

EXPEDITORS INTERNATIONAL OF WASHINGTON INC  
Form DEF 14A  
March 21, 2014

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 Section 240.14a-12

Expeditors International of Washington, Inc.  
(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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1) Amount Previously Paid:

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Wednesday, May 7, 2014

2:00 p.m., Pacific Time

Expeditors Corporate Headquarters, 1015 Third Avenue, Seattle, Washington 98104

The Annual Meeting of Shareholders of Expeditors International of Washington, Inc. ("Expeditors" or the "Company") will be held for the following purposes:

1. To elect eleven (11) directors, each to serve until the next annual meeting of shareholders (page 9);
2. To approve, on a non-binding basis, the compensation of the Company's Named Executive Officers (page 31);
3. To approve the adoption of the 2014 Stock Option Plan (page 34);
4. To approve the amendment to the 2002 Employee Stock Purchase Plan (page 38);
5. To approve the adoption of the 2014 Directors' Restricted Stock Plan (page 40);
6. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014 (page 43); and
7. To transact such other business as may properly come before the meeting.

Shareholders of record at the close of business on March 6, 2014 will be entitled to notice of and to vote at the meeting and any adjournment thereof.

March 21, 2014

Seattle, Washington

By Order of the Board of Directors

Peter J. Rose

Amy J. Scheer

Chairman of the Board

Secretary

PROXY SUMMARY

This summary is intended to highlight information that is contained elsewhere in the proxy statement. It is not intended to provide all the information you should consider as you determine how you will vote on issues placed before the shareholders. You should carefully read the proposals as contained within the body of the proxy itself as you contemplate your vote.

Expeditors International of Washington, Inc. 2014 Annual Meeting of Shareholders

WHEN: May 7, 2014 2:00 p.m. Pacific Time	WHERE: Expeditors International of Washington, Inc. Corporate Headquarters 1015 Third Avenue Seattle, Washington 98104
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Voting: Shareholders of record date, March 6, 2014, are entitled to vote. Each share of common stock is entitled to one vote for each of the 11 director nominees and one vote on each other proposal.

HOW TO VOTE:

Each shareholder vote is important. Please submit your vote and proxy by Internet or telephone or sign, date and return your proxy by mail.

Meeting Agenda Items and Board Recommendations

Proposal	Board Recommendation
Election of 11 Directors (page 9)	FOR each Director Nominee
Executive Compensation - advisory non-binding vote on compensation of the Named Executive Officers. (page 31)	FOR
Approve 2014 Stock Option Plan - vote to approve 2,750,000 shares for a broad-based equity compensation program. (page 34)	FOR
Approve Amendment to 2002 Employee Stock Purchase Plan - vote to approve amendment to add 3,000,000 shares to the 2002 Employee Stock Purchase Plan. (page 38)	FOR
Approve 2014 Directors' Restricted Stock Plan - vote to approve 250,000 shares to the Directors' Restricted Stock Plan. (page 40)	FOR
Ratification of Auditors - ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. (page 43)	FOR
To transact such other business as may properly come before the meeting	-

## BOARD NOMINEES

Name	Age	Director Since	Principal Occupation	Indep-ent	Committees			Other Public Company Boards
					AC	CC	NCGC	
Peter J. Rose	70	1981	Chairman of the Board, Former CEO, Expeditors International of Washington, Inc.					—
Robert R. Wright	54	2008	CEO, Matthew G. Norton Company	ID, L	C, F	ID		—
Mark A. Emmert(1)	61	2008	President, National Collegiate Athletic Association	ID	ID		ID	2
R. Jordan Gates	58	2000	President and COO, Expeditors International of Washington, Inc.					—
Dan P. Kourkoumelis	62	1993	Former President and CEO, Quality Food Centers, Inc.	ID			C	—
Michael J. Malone(2)	69	1998	Principal, Hunters Capital	ID			ID	1
John W. Meisenbach(3)	77	1991	Chairman, MCM Financial	ID			C	1
Jeffrey S. Musser	48	2014	President and CEO, Expeditors International of Washington, Inc.					—
Liane J. Pelletier(4)	56	2013	Former Chairman, President and CEO, Alaska Communications Systems	ID	ID		ID	2
James L.K. Wang	65	1988	President-Asia Pacific, Expeditors International of Washington, Inc.					—
Tay Yoshitani	67	2012	CEO, Port of Seattle	ID			ID	—
			2013 Meetings		4	5	2	
AC			Audit Committee		C		Chair	
CC			Compensation Committee		F		Financial Expert	
NCGC			Nominating and Corporate Governance Committee		L		Lead Director	
					ID		Independent Director	

(1)Dr. Emmert serves on the Boards of Weyerhaeuser Company and of Omnicare, Inc.

(2)Mr. Malone serves on the Board of Homestreet Bank.

(3)Mr. Meisenbach serves on the Board of Costco Wholesale Corporation.

(4) Ms. Pelletier serves on the Boards of Atlantic Tele-Network and of Washington Federal.

Attendance: During 2013 the Board held eight meetings. Each of the Company's current directors attended at least 75% of the meetings of the Board and Committees on which the member served.

Director Elections: Each director is elected annually by a majority of votes cast.



2013 COMPENSATION HIGHLIGHTS