Intermec, Inc.
Form DEF 14A
April 12, 2012
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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 þ

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))**

þ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to § 240.14a-12

Intermec, 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):

þ No fee required.

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

2) Aggregate number of securities to which transaction applies:

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

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1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Time and Date	10:00 a.m. Pacific time, on Tuesday, May 22, 2012
Place	Intermec Headquarters, 6001 36th Avenue West, Everett, Washington 98203-1264
Items of Business	To elect ten directors nominated by our Board of Directors for a term expiring at the 2013 Annual Meeting of Stockholders and until their successors are elected and qualified.
	To vote on an advisory proposal to ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2012.
	To vote on an advisory resolution approving the compensation of the Company s named executive officers for 2011.
	To approve an Amendment to the Company s 2008 Employee Stock Purchase Plan to increase the total number of authorized shares currently in this plan.
	To transact such other business as may properly come before the meeting or any postponement or adjournment thereof.
Record Date	You are entitled to vote if you were a stockholder as of the close of business on March 28, 2012.
Voting	We urge you to read this proxy statement and vote your shares promptly, whether or not you expect to attend the meeting in person. You can vote your shares by proxy over the Internet or by telephone. You can also vote by proxy if you complete, sign and date your voting instruction form and return it by mail (if you are a beneficial owner) or if you request a printed proxy card to complete, sign and return it by mail (if you are a stockholder of record).
	If you attend the meeting in person, your proxy may be revoked and you may personally vote your shares, even though you have previously voted using a proxy card.
	By order of the Board of Directors,

Yukio Morikubo

Senior Vice President, General Counsel and Corporate Secretary

Everett, Washington

April 12, 2012

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Forward-Looking Statements

Statements made in this proxy statement that express our intentions, hopes, indications, beliefs, expectations, guidance, estimates, forecasts or predictions of the future constitute forward-looking statements, as defined by the Private Securities Litigation Reform Act of 1995, and relate to matters that are not historical facts. Such forward-looking statements include, without limitation, statements about performance goals or their attainment by any of our executives, our intention to repurchase shares of our common stock, our view of general economic and market conditions, our revenue, expense, earnings or financial outlook for the current or any future period, our ability to develop, produce, market or sell our products, either directly or through third parties, reduce or control expenses, improve efficiency, realign resources, continue operational improvement or growth, effectively integrate acquired businesses, and similar estimates, expectations and results. These statements represent beliefs and expectations only as of the date they were made and may include statements regarding action to be taken by third parties or by us. We may elect to update forward-looking statements, but we expressly disclaim any obligation to do so, even if our beliefs and expectations change. Actual actions or results may differ from those expressed or implied in our forward-looking statements. Such forward-looking statements involve and are subject to certain risks and uncertainties, which may cause our actual results to differ materially from those discussed in a forward-looking statement. These risk factors include, but are not limited to, risks and uncertainties described more fully in our annual report on Form 10-K (including in Item 1A thereof), and in our reports to be filed with the Securities and Exchange Commission, including, but not limited to, our quarterly reports on Form 10-Q, and our current reports on Form 8-K, which are available on our website at www.intermec.com.

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Intermec, Inc.

6001 36th Avenue West

Everett, Washington 98203-1264

425.348.2600

PROXY STATEMENT

FOR ANNUAL MEETING OF STOCKHOLDERS

MAY 22, 2012

QUESTIONS AND ANSWERS ABOUT

THE PROXY MATERIALS AND THE ANNUAL MEETING

1. Why am I receiving these materials?

We have made these materials available to you on the Internet or, upon your request, have delivered printed copies of these materials to you by mail because our Board of Directors is soliciting your proxy to vote your shares at our Annual Meeting of Stockholders to be held at 10:00 a.m., Pacific time, on May 22, 2012, at our headquarters, 6001 36th Avenue West, Everett, Washington 98203-1264. This proxy statement provides information that we are required to provide you under the rules of the Securities and Exchange Commission (the SEC) to assist you in voting your shares.

2. Why did I receive a one-page notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

In accordance with rules adopted by the SEC, we provide access to this proxy statement and our 2011 Report to Stockholders (which includes our Form 10-K) over the Internet. Accordingly, we sent a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners, which contained instructions on how to access this proxy statement and our 2011 Report to Stockholders and how to vote.

We expect to mail the Notice of Internet Availability to stockholders on or about April 12, 2012. If you receive a Notice of Internet Availability, you will not receive a printed copy of the proxy materials unless you specifically request one. If you would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability.

Most stockholders can elect to view future proxy materials via email instead of receiving paper copies in the mail. Please see the information included in the Notice of Internet Availability. If you choose to receive future proxy materials by email, you will receive an email next year with instructions containing a link to our proxy materials and a link to the proxy voting website. Your election to receive proxy materials by email will remain in effect until you terminate it.

3. How can I obtain Intermec s 2011 Annual Report on Form 10-K?

Our 2011 Annual Report on Form 10-K including exhibits (which we refer to throughout as our Form 10-K), is available at *http://www.intermec.com/about_us/investor_relations/compliance/index.aspx.* Stockholders may request a free copy of our Form 10-K by contacting Investor Relations at the address provided under Corporate Governance Availability of Information and Communications with the Board. We will furnish any exhibit to our Form 10-K if specifically requested.

4. On what am I being asked to vote?

We are asking you to vote on the following matters in connection with the Annual Meeting:

(1) The election of ten directors nominated by our Board, to serve until our 2013 Annual Meeting and until their successors are elected and qualified;

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(2) An advisory management proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012;

(3) An advisory resolution approving the compensation of the Company s named executive officers for 2011; and

(4) Approval of an Amendment to the Company s 2008 Employee Stock Purchase Plan to increase the total number of authorized shares currently in this plan.

We will also consider any other business that is properly brought before the Annual Meeting.

5. How does the Board recommend I vote?

Unless you give other instructions when you vote your shares, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board. As set forth in this proxy statement, our Board recommends that you vote:

FOR each of the director nominees;

FOR the advisory proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012;

FOR the advisory resolution approving the compensation of the Company s named executive officers for 2011; and

FOR the approval of an Amendment to the Company s 2008 Employee Stock Purchase Plan to increase the total number of authorized shares currently in this plan.

6. What shares can I vote?

Our only class of stock outstanding is common stock, par value $.01 per share. Each share of common stock outstanding as of the close of business Eastern time on the record date, March 28, 2012, is entitled to one vote on all items of business at the Annual Meeting. You may vote all shares you owned at that time, as applicable, which may be (1) shares held directly in your name as the stockholder of record or (2) shares held for you as beneficial owner through a broker, trustee or other nominee, such as a bank, including shares purchased through our Employee Stock Purchase Plan. As of March 28, 2012, there were 59,834,095 shares of common stock outstanding and entitled to vote; there were 8,687 stockholders of record and approximately 14,807 beneficial owners on that date. The last sale price of the common stock on the New York Stock Exchange (the NYSE) for that date was $7.72.

7. What is the difference between holding shares as a stockholder of record and as a beneficial owner?

Most stockholders hold their shares through a broker, trustee or other nominee rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

Stockholder of Record. If your shares are registered directly in your name with our transfer agent, Computershare, you are considered to be a stockholder of record with respect to those shares. The Notice of Internet Availability has been sent to you, and if specifically requested, we will send you printed copies of these proxy materials. You may have certificates for those shares, or they may be registered in book-entry form. As the stockholder of record, you have the right to grant your voting proxy directly to our proxy holders or to vote in person at the Annual Meeting. We have provided instructions on voting and granting your voting proxy in the Notice of Internet Availability, and if specifically requested, we will also send a printed proxy card for your use.

Beneficial Owner. If your shares are held in a brokerage account or by a trustee or other nominee, you are considered to be the beneficial owner of shares held in street name, and these proxy materials are being forwarded to you together with a voting instruction form by the broker, trustee or nominee, or an agent hired by

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the broker, trustee or nominee. As a beneficial owner, you have the right to direct your broker, trustee or nominee on how to vote, and you are also invited to attend the Annual Meeting. You will be asked to show some evidence of your ownership (for example, a brokerage statement) to be admitted to the Annual Meeting. If you do not provide your broker, trustee or nominee with instructions on how to vote your shares, your broker, trustee or nominee will be able to vote your shares only with respect to Proposal 2, and not Proposals 1, 3 and 4.

Because a beneficial owner is not the stockholder of record, you may not vote these shares directly at the Annual Meeting unless you obtain a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting. Your broker, trustee or nominee should have enclosed or provided voting instructions for you to use in directing the broker, trustee or nominee on how to vote your shares.

8. How can I vote my shares in person at the Annual Meeting?

We will provide a ballot to anyone who requests one at the Annual Meeting. Shares held in your name as the stockholder of record may be voted on that ballot. Shares held beneficially in street name may be voted on a ballot only if you bring a legal proxy from the broker, trustee or nominee that holds your shares, giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we recommend that you also submit your proxy or voting instruction form as described below so that your vote will be counted if you later decide not to attend the Annual Meeting.

9. How can I vote my shares without attending the Annual Meeting?

Whether you hold shares directly as a stockholder of record or beneficially in street name, you may direct how your shares are voted without attending the Annual Meeting. If you are a stockholder of record, you may vote by submitting a proxy. If you hold shares beneficially in street name, you may vote by submitting voting instructions to your broker, trustee or nominee. For directions on how to vote, please refer to the instructions below and those on the Notice of Internet Availability, proxy card or voting instruction form provided.

By Internet. Stockholders of record may submit proxies over the Internet by following the instructions on the Notice of Internet Availability or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial stockholders may vote by accessing the website specified on the voting instruction forms provided by their brokers, trustees or nominees. Please check your voting instruction form for Internet voting availability.

By Telephone. Stockholders of record may submit proxies using any touch-tone telephone from within the United States by following the instructions on the Notice of Internet Availability or, if printed copies of the proxy materials were requested, the instructions on the printed proxy card. Most beneficial owners may vote using any touch-tone telephone from within the United States by calling the number specified on the voting instruction forms provided by their brokers, trustees or nominees.

By Mail. Stockholders of record may submit proxies by mail by requesting printed proxy cards and completing, signing and dating the printed proxy cards and mailing them in the accompanying pre-addressed envelopes. Beneficial owners may vote by completing, signing and dating the voting instruction forms provided and mailing them in the accompanying pre-addressed envelopes.

Intermec is incorporated under Delaware law, which specifically permits electronically transmitted proxies, provided that each such proxy contains or is submitted with information from which the inspector of election can determine that such proxy was authorized by the stockholder. (Delaware General Corporation Law, Section 212(c).) The electronic voting procedures provided for the Annual Meeting are designed to authenticate each stockholder by use of a control number to allow stockholders to vote their shares and to confirm that their instructions have been properly recorded.

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10. Can I change my vote?

If you are a stockholder of record and have submitted a proxy, you can change your vote by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not cause your previously granted proxy to be revoked unless you vote again. You may also revoke your proxy at any time before it is voted by sending a written notice of revocation or by submitting a signed proxy card bearing a later date, in either case to Intermec, Inc., c/o Broadridge Financial Solutions, 51 Mercedes Way, Edgewood, NY 11717. Broadridge must receive any such revocation of proxy by 5:00 p.m., Eastern time, on May 21, 2012, for it to be effective. If you vote by telephone or on the Internet and wish to change your vote, you should call the toll-free number or go to the Internet site, whichever method you used earlier, and follow the directions for changing your vote. Broadridge s telephone and Internet voting sites will close at 11:59 p.m., Eastern time, on May 21, 2012.

If you are a beneficial owner, you may change your vote by submitting new voting instructions to your broker, trustee or nominee as set forth in the voting instruction form. If you have obtained a legal proxy from your broker, trustee or nominee giving you the right to vote your shares, you can change your vote by attending the Annual Meeting and voting in person.

11. What is the quorum required in order to conduct business at the Annual Meeting?

A majority of the shares outstanding at the record date must be present at the Annual Meeting for a quorum to conduct business. Shares are counted as present at the Annual Meeting if the stockholder attends the Annual Meeting or is represented at the Annual Meeting by a duly authorized proxy.

12. What is the voting requirement to approve each of the proposals and how are votes counted?

Proposal 1. You may vote for or against one or more of the director nominees, or you may abstain. Directors will be elected by a majority of the votes cast at the Annual Meeting. An abstention will not be counted as a vote cast for purposes of determining a majority.

Proposal 2. You may vote for or against the advisory proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012, or you may abstain. The approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting. An abstention has the same effect as a vote against this proposal.

Proposal 3. You may vote for or against the advisory resolution approving the compensation of the Company s named executive officers for 2011 disclosed in this proxy statement. The approval of this resolution requires the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting. An abstention has the same effect as a vote against this proposal. The results of this vote are not binding on the Board.

Proposal 4. You may vote for or against the Amendment to the 2008 Employee Stock Purchase Plan, or you may abstain. The approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy at the Annual Meeting. An abstention has the same effect as a vote against this proposal.

If you provide specific instructions with regard to the proposals, your shares will be voted as you instruct. If you sign and return your proxy card or voting instruction form or otherwise submit your vote by proxy without giving specific instructions, your shares will be voted in accordance with the recommendations of the Board. The proxy holders will vote in their discretion on any other matters that properly come before the Annual Meeting.

13. What will happen if I do not vote my shares?

Stockholder of Record. If you are a stockholder of record and do not vote by proxy card, by telephone, via the Internet or in person at the Annual Meeting, your shares will not be voted at the Annual Meeting.

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Beneficial Owner. If you are the beneficial owner of your shares, your broker, trustee or nominee may vote your shares only on those proposals on which it has discretion to vote if they have not received voting instructions from you. Under NYSE rules, your broker, trustee or nominee does not have discretion to vote your shares on non-routine matters such as Proposals 1, 3 and 4. Your broker, trustee or nominee does have discretion to vote your shares on routine matters such as Proposal 2. When a broker votes a client s shares on some but not all of the proposals at a meeting, the missing votes are referred to as broker non-votes. Those shares will be included in determining the presence of a quorum at the Annual Meeting, but are not considered present for purposes of voting on non-discretionary matters.

14. What happens if additional matters are presented at the Annual Meeting?

Other than the four proposals described in this proxy statement, we are not aware of any other business to be acted on at the Annual Meeting. If you grant a proxy, the persons named as proxy holders, Patrick J. Byrne, Robert J. Driessnack and Yukio Morikubo, will have the discretion to vote your shares on any additional matters properly presented for a vote at the Annual Meeting. If for any unforeseen reason any of our director nominees is not available as a candidate for election as a director, the proxy holders will vote your proxy for such other candidate or candidates as may be nominated by the Board.

15. Who will count the votes?

An employee of Carl T. Hagberg and Associates will serve as inspector of election for the Annual Meeting and will tabulate the votes cast at the Annual Meeting.

16. What does it mean if I receive more than one Notice of Internet Availability or more than one set of voting materials?

It means you have multiple accounts with the transfer agent and/or with brokers and banks. Please vote with each proxy and/or voting instruction form you receive.

