is a Lebanese resident and we paid Mr. Khoury's cash compensation in Euros. For purposes of the Alternative Summary Compensation Table, this cash compensation was converted from Euros to U.S. Dollars. See footnote (7) of the Summary Compensation Table for information regarding the exchange rates.

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Outstanding Equity Awards at Fiscal Year-End

The following table sets forth certain information regarding the outstanding equity awards of the named executive officers at April 28, 2018.

	Option Awards				Stock Awards			
Name	**Number of Securities Underlying Unexercised Options (#) Exercisable (1)**	**Number of Securities Underlying Unexercised Options (#) Unexercisable**	**Option Exercise Price ($)**	**Option Expiration Date**	**Number of Shares or Units of Stock That Have Not Vested (#)(2)**	**Market Value of Share of Units of Stock That Have Not Vested ($)(3)**	**Equity Incentive Plan Awards: Numbers of Unearned Shares, Units or Other Rights That Have Not Yet Vested (#)(4)**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Yet Vested ($)(3)**
Donald W. Duda	40,000	—	37.01	7/7/2024	84,000	3,406,200	270,000	10,948,500
Ronald L.G. Tsoumas	8,000	—	37.01	7/7/2024	15,400	624,470	49,500	2,007,225
Joseph E. Khoury	12,000	—	37.01	7/7/2024	42,000	1,703,100	135,000	5,474,250
Theodore P. Kill	—	—	—	—	42,000	1,703,100	135,000	5,474,250
Andrea J. Barry	—	—	—	—	5,880	238,434	18,900	766,395
John Hrudicka(5)	—	—	—	—	—	—	—	—

(1) These options were granted in July 2014. One-third of these options vested on each of the first, second and third anniversaries of the grant date.
(2) These RSUs are subject to vesting based on continued service, with 30% vested at the end of fiscal 2018, 30% vesting at the end of fiscal 2019 and 40% vesting at the end of fiscal 2020.
(3) Calculated based on the closing price of the Company's common stock on April 27, 2018 of $40.55 per share.
(4) These performance-based restricted stock awards are eligible for vesting based on the achievement of certain financial targets for fiscal 2020 EBITDA.
(5) Mr. Hrudicka's LTI Program RSA and RSU awards were forfeited upon his termination of employment.

Option Exercises and Stock Vested

The following table sets forth certain information regarding option exercises by the named executive officers and the vesting of restricted stock units during fiscal 2018.

Name	**Option Awards**		**Stock Awards**	
	Number of Shares Acquired on	**Value Realized on Exercise ($)(1)**	**Number of Shares Acquired on Vesting**	**Value Realized on Vesting ($)(3)**

	Exercise (#)		(#)(2)	
Donald W. Duda	—	—	36,000	1,459,800
Ronald L.G. Tsoumas	—	—	6,600	267,630
Joseph E. Khoury	—	—	18,000	729,900
Theodore P. Kill	—	—	18,000	729,900
Andrea J. Barry	—	—	2,520	102,186
John Hrudicka	—	—	—	—

(1) Calculated based on market value of Methode's common stock at the time of exercise, minus the exercise cost.

(2) Reflects RSUs awarded pursuant to our LTI Program that vested on April 28, 2018. For all named executive officers other than Ms. Barry, the RSUs are not eligible to be converted into common stock until a change of control or the executive leaves the Company.

(3) Calculated based on the closing price of Methode's common stock on April 27, 2018 of $40.55 per share.

Nonqualified Deferred Compensation

The following table sets forth certain information regarding deferred compensation with respect to the named executive officers for fiscal 2018.

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Name	Executive Contributions in Last Fiscal Year ($)(1)	Registrant Contributions in Last Fiscal Year ($)	Aggregate Earnings in Last Fiscal Year ($)	Aggregate Withdrawals/ Distributions ($)(2)	Aggregate Balance at Last Fiscal Year-End ($)
Donald W. Duda	0	0	294	0	31,364
Ronald L.G. Tsoumas	244,449	0	14,508	0	1,104,696
Joseph E. Khoury	0	0	0	0	0
Theodore P. Kill	145,482	0	139,716	0	1,488,591
Andrea J. Barry	0	0	0	0	0
John Hrudicka	0	0	0	0	0

(1) All executive contributions were reported as compensation in the Summary Compensation Table under the Salary and/or Non-Equity Incentive Plan Compensation columns, depending on the source of the executive contribution.
(2) Reflects distributions in accordance with the terms of each executive’s deferral election.

The Methode Electronics, Inc. Nonqualified Deferred Compensation Plan (the Deferred Compensation Plan) allows a select group of management and highly compensated employees to defer up to 75% of their annual base salary, 100% of their annual bonus, and/or 100% of their tandem cash award, if applicable, with an aggregate minimum deferral of $3,000. The minimum period of deferral is three years. Participants are immediately 100% vested.