17. Who will pay the costs of soliciting votes for the Annual Meeting?

We are making this solicitation and will pay the entire cost of preparing, printing, mailing and distributing the Notice of Internet Availability to stockholders of record and beneficial owners and printed proxy materials to those who specifically request them, as well as the cost associated with soliciting votes. If you choose to access the proxy materials and/or vote over the Internet, you are responsible for Internet access charges you may incur. If you choose to vote by telephone, you are responsible for telephone charges you may incur. In addition to posting our proxy materials on the Internet and mailing the Notice of Internet Availability and printed copies of these proxy materials, the solicitation of proxies may be made in person, by telephone or by electronic communication by our directors, officers and other employees who will not receive any additional compensation for such activities. We have retained MacKenzie Partners, Inc. to assist us in the distribution of proxy materials and the solicitation of votes, for a fee of $9,500 plus customary costs and expenses for these services. We will also reimburse brokerage firms, banks and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses in forwarding proxy and solicitation materials to the beneficial owners of our common stock.

18. Where can I find the voting results of the Annual Meeting?

We expect to announce preliminary voting results at the Annual Meeting. Voting results also will be disclosed on a Current Report on Form 8-K filed with the SEC within four business days after the Annual Meeting. You can access that Form 8-K, and all of our other reports filed with the SEC, at our website, *http://www.intermec.com/InvestorRelations/*, or at the SEC s website, *http://www*.sec.gov.

19. Is a list of stockholders entitled to vote at the Annual Meeting available?

The list of stockholders of record as of the record date will be available at the Annual Meeting. It will also be available ten days prior to the Annual Meeting, between the hours of 9 a.m. and 4 p.m., Pacific time, Monday

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through Friday, at the offices of the Corporate Secretary, 6001 36th Avenue West, Everett, Washington 98203-1264. Any holder of our common stock may examine the list for any purpose germane to the Annual Meeting.

20. What is the deadline to propose actions for consideration at next year s Annual Meeting?

There are two different procedures by which stockholders may submit proposals for action at our annual meetings of stockholders. The first procedure is provided by the SEC s rules and the second by our Amended and Restated By-Laws, which we refer to in this proxy statement as our By-Laws.

SEC Rule 14a-8 permits stockholders to submit proposals they would like to have included in our proxy statement and proxy card. In order for such proposals to be considered for our 2013 Annual Meeting, our Corporate Secretary must receive them no later than December 13, 2012.

Section 2.7 of our By-Laws permits stockholders of record to propose business to be considered at an annual meeting without being included in the proxy statement and proxy card. Such business must be a proper matter for stockholder action, and the stockholder proposing it must comply with the applicable notice provisions of our By-Laws. For the 2013 Annual Meeting, notice must be delivered to our Corporate Secretary no earlier than January 22, 2013 and no later than February 21, 2013. If, however, the date of the 2013 Annual Meeting is more than 30 days before or more than 60 days after the first anniversary of the 2012 Annual Meeting, then notice must be delivered not earlier than 120 days before the 2013 Annual Meeting and not later than 90 days before the 2013 Annual Meeting or, if we provide less than 100 days advance notice of the date of the 2013 Annual Meeting, not later than ten days following the day on which public announcement of the date of the 2013 Annual Meeting is first made.

Proposals should be sent to our Corporate Secretary at 6001 36th Avenue West, Everett, Washington 98203-1264. You may obtain a copy of the By-Law provisions regarding these requirements by writing to the Corporate Secretary at that address.

YOUR VOTE IS IMPORTANT

Whether or not you plan to attend the 2012 Annual Meeting, please promptly vote your shares on the Internet, by telephone or by completing, signing and dating your voting instruction form and returning it by mail (if you are a beneficial owner) or by requesting a printed proxy card and completing, signing, dating and returning it by mail (if you are a stockholder of record).

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CORPORATE GOVERNANCE

Availability of Information and Communications with the Board

We have established a Corporate Governance section on our website (our Corporate Governance Webpage), which can be accessed at *http://www.intermec.com/investorrelations,* and selecting the Corporate Governance option. The charters of the Board s standing committees, the Standards of Independence, the Corporate Governance Guidelines and the Standards of Conduct that apply to all directors, officers and other employees are posted there. We intend to disclose on our Corporate Governance Webpage any amendment to the Standards of Conduct and any waiver of the Standards of Conduct related to executive officers or directors.

Stockholders or other interested parties who wish to communicate with any individual director, including the Chairman of the Board, our Board as a group, or a specified committee or group of directors, such as our independent directors, can do so by sending written communications by mail or courier, in care of the Corporate Secretary at the street address below, or by email to Board@intermec.com. All correspondence should indicate to whom it is addressed. Our Annual Meeting of Stockholders also provides an opportunity for stockholders to ask questions or otherwise communicate directly with members of our Board on matters relevant to our Company.

This proxy statement and the 2011 Report to Stockholders (which includes our Form 10-K) are also available on our Corporate Governance Webpage, indicated above. Stockholders may obtain free printed copies of these materials by contacting Investor Relations as follows:

Intermec, Inc. 6001 36th Avenue West Everett, Washington 98203-1264	Telephone: 425.348.2600 Email: *InvestorRelations@Intermec.com*

The Board of Directors

Our Board currently has ten members. The Chairman of the Board is Allen J. Lauer, an independent, non-management director. Our Chief Executive Officer (CEO), Patrick J. Byrne, also serves as a director. The Board has three standing committees, which are the Audit and Compliance Committee, the Compensation Committee and the Governance and Nominating Committee. The Board also has established an Equity Grant Committee, which is not a standing committee, to which authority has been delegated to make grants to employees who are not executive officers of the Company.

Board Independence

With the exception of Patrick J. Byrne, our Board consists of non-management directors. Mr. Byrne is not an independent director because he also is CEO and President of the Company. The Governance and Nominating Committee and the Board consider the relationships our non-management directors have with the Company and determine whether such directors are independent of the Company and management. The Board has adopted Standards of Independence, which our stockholders can access on our Corporate Governance Webpage, to help determine whether any of our non-management directors have a material relationship with the Company. After considering relevant facts and circumstances, the Board determined that all of our non-management directors who served during 2011, Eric J. Draut, Gregory K. Hinckley, Lydia H. Kennard, Allen J. Lauer, Stephen P. Reynolds, Steven B. Sample, Oren G. Shaffer and Larry D. Yost, and Keith L. Barnes who was elected to the Board in January 2012, were independent within the meaning of SEC regulations, the NYSE s standards for director independence and our Standards of Independence, and had either no relationship with the Company (other than being a director and/or stockholder) or only immaterial relationships with the Company that are permissible within the parameters set forth in our Standards of Independence. We monitor relationships between the Company and the directors and the other companies for which they or their applicable family members are directors or employees, including some that are not required to be disclosed in this proxy statement as related person transactions. We transact business with some of such other companies in amounts that do not exceed the limitations contained in our Standards of Independence. With regard to Mr. Draut, the Governance and Nominating Committee and the Board concluded that he is an independent director after also taking into account

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additional information about his relationships with certain third parties. Prior to September 2010, Mr. Draut was the Chief Financial Officer and a director of our then-largest stockholder, Kemper Corporation (formerly known as Unitrin, Inc.). As a former employee, Mr. Draut also is a participant in the Kemper Corporation Retirement Plan; the Kemper Corporation Retirement Plan Trust (Kemper Trust) for the retirement plan became a stockholder of Intermec in September 2011 when Kemper Corporation transferred all of its Intermec shares to the Kemper Trust. In the case of Mr. Draut, the Board considered Mr. Draut s employment and board service with Kemper during 2010, his participation in the Kemper retirement plan, the transactions between Kemper and Intermec, and Kemper s and the Kemper Trust s investment in Intermec. There was no agreement between Kemper and Intermec regarding Mr. Draut s nomination or election to our Board. In addition, Mr. Draut has been a director of private investment funds managed by Tennenbaum Capital Partners. The funds are now a business development corporation and Mr. Draut is a director of this entity and its holding company, TCP Capital Corp., which made an initial public offering of its shares on April 4, 2012. The Intermec pension plan holds an interest in a different fund managed by Tennebaum Capital Partners, which represents less than 1% of our pension assets.

The Board has determined that the standing committees consist entirely of independent directors. The Board also has determined that our Audit and Compliance Committee members meet the applicable SEC and NYSE requirements relating to audit committee membership.

Meetings and Attendance

Our Board met seven times during 2011; three of the seven meetings were held by telephone. Materials for our Board and committee meetings are sent in advance to the appropriate participants. If a director cannot attend a meeting, he or she generally communicates any comments or questions through the relevant Chair. All of our directors attended more than 75% of the aggregate number of Board meetings and meetings of committees of the Board on which that director served during 2011. In addition to executive sessions scheduled as part of regularly scheduled Board meetings, our independent directors met four times during 2011. These meetings are chaired by Mr. Lauer.

All directors are expected to attend our annual meetings of stockholders. All of our directors attended the annual meeting of stockholders held in 2011.

Board Committees

In 2011, our Board had three standing committees: the Audit and Compliance Committee (the Audit Committee), the Compensation Committee and the Governance and Nominating Committee (the Governance Committee). Independent directors other than committee Chairs are generally expected to serve on two committees.

The following table shows our current directors memberships on the standing committees of the Board during 2011, and as modified effective February 23, 2012.

Director	Audit and Compliance	Compensation	Governance and Nominating
Keith L. Barnes	Member *(effective February 23, 2012)*	Member *(effective February 23, 2012)*	
Eric J. Draut	Chair *(effective February 23, 2012)*	Member	Member *(through February 23, 2012)*
Gregory K. Hinckley	Member	Member	
Lydia H. Kennard		Member	Member
Allen J. Lauer			Chair
Stephen P. Reynolds	Member		Member
Steven B. Sample	Member		Member
Oren G. Shaffer	Chair	Member	Member

	(through February 23, 2012)	*(effective February 23, 2012)*	*(effective February 23, 2012)*
Larry D. Yost		Chair	

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Audit and Compliance Committee. The Audit Committee consists of five independent directors. The current members are Mr. Draut (Chair), Mr. Barnes, Mr. Hinckley, Mr. Reynolds, and Dr. Sample, all of whom served on the Committee as indicated above. The Board has determined that, under the rules of the SEC and NYSE, all the members of the Audit Committee are independent and financially literate. The Board has also determined that each of Mr. Barnes, Mr. Draut, Mr. Hinckley and Mr. Shaffer meets the SEC criteria for audit committee financial expert. The Audit Committee s authority and responsibilities are set forth in a charter adopted by the Board and reviewed annually. That charter is available on our Corporate Governance Webpage.

The Audit Committee, which met ten times in 2011, evaluates the qualifications, performance and independence of our independent registered public accounting firm, which reports directly to the Audit Committee, and has the responsibility to retain or to terminate the independent registered public accounting firm as our independent auditors. The Audit Committee reviews and discusses with the independent auditors and with management our annual audited consolidated financial statements and quarterly financial statements, the effects of regulatory and accounting initiatives and any significant financial reporting issues and judgments made in connection with the preparation of the Company s financial statements. The Audit Committee also reviews and discusses with the independent auditors, internal auditors and management the adequacy of our system of internal controls and procedures. Additionally, the Audit Committee reviews and discusses with the independent auditors and management our internal audit department s responsibilities, budget and staffing as well as any recommended changes to the internal audit scope and plan. The Audit Committee s policy is that all audit and non-audit services to be performed by our independent auditors must be approved in advance. The Audit Committee reviews with management and discusses proposed earnings releases. The Audit Committee frequently meets separately with management, internal audit, and our independent auditors.

The Audit Committee reviews management s implementation and enforcement of compliance with our Standards of Conduct. The Audit Committee also considers other possible conflicts-of-interest situations brought to its attention by management and makes appropriate recommendations concerning these situations. In addition, it oversees management s compliance with our Related Person Transactions Policy, as described in Certain Relationships and Related Persons Transactions Policies, Procedures and Practices.

The report of the Audit Committee appears in this proxy statement under the caption Report of the Audit and Compliance Committee.

Compensation Committee. The Compensation Committee consists of six independent directors. They currently are Mr. Yost (Chair), Mr. Barnes, Mr. Draut, Mr. Hinckley, Ms. Kennard and Mr. Shaffer. The Compensation Committee met eight times in 2011. The Board has determined that all the members of the Compensation Committee are independent, non-employee, outside directors within the meanings of SEC regulations, NYSE listing standards and the Internal Revenue Code of 1986, as amended (the Code). The Compensation Committee s authority and responsibilities are set forth in a charter adopted by the Board and reviewed annually. That charter is available on our Corporate Governance Webpage.

The Compensation Committee recommends to the Board policies for executive compensation and approves the remuneration of our CEO, executive officers, and certain other vice presidents, in its sole discretion (collectively, Senior Officers). It oversees the administration of the employee equity and cash incentive plans, cash bonus plans, Employee Stock Purchase Plan and certain other compensation and retirement arrangements.

The Compensation Committee acts on elements of Senior Officer compensation at various times during the year. Shortly before the end of each year, the Compensation Committee comprehensively reviews the total compensation of each Senior Officer and relevant peer group comparisons with the Compensation Committee s outside compensation consultant. Decisions on Senior Officer salaries for the following year are made during the same time period. In the first quarter of each year, the Compensation Committee determines cash incentive plan payments to Senior Officers based on performance achieved during the preceding year. In the same quarter, the Compensation Committee sets the performance metrics for the current year s cash incentive plan and multi-year performance-based equity grants to Senior Officers, which include our named executive officers. Our annual

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grants of other forms of equity awards, such as performance-based or other stock options and RSUs, are usually made at the time of the annual meeting of stockholders, historically during the second quarter of the year.

BDO USA, LLP (BDO) served as the Board s outside compensation consultant on various aspects of executive and director compensation for 2011. The Compensation Committee considered findings by BDO in determining 2011 compensation levels for the Senior Officers. Specifically, representatives of BDO attended several scheduled Compensation Committee meetings and provided to the Compensation Committee relevant market data, information on compensation trends and advice on compensation levels for the Senior Officers for 2011. In addition, BDO assisted the Governance Committee with a benchmarking review of non-employee director compensation. BDO did not perform any services on behalf of management, but, with the permission of the Compensation Committee, worked with management on executive compensation matters considered by the Compensation Committee. In connection with 2011 compensation decisions, BDO presented to the Compensation Committee a total compensation analysis for each Senior Officer based on market data provided by BDO at the Compensation Committee s direction. This was the Compensation Committee s frame of reference for the Senior Officers 2011 compensation decisions for 2011. Based on this data, BDO made recommendations to the Compensation Committee regarding CEO compensation. The CEO, with the assistance of the Vice President of Human Resources, provided recommendations to the Compensation Committee for the Senior Officers (excluding the CEO), also based on the data provided by the independent consultant.

The Compensation Committee has appointed Exequity, LLP (Exequity) as its independent compensation consultant for its evaluation of 2012 compensation for the Senior Officers. Exequity is not engaged to perform any services on behalf of management but, with the approval of the Compensation Committee, may work with management on executive compensation matters considered by the Compensation Committee. The Compensation Committee intends to continue its past practice of annually reviewing a total compensation analysis for each Senior Officer based on market data, and determining the peer group of companies appropriate for benchmarking compensation. As described in the Compensation Discussion and Analysis, in consultation with Exequity, the Compensation Committee has revised the peer group of companies used for evaluating compensation in 2012. Exequity also has conferred with the Governance Committee and the full Board regarding Board compensation matters.

The Compensation Committee s charter allows it to delegate its authority to subcommittees or other Board committees, and it has used this authority to delegate to the Equity Grant Committee authority to make equity grants to employees who are not executive officers, typically in the case of new hires or promotions; see Executive Compensation Compensation Discussion and Analysis Equity Granting Practices. The Compensation Committee has used a subcommittee to expedite completion of delegated tasks based upon the full Committee s direction.