In addition to employee-directed deferrals, we may make contributions to the Deferred Compensation Plan to make up for limits applicable under our qualified plans and may make additional discretionary contributions as well. Participants vest in company contributions in accordance with the schedule set forth in the applicable agreement or plan governing such contributions. We made no contributions to the Deferred Compensation Plan in fiscal 2018.

Participants may elect from a list of certain mutual funds to determine any amounts credited or debited from their accounts, although we are under no obligation to invest the deferred amounts in any specified fund. This list is made available to all participants and account balances are credited or debited based on the current market rates for these funds. Participants may reallocate account balances and/or future deferrals on a daily basis.

Participants are entitled to receive a distribution from their account balances at the earlier of the end of the elected deferral period or retirement, disability, termination of employment or a change of control. Accounts are distributed in a lump sum or, in certain circumstances, in installments over a period of up to 15 years. Participants can also petition the Compensation Committee to receive a full or partial payout from the Deferred Compensation Plan in the event of an unforeseeable financial emergency.

Potential Payments Upon Termination or a Change of Control

In the event our named executive officers are terminated or Methode undergoes a change of control, our named executive officers are entitled to certain payments under their change of control agreements, our stock plans and certain other benefit plans. We note that Mr. Kill retired from the Company in May, 2018 and thereafter was not eligible to earn any benefits in connection with a change in control.

The following table summarizes payments payable to our named executive officers upon a change in control or the executive s death, disability or qualified retirement under our outstanding equity and cash bonus awards.

	Termination Scenario		
Type of Award	**Change in Control**	**Death or Disability**	**Qualified Retirement(1)**
Annual Performance-Based Cash Bonus	If the successor company does not assume the award, or if the successor company assumes the award and the executive is terminated without cause or resigns for good reason prior to payment, the executive will be entitled to the bonus payable assuming achievement of the target level of performance.	Entitled to the bonus payable assuming achievement of the target level of performance.	Eligible to earn a prorated bonus based on the number of months elapsed since the start of the fiscal year and the actual performance achieved as of the end of such fiscal year.
Restricted Stock Units	If the successor company does not assume the RSUs, or if the successor company assumes the RSUs and the executive is terminated without cause or resigns for good reason within a period of time after the transaction (two years for Mr. Duda and one year for Messrs. Khoury, Kill and Tsoumas and Ms. Barry), all unvested RSUs will become immediately and fully vested.	All unvested RSUs will become immediately and fully vested.	A prorated number of RSUs will vest based on the months elapsed since May 3, 2015.
Restricted Stock Awards	If the successor company does not assume the RSAs, or if the successor company assumes the RSAs and the executive is terminated without cause or resigns for good reason within a period of time after the transaction (two years for Mr. Duda and one year for Messrs. Khoury, Kill, and Tsoumas and Ms. Barry), the executive will earn a prorated number of the RSAs eligible for vesting assuming the achievement of the target level of performance based on the number of months elapsed since May 3, 2015. In either case, the executive is also entitled to a payment based on the dividends declared during the restricted period and the number of shares vested.	The number of RSAs eligible for vesting assuming the achievement of the target level of performance will become immediately and fully vested. The executive is also entitled to a payment based on the dividends declared during the restricted period and the number of shares vested.	Eligible to earn a prorated number of shares based on the number of months elapsed since May 3, 2015 and Methode’s fiscal 2020 adjusted EBITDA. The executive is also entitled to a payment based on the dividends declared during the restricted period and the number of shares vested.

(1) An executive’s qualified retirement occurs at or after age 65, or after age 55 with our consent.

Messrs. Duda, Tsoumas and Kill and Ms. Barry are parties to change of control agreements with the Company. Mr. Khoury is not a party to a change of control agreement. Pursuant to these change of control agreements, if within two years of a change of control or during a period pending a change of control, we terminate the executive s employment without good cause or the executive voluntarily terminates his or her employment for good reason, the executive is entitled to the following:

- a lump sum payment in an amount equal to a multiple of the executive's base salary (three times for Mr. Duda, two times for Messrs. Tsoumas and Kill and one times for Ms. Barry);
- a lump sum payment equal to a multiple of the lesser of: (a) the executive's target bonus amount for the fiscal year in which executive's employment termination occurs, or (b) the bonus the executive earned in the prior fiscal year (three times for Mr. Duda, two times for Messrs. Tsoumas and Kill and one times for Ms. Barry); and
- continued participation in our welfare benefit plans for three years for Mr. Duda, two years for Messrs. Tsoumas and Kill and one year for Ms. Barry, or until the executive becomes covered under other welfare benefit plans providing substantially similar benefits.