Governance and Nominating Committee. The Governance Committee consists of five independent directors. The members of the Governance Committee currently are Mr. Lauer (Chair), Ms. Kennard, Mr. Reynolds, Dr. Sample and Mr. Shaffer. The Governance Committee met six times in 2011. The Board has determined that, under the corporate governance rules of NYSE, all the members of the Governance Committee are independent. The Governance Committee s authority and responsibilities are set forth in a charter adopted by the Board and reviewed annually. That charter is available on our Corporate Governance Webpage.

The Governance Committee reviews and recommends to the Board practices and procedures relating to corporate governance, including the evaluation and recommendation of criteria for membership on the Board and the composition and structure of the Board and its committees. The Governance Committee also reviews succession plans related to the CEO and recommends to the Board the compensation of directors for Board and committee service each year.

The Governance Committee develops and recommends to the Board director succession plans, it evaluates the size of the Board and it considers the qualifications of persons recommended for election to fill vacancies that may occur on the Board from time to time. The Governance Committee also evaluates the qualifications of

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persons recommended by the stockholders for election to the Board, as disclosed under Consideration of Director Nominees.

Compensation Committee Interlocks and Insider Participation

The members of our Compensation Committee in 2011 were Mr. Draut, Mr. Hinckley, Ms. Kennard and Mr. Yost. None of them had, during 2011 or at any earlier time, served as an officer or employee of Intermec or its subsidiaries. None of our executive officers had, during 2011 or at any earlier time, served as a director or compensation committee member at a company where any member of our Board was an executive officer.

Board Leadership Structure

In accordance with our By-laws, the Board is free to determine whether the roles of principal executive officer and Board chairman should be held by the same person or by two separate individuals. Our Board has determined that having an independent director serve as Chairman of the Board, separate from our CEO, is in the best interests of the Company at this time. The separation of these roles has been useful in providing continuity at the Board-level during a period in which the CEO has been fully engaged in leading significant operational and strategic change in the Company, amidst a time of general economic uncertainty. The Board s method of overseeing risk management is not a factor in its choice of leadership structure.

The Board s Oversight of Risk Management

The Board oversees risk management through its standing committees and through the Board as whole. The Audit Committee reviews the Company s policies with respect to risk assessment and risk management, including the guidelines and policies governing the process used by our CEO and senior management to assess and manage the Company s exposure to risk. Key risk areas identified by management are reviewed with the pertinent committee or the full Board, as deemed appropriate by the Board in consultation with management. For example, the Audit Committee reviews major financial risk exposures and the steps management has taken to monitor and control such exposures. In addition, the Governance Committee advises the Board with respect to corporate governance practices that help position the Board to effectively carry out its risk oversight responsibility. The full Board also regularly receives reports, agendas and minutes of the proceedings of its standing committees and, in this way, remains apprised of the risks reviewed by the committees.

Further, the Compensation Committee monitors risks related to the Company s compensation programs. Our Chief Financial Officer (CFO) and our Vice President, Human Resources evaluate whether our compensation policies and practices for our employees present risks reasonably likely to have a material adverse effect on the Company. They also consider whether or how our compensation policies and practices may relate to our material business risks. These officers review their findings with the Compensation Committee. Based on this review, we do not believe that potential risks arising from our compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

Board Succession and Consideration of Director Nominees

The Governance Committee annually assesses the size, composition and needs of the Board and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated or otherwise occur, the Governance Committee consults with the full Board. The Board or the Governance Committee may decide either to fill the vacancy or to reduce the size of the Board to eliminate the vacancy. The Board may retain a professional search firm to assist with the identification and evaluation of candidates to fill any vacancy and has typically done so.

The Corporate Governance Guidelines adopted by the Board provide that, beginning January 1, 2013, no director who has attained the age of 72 may stand for reelection to our Board. Consequently, Mr. Lauer, Dr. Sample and Mr. Yost would not be eligible to stand for reelection after the 2012 Annual Meeting of Stockholders. The Corporate Governance Guidelines also provide for term limits under which a director generally may stand for

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election to our Board at an annual meeting of stockholders up to ten times. Pursuant to the term limit provisions, certain others of our current directors would not be eligible to stand for reelection after the 2014 annual meeting of stockholders. The Board s decisions to elect Mr. Barnes to the Board in January 2012 and to modify the composition of the standing committees relate to the Board s consideration of the mandatory retirements that would take place in 2013 if our current directors are reelected.

The Governance Committee has adopted general criteria for nomination to the Board. These general criteria reflect the Corporate Governance Guidelines adopted by the Board, and describe the traits, abilities and experience that, at a minimum, the Governance Committee considers in selecting candidates to recommend for nomination to the Board. The following is a summary of these criteria:

- Directors should be of the highest ethical character and share the values of the Company, as represented in the Standards of Conduct and in the Corporate Governance Guidelines;
- Directors should hold or have held a generally recognized position of leadership that demonstrates the ability to exercise sound judgment in a wide variety of matters;
- A majority of the members of the Board must be independent within the meaning of applicable rules, regulations and listing standards;
- Directors should be willing to devote a substantial amount of time to Company business so as to understand the Company s business and keep informed of operations, understand the Company s reporting system and system of internal controls, and exercise care, balance, fairness and due deliberation in the decision-making process;
- Directors should have the ability to attend Board meetings, meetings of all committees of which they are members and annual meetings of stockholders;
- Directors should be able to engage in a free and open exchange of ideas and opinions with other directors at Board and committee meetings;
- Directors should be able to serve for at least five years before reaching the retirement age of 75, or, beginning in 2013, age 72;
- Directors are expected to comply with stock ownership guidelines established by the Board; and
- Directors should be available to offer advice and guidance to the CEO at times other than regularly scheduled Board meetings.

In addition, the Governance Committee may consider a director candidate s past contributions to the Board as a director, or specific qualities that may be needed to fill a particular vacancy, such as financial expertise and financial literacy for potential members of the Audit Committee, and other characteristics desired to achieve a balance of knowledge, experience and capability on the Board in view of the Company s current and anticipated businesses and strategies. Also, non-employee directors will be expected not to stand for re-election after a professional change in their employment or legal status. The Board retains the authority to make exceptions to this and the 10-year term limit, in the best interests of the Company.

The Board believes that diversity in age, gender, race, ethnic background, geographic origin and exposure, industry and functional or professional experience can bring distinctive skills, perspectives and experiences to the Board and strengthens the team as a whole. The Governance Committee does not have a formal policy with regard to consideration of diversity in identifying director candidates, but uses its subjective judgment in considering this among other factors in candidate selection.

The Governance Committee will consider director candidates recommended by stockholders if they meet the criteria referred to above. Recommendations may be sent to the Governance Committee in care of the

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Corporate Secretary at the address set out on the first page of this proxy statement. They must include the following:

- the candidate s name and address;
- a brief biographical statement of the candidate, including his or her occupation for at least the last five years, and a description of his or her qualifications for Board membership; and
- the candidate s signed consent to be named in the proxy statement and to serve as a director if elected.

Any stockholder recommendation of a director candidate for election at the 2013 Annual Meeting must be received no later than December 13, 2012, in order for the Governance Committee to consider it.

Section 2.7 of our By-Laws establishes an alternative procedure for stockholders of record to nominate persons for election to our Board at an annual meeting. The By-Laws do not provide for such nominations to be included in our proxy statement and proxy card. A stockholder who intends to make a nomination at the annual meeting must give timely notice in writing to the Corporate Secretary as set out in our By-Laws. For nominations to be made at the 2013 Annual Meeting, notice must be delivered to the Corporate Secretary at the address set out on the first page of this proxy statement no earlier than January 22, 2013 and no later than February 21, 2013. If, however, the date of the 2013 Annual Meeting is more than 30 days before or more than 60 days after the first anniversary of the 2012 Annual Meeting, then notice must be delivered not earlier than 120 days before the 2013 Annual Meeting and not later than 90 days before the 2013 Annual Meeting or, if we provide less than 100 days advance notice of the date of the 2013 Annual Meeting, not later than ten days following the day on which public announcement of the date of the 2013 Annual Meeting is first made.

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DIRECTOR COMPENSATION

Our non-employee directors are currently compensated pursuant to the terms of our Director Compensation Program (the 2008 NED Program), first adopted by our Board in 2008. The 2008 NED Program is intended to remain in effect until amended or terminated by the Board, but may be amended from time to time.

Through 2011, the 2008 NED Program consisted of annual retainer fees paid in cash or stock; meeting fees paid in cash or stock; stock options; and restricted deferred stock units (RDSUs). Directors may also elect to defer their annual retainers and meeting fees as deferred cash or deferred stock under the Director Deferred Compensation Plan. Directors who are employees of the Company are not eligible to participate in the 2008 NED Program. Equity awards are made pursuant to the 2008 NED Program from shares authorized under our 2008 Omnibus Incentive Plan, as amended in 2011 (the 2008 Plan).

In 2012, as part of our continuing effort to contain operating costs, our Board voted to reduce to $100,000 the value of the annual equity grants to be made to each director under the 2008 NED Program. The Board also voted to change the form of the annual equity grant to consist only of restricted stock units (RSUs); both stock options and RDSUs are discontinued. These changes resulted from a review of director compensation practices with the assistance of the Board s current outside compensation consultant. The data reviewed included comparative benchmarking relative to the peer companies we use to benchmark executive compensation.

The following describes amounts payable to our non-employee directors during 2011.

Retainer Fees. Directors receive an annual retainer fee for Board service, which was $40,000 for 2011. The non-executive Chairman of the Board and each director who serves as Chair of a Board committee also receive an additional annual retainer fee. The annual retainer for a non-executive director serving as Chairman of the Board is $80,000. The annual retainers for service as Chair of the Audit Committee, Compensation Committee and Governance Committee were $15,000, $10,000 and $10,000, respectively, for 2011. Our current non-executive Chairman, Allen J. Lauer, has declined to accept any retainer for his service as chairman of the Governance Committee although he is eligible for such a retainer. Retainer fees are denominated in cash and paid in cash at the end of the quarter in which earned unless the director elects to receive the retainer in the form of Intermec common stock or defers the retainer into a deferred cash or stock account under the Director Deferred Compensation Plan. The number of shares or deferred stock units is determined after the end of the quarter in which earned and is based on the fair market value of Intermec common stock. Under the 2008 NED Program, fair market value is the closing price of Intermec common stock on the first business day after the end of the pertinent quarter.

Meeting Fees. Directors receive fees for attendance at Board and committee meetings. The meeting attendance fees are denominated in cash and paid, at the election of the director, in cash or shares of Intermec common stock after the end of the quarter in which earned. The number of shares is determined based on the fair market value of Intermec common stock as described in the preceding paragraph. In 2011, unless deferred, each director received a fee of $2,000 for each meeting of the Board attended and for each meeting of a committee of the Board that the director attended and of which the director was a member.

Deferred Compensation. Directors may defer all or part of their retainer fees or meeting fees into a deferred cash or deferred stock account under our Director Deferred Compensation Plan. Each director s deferred stock account is credited with a number of deferred stock units determined based on the dollar amount deferred divided by the fair market value of Intermec common stock on the first business date after the end of the pertinent quarter. The deferred cash account is credited with the amount of cash deferred. Credits to the deferred stock and deferred cash accounts are made on the first business day following the end of each quarter. Deferred cash accounts accrue earnings at a rate equal to the prime rate. Transfers between the stock account and the cash account are not permitted. Payment of deferred amounts generally begins in the January following the year in which a director leaves the Board. Directors may elect in advance to receive deferred amounts as a lump sum or in 2 to 15 substantially equal annual installments.

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Stock Options and Restricted Deferred Stock Units. The Black-Scholes value of stock options awarded to each non-employee director in 2011 was $80,000. The value of RDSUs awarded to each non-employee director in 2011, based on the fair market value of our common stock on the date of grant, also was $80,000. Annual option grants generally vest and become exercisable in four equal installments on the first business day of each fiscal quarter, beginning on the date of grant, and generally expire seven years from the date of grant, subject to earlier termination if the director ceases service as a director. RDSU grants become fully vested at the following annual meeting, provided a director continues to serve on the Board during that period. All RDSU grants to directors are automatically deferred into and subject to the Director Deferred Compensation Plan.

Restricted Stock Units. As noted above, in 2012 the Board amended the 2008 NED Program, to replace the annual grants of stock options and RDSUs with an annual grant of RSUs. The value of the annual grant to each director also was reduced from an aggregate of $160,000 to a total of $100,000. These amendments were made before Mr. Barnes joined the Board in January 2012. Pursuant to the 2008 NED Program, when he joined the Board Mr. Barnes received an RSU grant equal to a pro rata portion of the amended annual grant, based on length of time until the anniversary date of the 2011 annual meeting of stockholders, for a total of 4,437 RSUs with a grant date fair value of $34,697.

Our directors were compensated in 2011 only as described above and do not participate in any other Intermec benefit plans. We pay or reimburse directors for lodging, travel and other expenses incurred for the purpose of attending meetings of the Board and its committees.

The following table sets forth information regarding the compensation for each of our non-employee directors during 2011. Mr. Barnes was not a member of the Board in 2011 and therefore is not included on the following table or footnotes.

2011 Director Compensation Table

Name	**Fees Earned or Paid in Cash (a) ($)**	**Stock Awards (b) ($)**	**Option Awards (c) ($)**	**Total ($)**
Eric J. Draut	$	$ 162,000	$ 80,000	$ 242,000
Gregory K. Hinckley	86,000	80,000	80,000	246,000
Lydia H. Kennard	82,000	80,000	80,000	242,000
Allen J. Lauer	146,000	80,000	80,000	306,000
Stephen P. Reynolds	44,000	120,000	80,000	244,000
Steven B. Sample	80,000	80,000	80,000	240,000
Oren G. Shaffer	87,000	80,000	80,000	247,000
Larry D. Yost	80,000	80,000	80,000	240,000

(a) The amounts reported represent the total amount of retainer and meeting fees for 2011 that were denominated in cash and that were (i) paid in cash or (ii) at the election of the director, deferred into a deferred cash account or a deferred stock unit account. Mr. Lauer, Mr. Shaffer and Mr. Yost elected to receive their meeting fees and retainer fees in the form of deferred stock units. The following table sets forth the number of deferred stock units each of these directors received, by quarter. Fractional shares are settled in cash. The grant date fair value is the cash-denominated amount of meeting fees and retainer fees due, based on the fair market value of Intermec common stock on the first business day after the end of the pertinent quarter.

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Name	Period	Deferred Stock Units (#)	Grant Date Fair Value ($)
Mr. Lauer	1st quarter 2011	3,717.4721	40,000
	2nd quarter 2011	3,243.2432	36,000
	3rd quarter 2011	5,990.0166	36,000
	4th quarter 2011	4,715.6727	34,000
Mr. Shaffer	1st quarter 2011	2,393.1227	25,750
	2nd quarter 2011	1,959.4594	21,750
	3rd quarter 2011	3,286.1896	19,750
	4th quarter 2011	2,739.2510	19,750
Mr. Yost	1st quarter 2011	2,276.9517	24,500
	2nd quarter 2011	1,846.8468	20,500
	3rd quarter 2011	3,078.2029	18,500
	4th quarter 2011	2,288.4881	16,500

(b) The amounts reported represent the aggregate grant date fair value computed during the year ended December 31, 2011, in accordance with the provisions of Financial Accounting Standards Board Accounting Standards Codification Topic 718 (FASB ASC Topic 718), with respect to (i) shares of common stock directors elected to receive in lieu of cash retainer fees and meeting fees and (ii) RDSUs granted to directors in 2011. Mr. Draut and Mr. Reynolds elected to receive their retainer fees in the form of shares of Intermec common stock, and Mr. Draut elected to receive his meeting fees in the form of shares of Intermec common stock. The number of shares is determined quarterly, by dividing the cash-denominated amount due by the fair market value of Intermec common stock on the first business day after the end of the pertinent quarter, which constitutes the FASB ASC Topic 718 grant date fair value for these awards.