The following table shows the potential amounts payable to our named executive officers upon termination or a change of control of Methode. The amounts shown assume that such termination was effective as of April 27, 2018 (the last trading day of our 2018 fiscal year), and reflect the price of our common stock on such date ($40.55) and reflects awards outstanding and unvested on such date. The table below does not reflect amounts payable to our named executive officers pursuant to plans or arrangements that are available generally to salaried employees, such as payments under the 401(k) Plan, the life insurance plan, the disability insurance plan and the vacation pay policy, payment of accrued base salary and accrued bonuses and, in the case of Mr. Khoury, payments under the Lebanese Labor Laws. In addition, the table does not reflect the distribution of each officer s account balance in our Deferred Compensation Plan or the delivery of common stock underlying outstanding vested restricted stock units. For purposes of this table, we have assumed that our Compensation Committee has elected to accelerate all awards in each instance in which acceleration is subject to the discretion of our Compensation Committee.

Name	Termination Scenario (on 4/27/18)	Salary and Bonus Severance ($)	Payment of Annual Performance-Based Bonus ($)	Vesting of RSUs ($)	Vesting of RSAs ($)(1)	Health and Welfare Benefits ($)(2)
Donald W. Duda	Upon Change of Control(3)	—	$ 660,991	$ 3,406,200	$ 7,484,400	—
	Resignation for Good Reason/Termination Without Cause Following Change of Control(4)	$ 4,192,161	—	—	—	70,203
	Death or Disability	—	$ 660,991	$ 3,406,200	$ 7,484,400	—
	Qualified Retirement	—	$ 660,991	$ 2,043,720	$ 4,564,800	—
Ronald L.G. Tsoumas	Upon Change of Control(3)	—	$ 155,532	$ 624,470	$ 1,372,140	—
	Resignation for Good Reason/Termination Without Cause Following Change of Control(4)	$ 802,948	—	—	—	47,490
	Death or Disability	—	$ 155,532	$ 624,470	$ 1,372,140	—
	Qualified Retirement	—	$ 155,532	$ 374,682	$ 836,880	—

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Name	Termination Scenario (on 4/27/18)	Salary and Bonus Severance ($)	Payment of Annual Performance-Based Bonus ($)	Vesting of RSUs ($)	Vesting of RSAs ($)[1]	Health and Welfare Benefits ($)[2]
Joseph E. Khoury	Upon Change of Control[3]	—	$ 280,340	$ 1,703,100	$ 3,742,200	—
	Resignation for Good Reason/ Termination Without Cause Following Change of Control	—	—	—	—	—
	Death or Disability	—	$ 280,340	$ 1,703,100	$ 3,742,200	—
	Qualified Retirement	—	$ 280,340	$ 1,021,860	$ 2,282,400	—
Theodore P. Kill	Upon Change of Control[3]	—	$ 43,337	$ 1,703,100	$ 3,717,900	—
	Resignation for Good Reason/ Termination Without Cause Following Change of Control[4]	$ 742,988	—	—	—	24,096
	Death or Disability	—	$ 43,337	$ 1,703,100	$ 3,717,900	—
	Qualified Retirement[5]	—	$ 43,337	$ 1,021,860	$ 2,258,100	—
Andrea J. Barry	Upon Change of Control[3]	—	$ 189,876	$ 238,434	$ 515,970	—
	Resignation for Good Reason/ Termination Without Cause Following Change of Control[4]	$ 451,211	—	—	—	24,096
	Death, Disability	—	$ 189,876	$ 238,434	$ 515,970	—
	Qualified Retirement	—	$ 189,876	$ 143,060	$ 311,598	—
John Hrudicka	Separation[6]	746,000	—	—	—	16,048

(1) For purposes of this table, we have assumed that the target performance level will be achieved with respect to the RSAs. Amounts include an amount equal to the cash dividends declared during the period from the date of grant thru April 27, 2018, multiplied by the number of RSAs vested

(2) Reflects the estimated lump-sum present value of all future premiums which will be paid on behalf of the executive under our health and welfare benefit plans.

(3) Includes amounts payable where the successor company assumed an award and then terminated an executive without cause or the executive resigned with good reason.

(4) These amounts are in addition to amounts payable under the preceding row Upon Change of Control.

(5) Mr. Kill retired from the Company in May, 2018. See Compensation Discussion and Analysis—Recent Management Changes—Retirement of Mr. Kill for additional information.

(6) Reflects amounts payable under the Agreement and General Release between the Company and Mr. Hrudicka. Fifty thousand of such amount was paid in a lump sum and the remainder will be paid over eighteen months.

CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of SEC Regulation S-K, we are providing the following information about the ratio of the median annual total compensation of our employees to the annual total compensation of our Chief Executive Officer, Donald W. Duda.

For fiscal 2018, the median of the annual total compensation of all of our employees (other than Mr. Duda) was $9,538 and Mr. Duda s annual total compensation was $1,545,626, as reported in the Summary Compensation Table. Based on this information, the ratio of the annual total compensation of Mr. Duda to the median of the annual total compensation of all of our employees (other than Mr. Duda) was 162 to 1. In our view, this ratio is a reasonable estimate calculated in a manner consistent with Item 402(u) of SEC Regulation S-K using the data and assumptions summarized below. Using Mr. Duda s adjusted annual total compensation of $3,572,426 as reported in the Alternative Summary Compensation Table increases the ratio to 375 to 1.

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To identify the median of the annual total compensation of all of our employees, we first determined our employee population as of February 1, 2018. As a global manufacturer, we have employees in the United States, Mexico, Malta, Egypt, China, Canada, India, Belgium, Lebanon, United Kingdom, Switzerland, Singapore and Hong Kong. As of February 1, 2018, we had 5,679 employees worldwide.

For purposes of identifying the median employee from our employee population, we considered annual base salary as of February 1, 2018, plus overtime, allowances and short-term incentive compensation for the trailing twelve months, each as reported in our payroll records and adjusted to US dollars based on foreign currency exchange rates in effect as of March 12, 2018. We did not make any cost-of-living adjustments to the pay of employees living in different jurisdictions than our CEO, but we did include certain adjustments for the annualization of pay for employees who were employed for only part of the period.

Using the above methodology, we determined that our median employee was a full-time design engineer located in India. We then calculated the elements of such employee s compensation for fiscal 2018 in accordance with the requirements of Item 402(c)(2)(x) of SEC Regulation S-K, resulting in annual total compensation in the amount of $9,538.

The pay ratio and median annual total compensation disclosed above reflect that the bulk of our employees are located in countries that have much lower prevailing wages than the United States. The assumptions used in the calculation of our estimated pay ratio are specific to our company and our employee population. As such, our pay ratio may not be comparable to the pay ratios of other companies, including companies in our compensation peer group.

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OTHER INFORMATION

Section 16(a) Beneficial Ownership Reporting Compliance

Under the securities laws, our directors and executive officers are required to report their initial ownership of our common stock and any subsequent changes in that ownership to the SEC. Specific due dates for these reports have been established and we are required to disclose in this proxy statement if a director or executive officer filed a late report. During fiscal 2018, all such reports were timely filed. In making these disclosures, we have relied solely on written representations of our directors and executive officers and copies of the reports filed with the SEC.

Availability of Annual Report

Methode is providing its Annual Report to shareholders who receive this proxy statement. Methode will provide copies of the Annual Report to brokers, dealers, banks, voting trustees and their nominees for the benefit of their beneficial owners of record. Additional copies of this proxy statement, the Annual Report and Methode s Annual Report on Form 10-K for the fiscal year ended April 28, 2018 are available, without charge, upon written request to Methode Electronics, Inc., 7401 West Wilson Avenue, Chicago, Illinois 60706, Attention: Chief Financial Officer. You may also review Methode s SEC filings by visiting our website at *www.methode.com.*

Shareholder Proposals and Director Nominations

If you wish to submit a shareholder proposal for inclusion in our proxy materials for our 2019 Annual Meeting, our Corporate Secretary must receive your proposal no later than April 1, 2019. Your proposal must be in writing and must comply with the proxy rules of the SEC.

Our advance notice by-law provisions require that any shareholder proposal or director nomination to be presented from the floor of our 2019 Annual Meeting must be received by our Corporate Secretary not later than the 60th day nor earlier than the 90th day prior to September 13, 2019 (the first anniversary of the preceding year s annual meeting). If the date of our 2019 Annual Meeting is more than 30 days before or more than 60 days after September 13, 2019, shareholder proposals must be delivered no earlier than the 90th day prior to such annual meeting date and not later than the later of the 60th day prior to such annual meeting date or the 10th day following our public announcement of the meeting date for such annual meeting. Any shareholder proposal must be, under law, an appropriate subject for shareholder action in order to be brought before the meeting. In addition, in order to present a shareholder proposal or nominate a director at our 2019 Annual Meeting, the shareholder must satisfy certain other requirements set forth in our Amended and Restated By-Laws. Shareholder proposals and director nominations should be directed to the Corporate Secretary of Methode Electronics, Inc. at 7401 West Wilson Avenue, Chicago, Illinois 60706.

Other Matters

Neither our Board of Directors nor management knows of any other business that will be presented at the annual meeting. Should any other business properly come before the annual meeting, the persons named in the proxy will vote on such matters in accordance with their best judgment.

By Order of the Board of Directors,

Walter J. Aspatore
Chairman

Chicago, Illinois
July 30, 2018

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