The following table sets forth for each director the number of shares or deferred stock units of Intermec common stock received, and the grant date fair value of such shares computed in accordance with FASB ASC Topic 718. Fractional shares are paid or settled in cash.

Name	Period	Shares or Deferred Stock Units (#)	Grant Date Fair Value ($)
Mr. Draut (retainer fees and meeting fees)	1st quarter 2011	2,416.3569	$ 26,000
	2nd quarter 2011	1,801.8018	20,000
	3rd quarter 2011	3,327.7870	20,000
	4th quarter 2011	2,219.1401	16,000
Mr. Reynolds (retainer fees)	1st quarter 2011	929.3680	$ 10,000
	2nd quarter 2011	900.9009	10,000
	3rd quarter 2011	1,663.8935	10,000
	4th quarter 2011	1,386.9626	10,000
Each director	Annual RDSU	6,700.0000	$ 80,000

(c) The amounts reported represent the aggregate grant date fair value computed during the year ended December 31, 2011, in accordance with the provisions of FASB ASC Topic 718 with respect to stock options granted in 2011. The exercise price is equal to the fair market value of Intermec common stock on the date of grant, which, pursuant to the 2008 NED Program, is the closing price per share of common stock as reported on the NYSE on that date. The grant date fair value for the options granted on May 25, 2011 was $4.48 per share. Refer to the Shareholders Equity note in the Notes to Consolidated Financial Statements included in our Form 10-K for the relevant assumptions used to determine the valuation of the stock options.

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The following table sets forth for each director the aggregate number of stock options outstanding as of December 31, 2011.

Name	Number of Stock Options (#)
Mr. Draut	39,021
Mr. Hinckley	91,905
Ms. Kennard	101,905
Mr. Lauer	104,405
Mr. Reynolds	74,405
Dr. Sample	114,405
Mr. Shaffer	67,556
Mr. Yost	104,405

At no cost to Intermec, our directors are eligible to obtain matching contributions from The Intermec Foundation (the Foundation) for contributions they make to schools and educational institutions. The Foundation is a nonprofit, tax-exempt charitable foundation that was formed and funded in 1993 by our former parent company, Litton Industries. We have never contributed any assets to the Foundation, and all Foundation costs have been paid using Foundation assets. The Foundation makes grants to schools (kindergarten through grade 12), supports a scholarship competition for children of employees, makes matching donations to other educational institutions and donates to community charities or projects. The amounts in the 2011 Director Compensation Table do not include the following amounts for which the Foundation has made or will make a matching contribution in 2011 or 2012 in respect of contributions made by directors in 2011 to tax-exempt educational institutions.

Name	Matching Contribution to Tax-Exempt Educational Institutions ($)
Mr. Draut	$ 10,000
Mr. Hinckley	17,250
Ms. Kennard	5,000
Mr. Lauer	10,000
Dr. Sample	10,000
Mr. Yost	5,000

Director Ownership Guidelines

Our stock ownership guidelines for directors suggest that directors retain from the compensation paid to them by us a total of Intermec common stock and derivatives of our common stock equal in value (calculated at the current market price) to five times the current annual retainer fee under the 2008 NED Program, which would be $200,000 based on 2011 compensation levels. In January 2012 the stock ownership guidelines were reduced to three times the retainer fee, which would be $120,000 based on 2011 compensation levels. Shares purchased by a director also count toward meeting the ownership guidelines. The guidelines also suggest that a new director should accumulate this amount within five years from the commencement of service on the Board. All of our Directors currently meet the ownership guidelines.

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PROPOSAL 1.

ELECTION OF DIRECTORS

The Board, pursuant to our By-Laws, has set the current number of directors at ten. Each director is subject to election at each annual meeting of stockholders. Accordingly, if elected, each director would serve a one-year term expiring at the 2013 Annual Meeting or until their successors are elected and qualified. Our Restated Certificate of Incorporation provides that the directors will be elected by a majority of the votes cast at the meeting. Our Board has a current policy of mandatory retirement from the Board at the annual meeting following a director s 75th birthday; however, effective January 1, 2013, mandatory retirement will apply at the annual meeting following a director s 72nd birthday.

The nominees for election listed below have been nominated by the Board and are all currently members of the Board. The following information presents each nominee s age, current Intermec Board committee membership, past five years business experience and public board experience, other current business or professional activities, and educational background, all as of March 28, 2012 unless otherwise noted. Each statement also includes a brief description of specific qualifications, experience and skills considered by the Board in selecting the nominee, in addition to the qualifications and considerations applicable to the selection of all nominees, as described in Corporate Governance Board Succession and Consideration of Director Nominees. All nominees have consented to being named as such in this proxy statement and have agreed to serve if elected. If, as a result of circumstances not presently known, any nominee declines or is unable to serve as a director, proxies will be voted for the election of such other person as the Board may select, or the number of authorized directors may be reduced.

RECOMMENDATION

The Board of Directors unanimously recommends that you

vote FOR the election of each of the following nominees:

KEITH L. BARNES, age 60. Mr. Barnes served as Chairman of the Board of Verigy Ltd, a provider of advanced automated test equipment and solutions for the semiconductor test industry, from 2008 through June 2011, when the company was acquired by Advantest; he also served as Verigy s Chief Executive Officer from 2006 through 2010. Mr. Barnes has been a director of Intermec since January 2012. He is a member of the Audit Committee and the Compensation Committee. Mr. Barnes served as Chairman and Chief Executive Officer of Electroglas, Inc., an integrated circuit probe manufacturer from 2003 through 2006. Beginning in 2011, Mr. Barnes was elected to serve on the Boards of Directors of Spansion, Inc. (a flash memory chip maker that designs, develops and manufactures NOR flash memory products), and JDS Uniphase Corporation (a provider of optical products and test and measurement solutions for the communications industry). He also serves as a director of the San Jose State University Foundation Board and the Classic Wines Auction Board. Mr. Barnes received a Bachelor of Science in environmental sciences from California State University, San Jose.

Mr. Barnes has extensive experience in leading and managing technology companies, such as ours, including in corporate and business strategy and global operations. He brings to our Board his experience as the chief executive officer of a technology company and his experience and perspectives gained from serving on the boards of other public companies.

PATRICK J. BYRNE, age 51. Mr. Byrne is Chief Executive Officer and President of Intermec. Prior to joining Intermec in these capacities in 2007, Mr. Byrne served as a Senior Vice President and President of the Electronic Measurement Group of Agilent Technologies Inc., a bio-analytical and electronic measurement company, from February 2005 to March 2007. Prior to assuming that position, Mr. Byrne served as Vice President and General Manager for Agilent s Electronic Products and Solutions Group s Wireless Business Unit from September 2001 to February 2005. He served as Vice President for Agilent s Electronic Products and Solutions Group s Product Generation Units from 1999 to 2001. Mr. Byrne has been a director of Flow International Corporation (provider of ultrahigh-pressure waterjet technology and robotics equipment) since May 2010, and Micron Technology, Inc. (global manufacturer of advanced solid state semiconductor solutions) since

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April 2011. Mr. Byrne received a Bachelor of Science Degree in Electrical Engineering from the University of California, Berkeley, and a Master of Science in electrical engineering from Stanford University. Mr. Byrne has extensive management experience in technology industries and markets, such as ours.

Mr. Byrne was nominated to continue to serve as a director due to his day-to-day leadership and knowledge of our business as our Chief Executive Officer, which provides the Board with Company-specific experience and insights.

ERIC J. DRAUT, age 54. Mr. Draut is the former Executive Vice President and Chief Financial Officer of Unitrin, Inc., a financial services provider specializing in insurance products, and served in those positions from February 2002 and February 1997, respectively, until September 2010. He was also a director of Unitrin from 2002 until September 2010. Mr. Draut has been a director of Intermec since October 2008. He is the Chair of the Audit Committee, and a member of the Compensation Committee. Mr. Draut has served as a Director of Special Value Continuation Fund, LLC and Special Value Continuation Partners, LP (registered investment funds) since February 2011. The funds are now a business development corporation and Mr. Draut is a director of this entity and its public holding company, TCP Capital Corp. He also serves as Treasurer and a member of the Board of Directors of Lutheran Social Services of Illinois. Mr. Draut received a Bachelor of Science Degree in accounting from the University of Illinois at Urbana-Champaign and a Masters Degree in Business Administration from the J.L. Kellogg School of Management at Northwestern University. Mr. Draut is also a Certified Public Accountant.

Mr. Draut was nominated to continue to serve as a director due to his extensive experience with financial reporting, risk management and knowledge of capital markets that he acquired as Chief Financial Officer and director of a public company offering financial services and insurance products. Mr. Draut provides the Board insights and guidance regarding finance, accounting and risk management matters.

GREGORY K. HINCKLEY, age 65. Mr. Hinckley is President and a director of Mentor Graphics Corporation, a provider of electronic design automation software and systems, and has served in that capacity since 1999. He joined Mentor Graphics as Executive Vice President, Chief Operating Officer and Chief Financial Officer in 1997. Mr. Hinckley has been a director of Intermec since 2004. He is a member of the Audit Committee and the Compensation Committee. He also serves on the Boards of Super Micro Computer, Inc. (developer and seller of energy-efficient, application optimized server solutions) and SI Bone, Inc. (medical device company). Mr. Hinckley previously served on the Board of Amkor Technology Inc. (provider of contract semiconductor assembly and test services) from 1997 to 2007. He also serves as Advisory Director of Portland State University Engineering School. Mr. Hinckley holds a Bachelor of Arts Degree in Math and Physics from Claremont McKenna College, a Master s Degree in Applied Physics from the University of California, San Diego, and a Master s Degree in Business Administration from Harvard Business School. He is also a Certified Public Accountant.

Mr. Hinckley was nominated to continue to serve as a director due to his extensive experience in leading and managing technology companies that operate globally, such as ours, including direct responsibility for financial functions and financial and accounting matters. He also brings to our Board his experience and perspectives gained from serving on the boards of other public companies.

LYDIA H. KENNARD, age 57. Ms. Kennard has served as a principal of Airport Property Ventures, LLC, a developer and operator of aviation facilities, since March 2007. She also serves as Chief Executive Officer and Chair of the Board of KDG Construction Consulting, a family-owned construction and program management firm, which was incorporated in 1984. Ms. Kennard has been a director of Intermec since 2003, and is a member of the Compensation Committee and the Governance Committee. She also serves as a director of URS Corp. (provider of engineering, construction and technical services around the world). She served on the Board of AMB Property Corporation (owner, operator and developer of industrial real estate in the Americas, Europe and Asia) from 2004 until it acquired Prologis, Inc. in 2011. She currently sits on the Board of Prologis, Inc. She also serves as a director of the UniHealth Foundation and as a trustee for the RAND Corporation, the University of Southern California and the Marlborough School. She also served as a member of the California Air Resources Board from 2004 until 2011. Ms. Kennard served as a director of IndyMac Bancorp, Inc. (former savings and loan association) from 2002 to 2008. Ms. Kennard holds a Bachelor of Arts Degree in urban planning and

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management from Stanford University, a Master s Degree in city planning from Massachusetts Institute of Technology and a Juris Doctorate from Harvard Law School.

Ms. Kennard was nominated to continue to serve as a director due to her prior executive and operational experience with a variety of public and private businesses and institutions, including those with business operations similar to some of our customers. This experience positions her to contribute to the Board her leadership skills and critical insights into the operational requirements of a large company. She also brings to our Board her knowledge of the management and governance of public companies based on her experience as a director of several public companies.

ALLEN J. LAUER, age 74. Mr. Lauer is Retired Chairman of the Board of Varian, Inc., a supplier of scientific instruments and vacuum technologies. Mr. Lauer served as the Chairman of Varian from 2002 through February 2009. He served as Chief Executive Officer of Varian from 1999 until his retirement from that position on December 31, 2003. Mr. Lauer has been a director of Intermec since 2003 and has served as the non-executive Chairman of the Board and the Chair of the Governance Committee since July 2007. He also served as a director of Immunicon Corporation (developer of cell- and molecular-based human diagnostic and life science research products) from 2003 to 2008. Mr. Lauer holds a Bachelor of Science Degree in Electrical Engineering from Stanford University and a Master s Degree in Business Administration from the University of California, Berkeley.

Mr. Lauer was nominated to continue to serve as a director due to his many years of management experience leading technology businesses, including corporate and business strategy and global operations. He brings to our Board his experience as the chief executive officer of a technology company and his experience and perspectives gained from serving on the boards of other public companies, including as non-executive chairman.

STEPHEN P. REYNOLDS, age 64. Mr. Reynolds is an advisor with PreferWest LLC and the Managing Director of Loblolly Estates LLC. Mr. Reynolds was formerly the Chairman, President and Chief Executive Officer of Puget Energy, Inc., a regulated Washington State utility, and of its wholly owned utility subsidiary, Puget Sound Energy, Inc. He served as President and Chief Executive Officer from 2002 until his retirement in March 2011. Mr. Reynolds also held the position of Chairman from 2005 through February 2009. Mr. Reynolds has been a director of Intermec since 2005 and is a member of the Audit Committee and the Governance Committee. He also serves on the Board of Green Diamond Resource Company (private forestry resources and timber company), and is the Chairman of Imperium Renewables, Inc. (bio-fuel refining company). He is a former Board member of the Edison Electric Institute (association of shareholder-owned U.S. electrical utilities), and the American Gas Association (association of U.S. natural gas companies). Mr. Reynolds also served on the Board of Oregon Steel Mills, Inc. (steel production company) from 1999 to 2007. He also serves on the Boards of The ArtsFund of Seattle, the 5th Avenue Theatre, The Tateuchi Center for the Arts, The Nature Conservancy of Washington and The Bonneville Environmental Foundation. Mr. Reynolds holds a Bachelor of Arts Degree in Economics from the University of California, Berkeley and a Master s Degree in Business Administration from the University of Oregon.

Mr. Reynolds was nominated to continue to serve as a director due to his extensive experience as a director and chief executive of public companies, including those with business operations similar to certain of our customers. He brings to our Board his experience and perspectives on issues of corporate strategy.

STEVEN B. SAMPLE, age 71. Dr. Sample has been President Emeritus of the University of Southern California since August 2010, prior to which he was President of University of California from 1991 to August 2010. Dr. Sample has been a director of Intermec since 1997 (and its predecessor companies before that) and is a member of the Audit Committee and the Governance Committee. He also serves as a life trustee of the University of Southern California, and as a director of the Santa Catalina Island Company (real estate development), and the AMCAP Fund, Inc., the American Mutual Fund, Inc., the Investment Company of America, Inc. and the Global Balanced Funds, Inc. (investment funds). Dr. Sample is also a director and trustee of the Eisenhower Medical Center, an emeritus trustee of the Regenstrief Medical Foundation and Institute, the Chairman Emeritus of the Association of Pacific Rim Universities, the past Chairman and a current member of the Association of American

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Universities, and a former director of the American Council on Education. Dr. Sample s former directorships include William Wrigley Jr. Company (manufacturer of chewing gum and confections) from 1997 to 2008, Advanced Bionics Corporation (private developer of cochlear implant systems) from 1999 to 2005, the Presley Companies (residential homebuilder and community developer) and the J. Paul Getty Trust. Inc. (cultural and philanthropic institution that focuses on the visual arts). Dr. Sample holds a Bachelor of Science, a Master of Science and a Ph.D. in Electrical Engineering from the University of Illinois at Urbana-Champaign.

Dr. Sample was nominated to continue to serve as a director due to his extensive experience in leading and administering large organizations, including world-recognized academic institutions, and public and private businesses. He brings to our Board his experience and perspectives on the management and governance of large organizations based on his experience of serving on the boards of other public and also private for-profit organizations.

OREN G. SHAFFER, age 69. Mr. Shaffer is the Retired Vice Chairman and Chief Financial Officer of Qwest Communications International Inc. (now CenturyLink), a telecommunications provider, having served in that capacity from 2002 to 2007. From 2000 to 2002, Mr. Shaffer was President and Chief Operating Officer of Sorrento Networks, which develops intelligent optical networking solutions for telecommunications applications. Mr. Shaffer has been a director of Intermec since 2005 and served as the Chair of the Audit Committee from July 2007 until February 2012. He currently is a member of the Compensation Committee and Governance Committee. Mr. Shaffer also serves on the Boards of Terex Corporation (diversified global manufacturer of capital equipment), Demag Cranes AG (leading supplier of industrial cranes, crane components, harbour cranes and port automation technology), Belgacom S.A. (provider of fixed and mobile telephone, internet and television services in Benelux), and XPO Logistics, Inc. (third-party logistics provider). Mr. Shaffer previously served on the Boards of Thai Capital Fund, Inc. (non-diversified, closed-end management investment company, Japan Equity Fund, Inc. (closed-end management investment company) and Singapore Fund, Inc. (closed-end equity mutual fund) Mr. Shaffer holds a Bachelor of Science Degree in Finance and Business Administration from the University of California, Berkeley and a Master of Science Degree in Management from the Sloan School of Management, Massachusetts Institute of Technology.

Mr. Shaffer was nominated to continue to serve as a director due to his extensive experience in leading and managing U.S.-based global businesses, including direct responsibility for financial functions and financial and accounting matters. He also brings to our Board his knowledge of the management and governance of public companies that have international operations based on his experiences as a director of other public companies with international operations, including firms based outside the United States.

LARRY D. YOST, age 74. Mr. Yost is the Retired Chairman of the Board and Chief Executive Officer of ArvinMeritor, Inc., a global supplier of a broad range of integrated systems and components to the motor vehicle industry. He served in those positions from 2000 to August 2004. From 1997 until the 2000 merger of Arvin, Inc. and Meritor Automotive, Inc., Mr. Yost was Chairman and Chief Executive Officer of Meritor, a supplier of automotive components and systems. Mr. Yost has been a director of Intermec since 2002 and has served as Chair of the Compensation Committee since January 2005. He also serves as the Lead Director of Kennametal, Inc. (global supplier of tooling, engineered components and advanced materials). He served as a director of Actuant Corporation (diversified industrial manufacturer of industrial tools and other products, formerly Applied Power Inc.) from 2004 until he retired from that position in January 2009. He also served as a director of Milacron Inc. (global supplier of plastics-processing technologies and industrial fluids) from 2004 until February 2009, including at various periods as its lead outside director and as its Chairman of the Board. Mr. Yost holds a Bachelor of Science from Milwaukee School of Engineering.

Mr. Yost was nominated to continue to serve as a director due to his many years of management experience as a chief executive officer and senior executive of large business organizations with extensive supply chain operations similar to our own and those of certain of our customers. He also brings to our Board his knowledge of the management and governance of public companies based on his experience gained from serving on the boards of other public companies.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tables set forth the number of shares of common stock beneficially owned, directly or indirectly, by the parties that reported beneficial ownership of more than 5% of our outstanding common stock, as indicated in the applicable Schedule 13D or Schedule 13G, and by each director, each executive officer named in the Summary Compensation Table included in this proxy statement (the named executive officers), and all of our directors and executive officers as a group, as of March 16, 2012, unless otherwise noted.

The number and percentage of shares beneficially owned is determined in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the Exchange Act), and is not necessarily indicative of beneficial ownership for any other purpose. Shares of common stock that a person has a right to acquire within 60 days of March 16, 2012, or, with respect to 5% beneficial owners, as calculated in the applicable Schedule 13D or Schedule 13G, are deemed outstanding for purposes of computing the percentage ownership of that person, but are not deemed outstanding for purposes of computing the percentage ownership of any other person, except with respect to the percentage ownership of all directors and executive officers as a group, if applicable.

Beneficial Owners of More than 5%

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (h)
Cramer Rosenthal McGlynn LLC 520 Madison Ave New York, NY 10022	8,567,753 (a)	14.32%
Kemper Corporation Master Retirement Trust. One East Wacker Drive Chicago, IL 60601	5,857,680 (b)	9.79%
GAMCO Investors, Inc. One Corporate Center Rye, NY 10580	5,597,920 (c)	9.36%
Wells Fargo & Company 420 Montgomery Street San Francisco, CA 94104	5,146,678 (d)	8.60%
BlackRock, Inc. 40 East 52nd St. New York, NY 10022	4,089,249 (e)	6.84%

(a) Information presented is based on a Schedule 13G/A filed on February 13, 2012 by Cramer Rosenthal McGlynn LLC. According to the Schedule 13G/A, as of December 31, 2011, Cramer Rosenthal McGlynn LLC reported that it beneficially owned 8,567,753 Intermec shares, of which it had sole power to vote 8,197,878 shares and sole power to dispose of 8,567,753 shares.

(b) Information presented is based on a Schedule 13G/A filed on February 14, 2012 by Kemper Corporation Master Retirement Trust, a successor-in-interest to an affiliate of Unitrin, Inc. According to the Schedule 13G/A, as of December 31, 2011, Kemper Corporation Master Retirement Trust reported that it beneficially owned and had sole power to vote and dispose of 5,857,680 Intermec shares. According to the Schedule 13G/A, Fiduciary Counselors Inc., retained as an independent fiduciary, is responsible for reviewing and approving the process for management of the Intermec stock, subject to certain limitations.

(c) Information presented is based on a Schedule 13D/A, filed on December 2, 2011, by GAMCO Investors, Inc. Gabelli Funds, LLC, GAMCO Asset Management Inc., Gabelli Securities, Inc., MJG Associates, Inc., Teton Advisors, Inc., GGCP, Inc. and Mario J. Gabelli. According to the Schedule 13D/A, as of December 1, 2011, GAMCO Investors, Inc. reported that it beneficially owned and had sole power to vote

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and dispose of 3,000 Intermec shares. Gabelli Funds, LLC reported that it beneficially owned and had sole power to vote and dispose of 769,500 Intermec shares. GAMCO Asset Management Inc. reported that it beneficially owned and had sole power to dispose of 4,786,420 Intermec shares, of which it had sole power to vote 4,505,920 shares. Gabelli Securities, Inc. reported that it beneficially owned and had sole power to vote and dispose of 3,000 Intermec shares. MJG Associates, Inc. reported that it beneficially owned and had sole power to vote and dispose of 10,000 Intermec shares. Teton Advisors, Inc. reported that it beneficially owned and had sole power to vote and dispose of 16,000 Intermec shares. Mario J. Gabelli reported that he beneficially owned and had sole power to vote and dispose of 10,000 Intermec shares, and GGCP, Inc. reported beneficial ownership of 0 Intermec shares. According to the Schedule 13D/A, Mr. Gabelli either directly or indirectly controls or acts as chief investment officer for the above entities.

(d) Information presented is based on a Schedule 13G/A, filed on January 25, 2012, by Wells Fargo & Company, Wells Capital Management Incorporated and Wells Fargo Funds Management, LLC. According to the Schedule 13G/A, as of December 31, 2011, Wells Fargo & Company reported that it beneficially owned 5,146,678 Intermec shares, of which it had sole power to vote 5,066,419 shares, sole power to dispose of 5,132,783 shares and shared power to dispose of 5,985 shares. Wells Capital Management Incorporated reported that it beneficially owned 5,051,602 Intermec shares, of which it had sole power to vote 1,154,270 shares and sole power to dispose of 5,051,602 shares. Wells Fargo Funds Management, LLC reported that it beneficially owned and had sole power to vote 3,882,187 Intermec shares, of which it had sole power to dispose of 67,370 shares.

(e) Information presented is based on a Schedule 13G/A filed on February 13, 2012, by BlackRock, Inc. According to the Schedule 13G/A, as of December 30, 2011, BlackRock, Inc. reported that it was beneficial owner and had sole power to vote and dispose of 4,089,249 Intermec shares.

(f) The percent of class outstanding reported on this table is based on 59,829,028 shares of our common stock outstanding as of March 16, 2012.

Beneficial Ownership of Directors and Management

The following table sets forth information regarding the beneficial ownership of our common stock as of March 16, 2012, for each of our directors, each of our named executive officers and all of our directors and executive officers as a group. Except as otherwise indicated, and except to the extent that any transfers of shares of restricted stock and of restricted stock units are prohibited prior to the satisfaction of the terms of the award, each director and named executive officer either has sole investment and voting power with respect to the securities shown or shares investment and/or voting power with that individual s spouse.

Directors and Officers	**Amount and Nature of Beneficial Ownership**		**Percent of Class (g)**	**Other Stock Equivalents (h)**
Keith L. Barnes	12,000		*	4,437
Patrick J. Byrne	563,726	(a)	*	275,476
Eric J. Draut	70,790	(a)	*	29,171
Robert J. Driessnack	195,505	(a)(b)(c)	*	69,578
Dennis A. Faerber	139,917	(a)	*	69,578
Gregory K. Hinckley	102,427	(a)	*	24,462
Lydia H. Kennard	108,470	(a)	*	24,462
Allen J. Lauer	105,405	(a)(d)	*	98,968
James P. McDonnell	59,886	(a)	*	47,058
Stephen P. Reynolds	91,238	(a)	*	24,462
Steven B. Sample	114,905	(a)(e)	*	47,969
Oren G. Shaffer	77,556	(a)	*	62,041
Earl R. Thompson	83,928	(a)	*	69,578
Larry D. Yost	108,405	(a)	*	76,999
All directors and executive officers (14 persons)	1,834,158	(f)	3.00%	

* Less than 1%.

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(a) Includes the following shares of common stock subject to outstanding options that were exercisable as of March 16, 2012, or that become exercisable within 60 days thereafter, and other equity awards vesting within 60 days thereafter:

Board of Directors	Shares
Mr. Draut	39,021
Mr. Hinckley	91,905
Ms. Kennard	101,905
Mr. Lauer	104,405
Mr. Reynolds	74,405
Dr. Sample	114,405
Mr. Shaffer	67,556
Mr. Yost	104,405

Named Executive Officers	Shares
Mr. Byrne	415,386
Mr. Driessnack	93,087
Mr. Faerber	119,087
Mr. McDonnell	47,809
Mr. Thompson	56,337

(b) Includes 48,500 shares held by The Intermec Foundation (the Foundation). Voting and investment power with respect to these shares is exercised by the Foundation s officers, who are elected by the directors of the Foundation. Mr. Driessnack is a director of the Foundation, along with other employees of Intermec. By virtue of his ability to elect the officers of the Foundation, he may be deemed indirectly to beneficially own such shares for certain purposes within the meaning of the SEC regulations referred to above. These shares are included only once in the total of All directors and executive officers.

(c) Includes 31,475 shares held by the Intermec Pension Plan. Voting and investment power with respect to these shares is exercised by the committee appointed by the Board of Directors comprising Mr. Driessnack and other employees of Intermec. These shares are included only once in the total of All directors and executive officers.

(d) Includes 1,000 shares held by a family trust of which Mr. Lauer is a trustee.

(e) Includes 500 shares held by a family trust of which Dr. Sample is a trustee.

(f) Includes 1,429,713 shares subject to outstanding options that were exercisable as of March 16, 2012 or within 60 days thereafter, and other equity awards vesting within 60 days thereafter.

(g) The percent of class outstanding reported in this table is based on 59,829,028 shares of our common stock outstanding as of March 16, 2012.

(h) Includes derivatives held by our directors and named executive officers and which are outstanding at March 16, 2012. Such derivatives include RSUs, PSUs and PBRSUs for our named executive officers, and for our directors, RDSUs, RSUs and deferred stock account units credited in accordance with the Director Deferred Compensation Plan. See Director Compensation and Executive Compensation Compensation Discussion and Analysis Components of the Executive Compensation Program Long-Term Equity Incentive Program for terms and conditions of the derivatives.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires that our executive officers, directors and persons who own more than 10% of a registered class of our equity securities file reports of ownership and changes in ownership with the SEC and NYSE. SEC regulations also require us to identify in this proxy statement any person subject to this requirement who failed to file any such report on a timely basis.

Based on our review of the reports we have received and written representations that no other reports were required for 2011, we believe that all Section 16(a) reporting requirements applicable to our executive officers, directors and persons who own more than 10% of a registered class of our equity securities in 2011 were satisfied on a timely basis, except that, due to administrative and technical difficulties at the Company, 14 Form 4 reports and 14 transactions on behalf of our directors and executive officers were filed late. The directors for whom reports were filed late (and the number of such reports) are: Mr. Draut (2), Mr. Lauer (2), Mr. Reynolds (2), Mr. Shaffer (2), and Mr. Yost (2). The executive officers for whom reports were filed late (and the number of such reports) are: Mr. Driessnack (1), Mr. Faerber (1), Mr. McDonnell (1), and Mr. Thompson (1).

CERTAIN RELATIONSHIPS AND RELATED PERSONS TRANSACTIONS

Policies, Procedures and Practices

Our Board of Directors has adopted a written policy and procedure (the Procedure) for the Audit Committee s review and approval or ratification of transactions with a related person that must be disclosed under the SEC s disclosure rule for related person transactions (Item 404(a) of Regulation S-K). Under the Procedure, our directors, officers and employees are generally required to promptly report related person transactions to our General Counsel. There are special processes for transactions involving the General Counsel or a member of the Audit Committee so that these matters are addressed by disinterested persons.

The Procedure requires that a list of related person transactions be compiled and reviewed regularly, and that our directors and officers report any related person transactions that are not on the list. We also regularly review our accounts payable and accounts receivable data to determine whether there are any previously unreported related person transactions. The Procedure requires us to evaluate our controls and procedures for reporting related person transactions and make changes as appropriate.

A transaction covered by the Procedure and identified before being entered into generally must be submitted to the Audit Committee for approval before the transaction is consummated. Otherwise, the transaction must be revocable in the event it is not approved or ratified by the Audit Committee at its next regular or special meeting. There are categories of transactions that are deemed to be pre-approved, generally because they are under $120,000 in value or are not required to be disclosed pursuant to SEC rules. These latter transactions are disclosed to the Audit Committee at least annually. Previously approved or ratified related person transactions that remain ongoing also are to be reviewed at least annually. In deciding whether to approve or ratify a related person transaction, the Audit Committee considers a number of factors to determine whether the transaction is in the best interests of the Company, including, among others, the purpose and potential benefit of the transaction to us, the extent of the related person s interest in the transaction and the terms of the transaction in relation to doing such a transaction with an unrelated third party.

Certain Transactions

Based on its holdings reported on a Schedule 13G/A filed with the SEC, Wells Fargo & Company (Wells Fargo) beneficially owned more than eight percent of our common stock as of December 31, 2011. We have entered into certain arrangements with Wells Fargo Bank, National Association (the WFB), which is a subsidiary of Wells Fargo.

We are a party to a Secured Revolving Credit Facility (the Revolving Facility) with WFB with a maximum amount available under the Revolving Facility of $150.0 million. The Revolving Facility, which has a maturity date of December 31, 2014, includes financial covenants and is secured by pledges of equity in certain assets of our domestic subsidiaries and guaranties of payment obligations from certain of our domestic subsidiaries. During 2011, the highest level of borrowings outstanding under the Revolving Facility was $97.0 million, incurred in March 2011 in connection with the closing of our acquisition of Vocollect. At December 31, 2011, we had borrowing capacity of $63.5 million under the Revolving Facility with borrowings of $85.0 million and $1.5 million of letters of credit outstanding. As of March 30, 2012, we had borrowing capacity of $63.5 million under the Revolving Facility with borrowings of $85.0 million and $1.5 million of letters of credit outstanding. The amount outstanding under the Revolving Facility bears interest at a variable rate equal to LIBOR plus a margin ranging from 1.25% to 1.75%. We are also required to pay a fee ranging from 1.25% to 1.75% on the amount drawn under each letter of credit that is issued and outstanding under the Revolving Facility. The fee on the unused portion of the Revolving Facility ranges from 0.15% to 0.25%. The weighted average interest rate was 2.1% for the year ended December 31, 2011. In 2011, we paid fees on the unused portion of the Revolving Facility of $30,547 and interest of $1,632,513. The Audit Committee approved the Revolving Facility in accordance with the Procedure.

We had deposits in a WFB money market fund which represents 16% of our cash and cash equivalents at December 31, 2011, or about $15.2 million. There were no investment management fees related to the deposits.

We also have entered into a series of foreign exchange forward contracts with WFB. We use these foreign exchange forward contracts to offset the risks associated with the effects of certain foreign currency exposures. These contracts generally settle in approximately 30 days. We paid service fees of $951,194 to WFB pursuant to these contracts in 2011, and the value of these contracts averaged $102 million during 2011. In addition, we paid service fees of $167,433 to WFB pursuant to these contracts for the period from January 1, 2012 through March 31, 2012, and the value of these contracts averaged $104 million during this period. The Audit Committee has approved these arrangements in accordance with the Procedure.

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REPORT OF THE AUDIT AND COMPLIANCE COMMITTEE

Our Board of Directors has adopted a written charter for the Audit and Compliance Committee, which is available at *http://www.intermec.com/about_us/investor_relations*.

In accordance with the provisions of our charter, we have (i) reviewed and discussed with management the Company s audited consolidated financial statements as of and for the year ended December 31, 2011, and its internal control over financial reporting as of December 31, 2011, (ii) discussed with the Company s independent registered public accounting firm, Deloitte & Touche LLP (Deloitte), the matters required by applicable requirements of the Public Company Auditing Oversight Board (PCAOB) concerning required communications related to the recently completed integrated audit, (iii) received the written communications from Deloitte required by applicable requirements of the PCAOB regarding Deloitte s independence, and (iv) discussed with Deloitte its independence from the Company.

As part of our responsibilities under our charter, we reviewed with the Company s General Counsel whether there were any legal matters that have had or are likely to have a material impact on the Company s financial statements. We also reviewed the Company s compliance with our Standards of Conduct.

In addition, we met with Deloitte prior to the filing of each of the Company s quarterly reports on Form 10-Q to discuss the results of its review of the financial information included in those reports.

Management has represented to the Audit Committee, and Deloitte has confirmed, that the Company s consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States and that the Company maintained effective internal control over financial reporting based on *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

In performing our oversight function, we relied on advice and information received in our discussions with the Company s management, internal auditors and Deloitte. We obtained this advice and information at ten Audit Committee meetings held in person or telephonically during the year. During four of these meetings, we met separately with the Company s internal auditors, and during four of these meetings, we met separately with Deloitte. Based on the review and discussions referred to above, we recommended to the Board of Directors that the Company s audited consolidated financial statements as of and for the year ended December 31, 2011 be included in the Company s Form 10-K.

The Audit and Compliance Committee

Eric J. Draut, Chair

Keith L. Barnes

Gregory K. Hinckley

Stephen P. Reynolds

Steven B. Sample

Oren G. Shaffer *(through February 23, 2012)*

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The following table presents fees for professional audit services rendered by Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu Limited and their respective affiliates (collectively, Deloitte), for the integrated audit of Intermec s annual financial statements and internal controls over financial reporting for the years ended December 31, 2011 and 2010, and fees billed for other services rendered by Deloitte during those periods (amounts in thousands):

	2011	2010

Audit Fees (a)	$	1,823	$	1,148
Audit-Related Fees (b)		0		127
Total Audit and Audit-Related Fees	$	1,823	$	1,275
Tax Fees (c)	$	26	$	73
Other Fees	$	3	$	0

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(a) Includes fees billed for the audit of our annual financial statements for the years ended December 31, 2011 and 2010 included in our annual reports on Form 10-K and for the reviews of interim financial information included in our quarterly reports on Form 10-Q.

(b) Consists of fees for audit-related services rendered in connection with the due diligence review for the acquisition of Vocollect, Inc.

(c) Includes fees for review of tax returns and consultations related to tax matters for the years ended December 31, 2011 and 2010.

Our Audit Committee has established a policy requiring its pre-approval of all audit and non-audit services provided by our independent registered public accounting firm, together with the associated fees. The policy permits the Audit Committee to delegate its pre-approval authority to one or more of its members and requires any member who pre-approves services pursuant to that authority to report the decision to the full Audit Committee no later than its next scheduled meeting. The Audit Committee has delegated such authority to its Chair. In 2011, the Audit Committee or its Chair pre-approved all audit and non-audit services provided by our independent registered public accounting firm.

PROPOSAL 2.

ADVISORY VOTE RATIFYING APPOINTMENT OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has reappointed Deloitte & Touche LLP to serve as our independent registered public accounting firm for 2012. Deloitte has served as our independent auditors since we became a public company in 1997. Deloitte is familiar with our business and operations and has offices in the primary countries in which we conduct business and perform accounting functions. In making this appointment, the Audit Committee considered whether the provision of the services other than the services described under Audit Fees and Audit-Related Fees is compatible with maintaining the independence of Deloitte, and has concluded that the provision of such services is compatible with maintaining independence.

As a matter of good corporate governance, the Audit Committee has determined to submit its appointment of the independent registered public accounting firm to our stockholders for ratification. Rule 10A-3(b)(2) under the Securities Exchange Act of 1934 requires that the Audit Committee be directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the listed issuer. As the Audit Committee cannot abdicate this authority to our stockholders, the ratification of this appointment is not binding. In the event that the Audit Committee s appointment of Deloitte is not ratified by a majority of the shares present or represented at the Annual Meeting and entitled to vote on the matter, the Audit Committee will review its future selection of an independent registered public accounting firm.

Representatives of Deloitte are expected to be present at our Annual Meeting. They will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

RECOMMENDATION

The Board of Directors unanimously recommends that you vote FOR Proposal 2.

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EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

This Compensation Discussion and Analysis describes the compensation policies and decisions of the Compensation Committee (the Committee) with respect to our senior executives, including the officers named in the Summary Compensation Table for 2011 (the named executive officers). In 2011 our named executive officers were:

- Patrick J. Byrne, Chief Executive Officer and President
- Robert J. Driessnack, Chief Financial Officer and Senior Vice President
- Dennis A. Faerber, Senior Vice President, Global Operations
- James P. McDonnell, Senior Vice President, Global Sales and Marketing, and
- Earl R. Thompson, Senior Vice President, Mobile Solutions Business Unit.

Objectives. The focus of our executive compensation program is to motivate and reward performance that maximizes short-term and long-term stockholder value in a balanced fashion. The design and operation of the program reflect the following objectives:

- *Performance.* Motivate executives to achieve superior performance by making a significant portion of total compensation at-risk and based on financial and strategic performance results.
- *Stockholder value.* Correlate compensation paid to executives with short-term and long-term financial results and common stock price performance using equity-based compensation and stock ownership guidelines to strongly align executives interests with stockholders interests.
- *Retention.* Attract and retain executives by offering a competitive total compensation package.

Elements of Compensation. The main components of our executive compensation program are:

- Base salary, which forms a stable part of our named executive officers compensation packages;
- Variable annual incentive compensation based on financial objectives that directly relate to our near-term financial goals and business plans (our SOIP program); and

Long-term incentives emphasizing equity-based compensation in the form of stock options, restricted stock units, performance-based restricted stock units, and performance share units that reinforce the achievement of sustained, long-term stockholder value creation. (The latter three are sometimes abbreviated as RSUs, PBRSUs and PSUs, respectively).

Pay for Performance Emphasis. The Board and the Committee are firmly committed to a pay-for-performance compensation program. The Supplemental Total Realized Compensation Table immediately following the Summary Compensation Table illustrates that total realized compensation is highly variable year-to-year. Over one-half of our CEO s 2011 target total direct compensation was performance-based. In 2012, the Committee will fulfill its commitment to ensure that at least 50% of the number of shares granted to all our named executive officers will be subject to performance goals with a multi-year basis. See Long-Term Equity Incentive Program Changes for 2012 Long-Term Equity Incentive Program.

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The following chart illustrates the target total direct compensation of our CEO for 2011, and identifies the portions that are performance-based. See Components of the Executive Compensation Program Total Direct Compensation Mix . In addition, over one-half of our CEO s 2011 target total direct compensation was tied to stock price performance (RSUs, PBRSUs and PSUs, which together total 56.5%).

Business Results

We are a global designer, developer, integrator, and seller of wired and wireless automated identification and data collection (AIDC) products and related services. Our products are designed for rugged environments and to maintain connectivity, preserve computing capability and retain data despite harsh conditions and heavy use. Our strategy is to provide mobile business solutions that help our customers improve workflow performance, increase revenues, lower costs and improve customer satisfaction and loyalty. As part of that strategy, we seek to strengthen our position in the AIDC industry through vertical market expertise, a solutions orientation and customer and partner intimacy. We also seek to grow our business by targeting the most attractive vertical markets, increasing our marketing activities, expanding our channel, adding software and managed services to our offerings and introducing innovative new products.

In 2011, we believe that Intermec demonstrated substantial progress in implementing this strategy, including multi-year initiatives:

In March 2011, we completed the acquisition of Vocollect, Inc., the leading provider of voice-directed workflow solutions for mobile workers worldwide, with special focus on warehouses, distribution centers and other business environments that we target. That same month, we also acquired Enterprise Mobile, which deploys and manages rugged and non-rugged mobile devices for third parties; its services are included in our Managed Services offerings. The acquisitions completed in 2011 are accelerating our evolution in important ways, contributing to revenues and expanding the solutions that we offer our customers.

2011 GAAP revenues were $848.2 million, an increase of approximately 25% compared to 2010 GAAP revenues of $679.1 million. This was primarily due to the positive effect of revenues from the Vocollect business, organic growth and the favorable impact of foreign currency conversion rates.

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Our gross margins improved through the year, both including and excluding our acquired businesses.

Our global presence is expanding, as demonstrated by strong international sales for the year. Revenues for 2011 in our largest non-U.S. regions, Europe, Middle East and Africa, increased about 29% over 2010. Approximately 52% of 2011 revenues were from outside the U.S.

The volume of sales through indirect sales channels also grew in 2011, expanding our sales reach. We continued to expand and enhance our sales channels programs, including the industry award-winning PartnerNet program, first launched in 2010.

Product introductions in 2011 reinforced our broad product portfolio, which showed significant growth in particular product categories. Enhancements developed in 2011 were announced early in 2012.

During the past three years, we have invested in programs that would benefit future periods, such as streamlining our product manufacturing and supply chain operations, expanding and refining our sales channel, implementing a new global enterprise resource planning (ERP) system and developing products and services that will effectively support our strategy. We have also reduced our operating cost structure over the past three years, and we expect to rigorously pursue continuing improvements in operational efficiency and cost reduction going forward.

We have consistently generated positive cash flow each year while investing in the initiatives described above. We have generated $60.1 million in net cash provided by operating activities of continuing operations in the past three years ($14.3 million in 2011, $21.8 million in 2010 and $24.0 million in 2009, respectively). The Company s strong cash position allowed us to repurchase $20 million of our shares on the open market in 2010, and to announce an additional $10 million repurchase program in March 2011.

The Company s strong financial condition made it possible for us to pursue our strategic acquisitions. The Vocollect acquisition was funded by approximately $100 million in cash and approximately $97 million in debt. Our strong cash position and borrowing capacity allowed us to fund this strategic acquisition, as well as the Enterprise Mobile acquisition.

The above discussion of our business results should be read in conjunction with our Form 10-K for 2011, including our audited financial statements and management s discussion and analysis of our financial condition and results of operations, and the other periodic and current reports we file with the SEC.

Impact on Executive Compensation

The Board and the Committee support the strategies, investments and initiatives developed by management to improve the long-term health of the Company and position it for future success. Over recent years, the multi-faceted programs necessary to achieve our strategic ends have been challenging to implement during a global economic downturn and a slow-paced, uneven recovery. These initiatives have demanded a commitment to long-term results. Some of our initiatives have resulted in current period charges or expenses that offset profitability in current periods, and we also have incurred other non-cash charges not directly related to the success or failure of our strategic progress. The Board and the Committee believe that the effective use of performance targets that reward meaningful progress toward long-term strategic goals is an important tool in motivating achievement and in attracting and retaining talented executives, despite such charges.

In 2011, the Committee took the following actions to further implement our pay-for-performance philosophy with appropriate compensation and retention incentives:

Base salaries for 2011 were modestly increased by 3% to recognize operational achievements during 2010 and to remain competitive with peer group comparisons.

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The 2011 annual incentive program design was simplified by assigning targets for only two financial measures (business operating profit before interest and taxes, as a percent of revenue, and free cash flow), each of which individually may result in payment of some portion of the potential payout. The achievement levels in 2011 resulted in a payout of 90.7% of target under this program. The Committee believes these measures are closely aligned with stockholders interests and that the simplified plan design enhances management focus on key priorities that will enable us to pursue our strategic goals.

In 2011, our performance share unit program returned to a three-year measurement period, and assigned a single performance measure: cumulative revenue. Long-term revenue growth is important to enable the Company to invest in its strategic and growth initiatives, and balances the focus on profitable growth in the annual incentive goals.

In 2011, we fulfilled our commitment that at least one-half of the equity normally granted to our CEO for the year (based on the number of shares) would consist of awards that vest based upon the achievement of specified performance goals.

In establishing performance goals and evaluating management performance, we believe it is important to understand the Company s core operating results, especially when comparing those results on a consistent basis to results for previous periods and anticipated results for future periods. For purposes of attainment against performance targets related to business operating performance and profitability, performance has been calculated excluding specified costs or charges not directly reflective of the performance of the ongoing business. See Components of the Executive Compensation Program 2011 SOIP Goals and Results . Appendix A to this proxy statement presents reconciliations of certain of the Company s GAAP financial results, as adjusted in connection with the determination of attainment of performance goals under certain incentive compensation programs.

Corporate Governance Highlights

In order to further align the long-term interests of management with those of our stockholders and align our compensation program with best practices, the Board and the Committee have established the following policies and practices:

Independent Compensation Committee. The Committee, comprised solely of independent directors, approves all compensation for our named executive officers.

Independent compensation consultant. The Committee retains an independent compensation consultant that does not provide any services to management and that had no prior relationship with management prior to the engagement.

Compensation risk. The Committee assessed our compensation policies and programs and determined that we have no compensation policies and programs that give rise to risks reasonably likely to have a material adverse effect on the Company.

Annual Say-on-Pay vote. We will hold annual advisory say-on-pay votes on executive compensation.

Executive stock ownership guidelines. Our Board adopted stock ownership guidelines that our named executive officers are expected to meet within five years. See Stock Ownership Guidelines, below.

Clawback policy. In 2012, the Committee adopted a clawback policy for awards made pursuant to our annual and long-term incentive programs. See Clawback Policy , below.

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No enhanced benefit programs. We do not provide our management with pensions, supplemental executive retirement plans or any other enhanced benefit programs beyond those that are typically available to all other employees other than a deferred compensation plan for senior executives.

Limited perquisites. Our management receives minimal perquisites, consisting primarily of special life insurance coverage applicable only to our CEO and several other employees, who are not executive officers.

Performance, Competitiveness, and other Committee Considerations in Setting Executive Compensation

Total direct compensation (base salary, annual cash incentive compensation and long-term equity compensation) realized by our senior executives for 2009 and 2010 fell short of targeted executive compensation for the period. The Committee believes that senior management delivered meaningful progress in key business objectives during that period, although our incentive programs did not reward those results. The Supplemental Total Realized Compensation Table on page 45 (the Supplemental Table) presents the amount of compensation realized for each named executive officer in 2009-2011, as compared to the Total Compensation reported for each year on the Summary Compensation Table. During this period, our senior executives realized compensation did not remain competitive, their stock ownership did not grow as expected and retention was a concern.

The Supplemental Table also illustrates that the Committee s actions have begun to address these concerns. In 2010, annual equity grants were modified for that year only, in both amount and mix (among stock options, restricted stock units and performance share units), to provide an opportunity for increased executive stock ownership and to provide a retention incentive. The 2010 restricted stock unit grants that vested in 2011 are reflected in the Supplemental Table and in the 2011 Option Exercises and Stock Vested table.

In any given year, when establishing elements of executive compensation, the Committee may take into consideration one or more of the following factors:

The belief that the total compensation opportunity and the percentage of total compensation at risk should increase as the level of responsibility rises. For example, because the CEO has overall responsibility for our entire Company, his total compensation opportunity is significantly greater;

Internal pay equity among similarly situated officers. We assess an executive officer s responsibilities, the scope of their position, and the complexity of the department or function they manage relative to their internal peers, and set compensation levels within a relatively narrow band for comparably situated executives;

The Company s performance, operating budget and expected financial constraints;

Trends in compensation paid to similarly situated officers at our peer companies;

The market 25^{th}, 50^{th} and 75^{th} percentile of compensation paid to executives in similar positions at our peer companies, as we believe this helps us in determining the amount of compensation that is needed to attract, retain, and motivate our executives;

An executive s historical and anticipated performance;

The need to motivate executives to address particular business challenges that are unique to any given year;

The independent judgment of the members of the Committee;

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- Our CEO s recommendations for his direct reports, because of his direct knowledge of the results delivered and leadership demonstrated by each executive;

- A review of a current executive officer s total compensation as set forth in a tally sheet that includes data regarding fixed and variable compensation at target and the value of stock options and share units granted to each executive officer in previous fiscal years;

- Fixed and variable compensation history, individually and in the aggregate, including target and actual payouts of performance-based compensation; and

- The total compensation cost and stockholder dilution resulting from executive compensation actions, as we believe this helps us maintain a responsible cost structure for our compensation programs.

The relative weight, if any, given to each of the factors above varies with each individual executive officer and with respect to each element of compensation at the sole discretion of the Committee. For more information about benchmarking data we use to evaluate the competitiveness of our executives compensation, see Benchmarking and Peer Group Information, below.

In 2011, after considering input from stockholders and other interested parties, the Committee made commitments to ensure that at least 50% of equity grants to our CEO (in 2011) and all of our named executive officers (in future years) will be subject to performance goals. These grants and our commitments are discussed below in Long-Term Equity Incentive Program .

The Committee has considered the results of our first annual stockholder advisory vote on the compensation of our named executive officers (our Say on Pay Proposal) held at our 2011 Annual Meeting of Stockholders. Approximately 76% of shares present at the meeting voted For our 2011 Say on Pay Proposal (11% voted Against , and 13% Abstained , excluding broker non-votes). The Committee has considered these voting results as a factor in its compensation planning for 2012, and believes that the level of support indicated reflects favorably on the Company s executive compensation program, including the commitment to ensure that at least 50% of equity grants to named executive officers will be subject to performance goals. The Committee has engaged a new independent compensation consultant to assist in implementing these commitments in 2012 and has adopted other policies consistent with positive pay practices. See Corporate Governance Highlights, above and Long-Term Equity Incentive Program Changes for 2012 Long-Term Equity Incentive Program, below.

Components of the Executive Compensation Program

Total Direct Compensation Mix. The Committee s decisions about compensation for the named executive officers are intended to emphasize at-risk, performance-based compensation. As a result, only a small proportion of target total direct compensation (approximately 22% for our CEO and 29% for our other named executive officers) is in the form of fixed cash salary; a majority of the target value of total direct compensation is either variable or long-term, or both. A significant proportion of the total direct compensation of our executive officers is at-risk, performance-based compensation. By at-risk we mean that the individual is not guaranteed to receive value for that element of compensation; for example, stock options are valuable only if the price of the Company s stock increases above its price on the date of grant.

The Committee s policies are generally applied consistently among all of our executive officers, including the CEO. However, after taking into account input from our stockholders and ISS Proxy Advisory Services in early 2011, the Committee decided to increase the portion of the CEO s equity compensation that is contingent on meeting specified performance goals; that same adjustment is being implemented for our other executive officers in 2012. Our CEO s compensation is reviewed in the context of the higher market compensation for

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CEOs generally. The Committee believes that the CEO position merits a higher level of compensation relative to other named executive officers because of its critical role in the strategy and performance of the business and the need to attract and retain a talented executive to fill this role.

For all of our named executive officers as a group, including our CEO, the at-risk components of 2011 target total direct compensation (and their respective percentages) were approximately 73% of the total, and comprised: the 2011 target annual cash incentive (approximately 18%); and the long-term incentive awards made in 2011 (approximately 55%), consisting of the grant date fair value of the stock options and the grant date fair value of the target number of PSUs and (for our CEO) PBRSUs. These percentages were calculated by dividing (i) the total at-risk compensation amount by (ii) target total direct compensation, which includes the at-risk compensation plus base salaries and the grant date fair value of RSUs.

As noted in Impact on Executive Compensation, the target total direct compensation mix has not generally been realized by our executive officers in recent years. For a variety of reasons, our recent compensation programs have not resulted in significant cash or equity payments.

Base Salary. Base salaries are a fundamental executive recruitment and retention tool. The Committee believes that it is essential to offer some form of non-contingent compensation to attract and retain qualified executives. Although peer benchmarking establishes the market median value for total compensation, whether a named executive officer s base salary is set at, above or below that median for similar executive positions in the peer groups is based in part on a subjective assessment of the officer s individual performance and the list of factors outlined above. The Committee believes that outstanding performers can be paid above the median, and that truly exceptional performers can be paid well above the median. The Committee assesses the performance of the CEO and discusses with the CEO his assessment of the individual performance of the other named executive officers. Generally, these assessments consider such factors as the officer s contribution (in his or her area of responsibility) to business initiatives intended to deliver financial or strategic value to the Company s short-term and long-term business and financial goals, or an officer s strategic leadership toward these goals, or whether an officer has assumed a greater scope of responsibility than counterparts at peer companies. No specific weight is given to any one objective or performance factor. The Committee s approval of salary levels reflects an overall assessment of how well each named executive officer performed his job, in the context of the performance of the leadership team overall.

For 2011, the Committee made its annual review of competitive benchmarking and market position in November 2010 and decided to increase salaries of executive officers by approximately 3% as of January 1, 2011, in recognition of the operational achievements during 2010 and to maintain competitive salary levels. The Committee considered the salaries of each named executive officer, relative to their respective peer group comparisons and relative to one another as a group. For 2012, the Committee made its annual review of competitive benchmarking and market position in November 2011. At that time, the Committee decided that the base salaries of the named executive officers would not be increased for 2012, except that Mr. Driessnack s base salary was increased by 5% to reflect his continued growth, the impact of the CFO role and to position in his pay more competitively relative to peer company comparisons.

Annual Cash Incentive Program (Senior Officer Incentive Program, or SOIP). The annual cash incentive program in which our named executive officers are eligible to participate is the SOIP, which is intended to motivate participants to achieve short-term business and financial goals. Senior Officers are assigned individual target opportunities for SOIP payments that ranged from 50% to 100% of their annual salaries. Consequently, increases or decreases in a participant s base salary affect his or her SOIP opportunity. Individual target bonus opportunity percentages for our named executive officers are as follows: Mr. Byrne, 100%; Mr. Driessnack, 60%; Mr. Faerber, 60%; Mr. McDonnell, 70%, and Mr. Thompson, 60%. SOIP participants can earn from 0% to 200% of their target payout opportunity, based on the Company s financial performance. The threshold level of achievement provided for payouts of 25% of the target payout amount; achievement below the performance would result in no payout. The Committee establishes the payout opportunity range and threshold achievement levels each year. The Committee s practice has been to assign only Company financial goals for the

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annual cash incentive opportunity; individual performance is not a factor. The Committee determines the extent to which the participants have earned their SOIP payments at the end of the year and has the authority to reduce the payout despite achievement of the SOIP goals, and to make specified adjustments for results that are not reflective of the performance of the ongoing business. Apart from the SOIP, the Committee has discretion to award a supplemental bonus payment based on individual performance factors as it deems appropriate.

2011 SOIP Goals and Results. In February 2011, SOIP target performance goals were assigned. The Committee selected two performance measures with the following weightings: (1) achievement of business operating profit (BOP) before interest and taxes, as a percentage of revenue (75% weight) and (2) free cash flow (FCF) (25% weight). Achievement of each performance threshold measure independently may result in payment of a portion of the potential payout. The Committee believes these measures are aligned with the strategic initiatives and business performance objectives being led by senior management. Because our Senior Officers are responsible for the success of the entire organization, the Committee intentionally included the operating results of acquired companies in the targets. However, for determining level of attainment, BOP specifically excludes various restructuring and acquisition costs, and some other non-recurring charges and expenses which, in the Committee s view, do not directly reflect the performance of the ongoing business.

The 2011 goals and their weighting were intended to balance profitable revenue achievement and prudent management of cash and liquidity. The Committee believed that these goals reflected appropriate business objectives in the period of tentative economic recovery prevailing in 2011. The target value for BOP was 3.5% of revenue, as adjusted. The target value for FCF was $20 million. The Committee determined that the performance goals for the 2011 SOIP were partially achieved, so that payout was made based on the percentage reported as the Blended Results for 2011 SOIP in the table below. Table 1 in Appendix A to this proxy statement presents a reconciliation of the Company s GAAP operating income (loss) for 2011, and as adjusted on a non-GAAP basis excluding, among other things, the impact of acquisition-related costs and acquisition-related accounting adjustments in 2011.

2011 SOIP Goals and Results

Metric	Target (Dollars in millions)	Actual Attainment (Dollars in millions)	Award %	Metric Weight	Adjusted Award Results %	Blended Results for 2011 SOIP
Business Operating Profit, adjusted (BOP)	3.5% of revenue	3.92% of revenue	120.9%	75%	90.7%	90.7%
Free cash flow (FCF)	$ 20.0	$ 5.7	0.0%	25%	0.0%	

2012 SOIP. In February 2012, the Committee assigned SOIP target performance goals, selecting the same performance measures and weightings as used for the 2011 SOIP, as follows: (1) achievement of BOP (adjusted) before interest and taxes, as a percentage of revenue (75% weight) and (2) FCF (25% weight). Achievement of each performance measure independently may result in payment of a portion of the potential payout. The Committee believes these measures continue to be aligned with the strategic initiatives and business performance objectives being led by senior management. For determining level of attainment, the adjustments mentioned above for the 2011 SOIP would apply. For the 2012 SOIP, the target performance level has been increased and the threshold performance level is proportionately higher (i.e., closer to the target level of achievement), and achievement at that level will result in a payout of 50% of the target payout opportunity. Achievement below the threshold performance level would result in no payout.

Long-Term Equity Incentive Program

General. Our long-term equity incentive program is intended to provide a direct link between executive compensation and long-term stockholder value creation. Long-term incentive opportunities are allocated among stock options, PSUs and time-vested RSUs. The amount and relative proportions of each type of award have varied in the past three years.

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In setting the value of the long-term incentive opportunity for an individual executive officer and for the executive officers as a group, the Committee considers Company performance, the long-term incentive opportunities provided by our peer group companies to their executive officers and the competitiveness of our total direct compensation for executive officers relative to our peer group companies and an assessment of our share usage and related economic costs. The value set is the Committee s subjective determination after considering these factors.

Long-term equity incentive grants and awards are important compensation tools for attracting, retaining and motivating executives and key employees. Each type of grant or award supports important compensation objectives.

PSUs provide a competitive long-term incentive award that will reward executive officers and other participants for overall success in the Company s financial performance over multiple years. Participants receive payouts in the form of common stock at the end of a three-year period in an amount dependent on the degree to which the assigned financial performance goals were achieved. The performance share opportunity is intended to provide an incentive to achieve particular business and performance metrics over a multi-year period.

Stock options are intended to align executives interests with those of stockholders, by providing an incentive to increase our stock price through positive business and financial performance over multiple years. The stock options only have value to the recipients if the price of the Company s stock appreciates above the price on the date the options are granted.

RSUs that vest over time are intended to align executives interests with those of stockholders, by providing an incentive directly affected by increases and decreases to our stock price. RSUs provide greater certainty of executive stock ownership. The vesting period provides a balanced incentive to preserve and grow the value of the shares over time and serves as a retention incentive.

CEO Performance-Based Restricted Stock Unit Awards and Results. Based on conversations in 2011 with certain stockholders and other interested parties regarding our executive compensation program, we committed that at least 50% of the equity granted to our CEO for 2011 (based on the number, not value, of shares) would consist of awards that vest based on the achievement of specified performance goals. As a result, in addition to the PSU award granted in March 2011 (described below), the Committee granted PBRSUs to our CEO in May 2011. The PBRSUs required achievement of a minimum BOP of 1.5% of revenue for the year ending December 31, 2011, subject to further time vesting if the performance goal is met. BOP was also a measure under the SOIP, described above. For purposes of the PBRSUs, attainment of BOP excluded certain costs and charges, as described above in connection with 2011 SOIP Goals and Results. Table 1 in Appendix A to this proxy statement presents a reconciliation of the Company s GAAP operating income (loss) for 2011, and as adjusted on a non-GAAP basis excluding, among other things, the impact of acquisition-related costs and acquisition-related accounting adjustments in 2011. As reported above in connection with the 2011 SOIP results, BOP as a percentage of revenue exceeded 1.5%, so the performance measure under the PBRSUs was met. Accordingly, the awarded PBRSUs have become time-vested, and will vest 33% on the first and second anniversaries of the date of grant, and 34% on the third anniversary, if employment continues.

Slightly more than 50% of the equity granted to Mr. Byrne in 2011 (based on the number of shares granted) consisted of the PBRSUs described above and PSUs granted under the 2011-2013 PSU Program described below; both grants are performance-based. The remaining 50% of the equity granted to our CEO for 2011 consisted of restricted stock units that vest ratably over a three-year period based solely on continued employment.

Performance Share Unit Program Awards and Results. For a number of years, the Committee has established target awards of PSUs for each named executive officer at the beginning of each three-year award cycle; a new three-year award cycle begins each year. The performance targets are based on Company financial

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goals, rather than individual performance. In establishing the goals, the Committee takes into account its subjective assessment of the degree of difficulty required to achieve the performance levels. The targets goals are intended to be achievable if the business performs in a manner that is consistent with its plans, but the achievement is not intended to be a certainty. Participants can earn from 0% to 200% of their target PSU award based on the Company s performance against the assigned target goals, and subject to their continued employment through the last day of the three-year award cycle.

2011-2013 PSU Program. The Committee modified the performance period and goals for the 2011-2013 PSU Program to be better aligned with the strategic initiatives and business performance objectives being led by senior management. The performance period is three years and achievement will be measured as of the end of 2013. There is a single financial goal: cumulative revenue. Long-term revenue growth is important to enable the Company to invest in its strategic and growth initiatives. The Committee believes that setting cumulative revenue as the performance goal for the 2011-2013 PSU Program balances the short-term focus of the SOIP program on business operating profit and free cash flow with that of long-term business growth. Achievement will be determined as a percentage of the target, excluding significant acquisitions.

2010-2012 PSU Program. There were two financial goals assigned for the 2010-2012 PSU Program, with a performance period of two years, so achievement was measured as of the end of 2011. The performance goals and their relative weightings were: cumulative diluted earnings per share from continuing operations (EPS) (70% weight), and cumulative revenue (30% weight). Achievement of each goal was separately determined as a percentage of its respective target. The overall level of achievement determined the number of shares of our common stock to be issued to the participant after the end of 2012, conditioned on continued employment through December 31, 2012. The Committee believes these performance goals were appropriate because they emphasize incentives for consistently generating profitable revenue, and are easily understood by stockholders and employees. EPS is a key indicator of the value of the business to stockholders. The Committee also felt that a two-year measurement period would be appropriate in light of the degree of internal development and change anticipated by management s strategic initiatives and of the continuing economic uncertainties at the time the performance cycle was established. These goals are aligned with stockholders interests, by targeting performance that would take advantage of the Company s scalable, profitable business model when the business cycle recovers.

For the 2010-2012 PSU Program, the cumulative EPS threshold was $0.65; the actual GAAP result as of December 31, 2011 was ($0.60), so there was no payout as to 70% of the award. The cumulative revenue threshold was $1.40 billion for a 50% payout; the actual result was revenue of $1.411 billion, resulting in a 55.5% payout for the revenue component after applying interpolation. Since the revenue component is weighted at 30%, the weighted payout under the 2010-2012 PSU Program was 16.6%. This percentage was applied to the PSU grant opportunity for each participant to determine the number of shares to be issued after the end of 2012, subject to applicable employment conditions.

Attainment of the cumulative revenue goal for the 2010-2012 PSU Program was not based on revenue as reported in accordance with GAAP. Because the acquisitions we made in 2011 were not contemplated when this program was established, management recommended and the Committee agreed that the program grant did not intend to include the revenue results of these businesses. Table 2 in Appendix A to this proxy statement presents a reconciliation of the Company s GAAP revenue for 2010 and 2011, and as adjusted on a non-GAAP basis excluding, among other things, the impact of revenues from acquired businesses in 2011.

2009-2011 PSU Program. The PSU Program for 2009-2011 was based on performance through 2010 and used two financial goals, weighted as follows: EPS (defined the same as in the 2010-2012 PSU Program) (50%), and return on invested capital (ROIC) (50%). Achievement was measured by financial results for 2010, but would have required progress in 2009 to revise the Company s cost structure, as well as to achieve market success and generate cash, notwithstanding the economic uncertainties prevailing in 2009. While progress was made towards these goals in both 2009 and 2010, the targets were not achieved and no shares were awarded. As previously reported, the EPS target was $0.75 EPS for 2010 (the actual was $(0.03)) and the ROIC target was 18% for 2010 (the actual was 1.8%).

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Changes for 2012 Long-Term Equity Incentive Program. In 2011, we committed that at least 50% of the number of shares granted in the future to all our named executive officers would be subject to performance goals with a multi-year basis. Accordingly, in 2012 we have modified our long-term incentive grant structure by rebalancing the allocation of equity grants among stock options and share units subject to performance-based or time-based vesting features. The Committee made awards under the 2012-2014 PSU Program in March 2012. The Committee intends to grant performance-based stock options and time-based RSUs under the 2012 annual long-term incentive program in the second quarter of the year. For purposes of our program administration, we make the allocation of grants based on value. Because the number of options is determined on approximately a three-to-one basis compared to PSUs and RSUs, the allocation described below can be expected to result in proportionately more performance-based stock options than the other forms of grants.

2012-2014 PSU Program. The PSUs granted in March 2012 are expected to represent approximately 25% of the grant date value of the total equity awarded in 2012 to our named executive officers. The PSU grants are subject to three performance measures: revenue, earnings per share and free cash flow. Each performance measure relates to one-third of the PSUs granted. Each of the performance measures has been assigned an annual goal, with attainment to be measured as of December 31 in each of 2012, 2013 and 2014. One-third of each tranche of PSUs related to a performance measure will vest based on the attainment of the applicable annual goal, and be eligible for payout at that time. If the annual threshold goal for a performance measure is not met, the PSUs for that year s tranche will be forfeited. The intent of this design is to create a performance-based award that is motivational to achieve milestone goals, and recognizes the challenge of forecasting timing for achievement of longer-term strategic goals and the need to promote commitment and retention of the Company s executive team over a multi-year period. Attainment of the goals may be measured excluding specified items that the Committee believes do not reflect the performance of the ongoing business.

The Committee believes that these measures balance aspirations to significant revenue growth, profitability and operating efficiency over the next three years. The measures also complement the annual incentive focus on business operating profit as a percent of revenue and free cash flow, so that our overall incentive-based program balances both near-term and long-term performance.

Performance-Based Stock Options. We currently expect that approximately 25% of the grant date value of equity awarded will be comprised of nonqualified stock options that require successful achievement of an annual performance goal as a prerequisite to annual vesting events over a multi-year period. Unvested options would carry over to the following year s vesting opportunity. Options not vested at the end of the multi-year period would be forfeited.

RSUs. We currently expect that approximately 50% of the grant value of equity awarded will be comprised of RSUs that are time-vested in roughly equal increments over a multi-year service period. However, the number of RSUs represented by this value-based allocation is less than 50% of the total number of shares subject to equity awards expected to be granted in 2012.

The Committee will continue to assess the needs of the Company and the goals of the executive compensation program to determine the size and relative mix of equity grants at the time they are made.

Post-Employment Compensation and Benefits

Deferred Compensation Plan. All of our named executive officers are eligible to participate in the Intermec Deferred Compensation Plan, which is intended to provide benefits not available to participants under our 401(k) Plan due to the limitations imposed on that plan by the Code. Additional information regarding the Intermec Deferred Compensation Plan is shown in the 2011 Nonqualified Deferred Compensation table.

Post-Termination Change of Control Benefits. The Company maintains a Change of Control Severance Plan (the COC Plan) and an Executive Change of Control Policy for the 2008 Plan (the COC Policy).

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The Committee believes it is in the Company s and our stockholders interests to maintain a competitive change of control program to promote the alignment of management s interests with those of stockholders in evaluating potential change of control transactions by minimizing the distraction of executives that may be caused by personal uncertainties. The Potential Payments Upon Termination or Change of Control section provides details of the benefits available under the COC Plan and COC Policy, and the estimated potential incremental benefits under those programs for the named executive officers.

Post-Termination Severance Benefits. The Company maintains a severance plan to provide benefits to senior executives following certain terminations of employment. The severance plan requires a qualifying termination of employment by the Company. Benefits payable under the COC Plan and the severance plan are coordinated to avoid any duplication. The severance plan does not require us to retain the executives or to pay them any specified level of compensation or benefits, and we have certain rights to modify the benefits without the consent of the executives. The Committee believes the severance plan is competitive with those of peer companies, and that it serves to diminish the distraction of personal uncertainties in periods of change. The Potential Payments Upon Termination or Change of Control section provides additional information regarding the severance plan and the estimated potential incremental benefits under the plan for the named executive officers.

Benchmarking and Peer Group Information

In selecting peer technology companies for executive compensation benchmarking purposes, the Committee has found that there are too few comparable companies in the AIDC market to provide a broad sample for comparisons. Therefore, the Committee s practice is also to include non-AIDC technology firms of similar range of size and scale, and that have similar business and financial characteristics. We believe these are characteristics of the firms with which we compete for executive talent.

The Committee reviews market practices for compensating our executive officers, including data from our peer companies (as described below), for the three major components of our compensation program: base salary, variable annual incentive compensation, and long-term equity incentive compensation. When reviewing and analyzing the amount of each major component and the total compensation opportunity for our executive officers, the Committee generally reviews each component at the market 25^{th}, 50^{th} and 75^{th} percentiles of our peer companies for guidance. The Committee, however, does not set compensation components to meet specific benchmarks, such as targeting salaries at the 50^{th} percentile or equity compensation at the 75^{th} percentile. Rather, the Committee reviews this peer data as a reference point in determining whether the total compensation opportunity is likely to provide sufficient motivation and retention, as well as whether it properly reflects the executive s role and scope of responsibilities relative to companies with whom we may compete for talent. The Committee chooses the actual amount of each element of compensation and the total compensation opportunity of each executive officer based in part on this peer data and in part on the factors discussed above in Performance, Competitiveness, and other Committee Considerations in Setting Executive Compensation.

BDO, the Committee s independent compensation consultant for decisions related to 2011 compensation, suggested that we use both a Technology Peer Group and a General Industry Peer Group in evaluating our executive compensation. The Committee referred to data from these two peer groups in order to understand a broad industry perspective on competitive executive pay norms and trends. To provide a consistent approach to benchmarking, we compared rank order of executives below the CEO and CFO to the rank orders of executives at companies in the peer groups. This also provided more data points among companies that do not have direct matches for our executive roles. BDO recommended these peer groups based on its assessment that they are broadly comparable to the Company in terms of human capital and market competition, revenues, profit margins and market capitalization. These peer groups were used by BDO to advise the Committee on 2011 compensation for the named executive officers. The Technology Peer Group and the General Industry Peer Group used as reference for 2011 compensation decisions are identified in Appendix B, Tables I and II, respectively.

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The Committee engaged the services of Exequity LLP, an independent compensation consultant, in July 2011, for assistance with compensation design and decisions for 2012. As part of Exequity s review of the Company s executive compensation program, it reviewed the Company s peer groups used for 2011, and suggested that the Company use a single primary peer group consisting of technology companies with similar business focus and annual revenue size to that of the Company for 2012. The Committee considered the following criteria in approving a peer group of 24 companies for 2012 compensation review: (1) publicly-traded technology hardware and equipment companies with business focus on computer storage and peripherals and communications equipment; (2) companies that operate in the global and regional markets in which the Company competes; (3) companies that share a competitive customer base and/or similar business model; and (4) companies with annual revenues of a similar size to the Company. The peer group used by the Committee as reference for 2012 compensation decisions is identified in Appendix B, Table III.

Perquisites

Perquisites are not intended to be a material component of our on-going executive compensation programs. Mr. Byrne participates in a program under which certain officers of the Company are eligible for additional life insurance coverage issued by Standard Life Insurance at the Company s expense. In 2007, the Committee decided that no more participants would be added in the future, but did not terminate the program for then-current participants.

Stock Ownership Guidelines

We maintain stock ownership guidelines to ensure that our Senior Officers (including named executive officers) have a meaningful stake in the equity of the Company and to further align the interest of the officers with the long-term interests of our stockholders. The guidelines require each named executive officer to retain a fixed number of shares of stock. Under these guidelines, our CEO is required to hold 100,000 shares of Intermec common stock; our CFO is required to hold 50,000 shares; and our other Senior Officers are required to hold 25,000 shares. Restricted stock and time-based RSUs (which have not vested) are included in the calculation to determine whether the guidelines are met, but stock options (whether vested or unvested), PSUs or other performance-based awards are not included. The design of the ownership guidelines assumes that, in normal circumstances, an officer can reach the requisite stock ownership level within five years. All of our Senior Officers currently meet these ownership guidelines, except for one Senior Officer who was recently hired.

Equity Granting Practices

The Committee makes annual awards of stock options and RSUs to named executive officers at its meeting during the second quarter of the year, which coincides with our annual stockholders meeting. This Committee meeting also typically occurs during an open trading window, which is a period when our insider trading guidelines permit executive officers to engage in trading in Intermec securities. The Committee meeting date, or the next following trading day, is the effective date for the grants. PSU awards to our named executive officers typically are made in the first quarter of the year.

The exercise price or strike price of stock options is the fair market value of Intermec common stock on the date of the grant. The Committee also may approve equity awards throughout the year for newly hired executive officers or for promotion or retention purposes. These awards are effective on the date the Committee acts or a subsequent date determined by the Committee. The exercise price of stock options is the fair market value on the date of grant.

When the Committee makes its annual grant of stock options and RSUs, it also delegates to an Equity Grant Committee the authority to make an annual grant of stock options and RSUs to employees other than

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named executive officers. The Equity Grant Committee members are the Chairman of the Committee and the CEO, who is also a director of the Company. The number of shares authorized for the annual stock option and RSU grants by the Equity Grant Committee is set by the Committee; the grant by the Equity Grant Committee is made on the same day that the Committee makes annual equity grants to the named executive officers, other than PSUs.

The Committee also delegates to the Equity Grant Committee the authority to grant stock options, PSUs and RSUs to employees other than the named executive officers, up to a specified number of shares, until the next annual meeting of stockholders. The Equity Grant Committee generally uses this authority to make grants of equity to newly-hired or promoted management employees at times other than when the annual equity grants are made. These grants must be made by action of the Equity Grant Committee and are made effective on the 15th day of the month (or the next following trading day, if a weekend or holiday).

We also maintain policies and procedures applicable to employees and Directors trading in our common stock. We enforce trading blackout and open trading window periods for our Directors, our Senior Officers (including named executive officers) and other employees who, by virtue of their positions, may have material non-public information. During the open trading window, these individuals must also obtain preclearance from the Corporate Secretary s office before undertaking a transaction. Our policies also prohibit short trading, puts and calls for executives, and other forms of conflict of interest, which we believe precludes hedging transactions.

Clawback Policy

In February 2012, with the advice of its independent compensation consultant, the Committee approved a policy for recovery of incentive compensation (the Clawback Policy). The Clawback Policy was adopted to prevent executives involved in wrongful conduct from unjustly benefiting from that conduct, and to remove the financial incentives to engage in such conduct. The Clawback Policy generally provides that the Committee may recover incentive compensation from a Senior Officer who is involved in wrongful conduct that results in a restatement of the Company s financial statements for any fiscal quarter or year after adoption of the Clawback Policy, provided the restatement occurs within three years after the end of the restated year. Incentive compensation for this purpose includes the full amount of any annual cash incentive payment under the SOIP calculated based on the financial statements that were subsequently restated, and excess proceeds from sales of any stock acquired under equity incentive awards where such sales were made at inflated stock prices ensuing after the release of earnings that were subsequently restated. We plan to continue to monitor requirements to amend our Clawback Policy for compliance with the provisions of the Dodd-Frank Act, once implemented by regulations.

Limits on Deductibility of Compensation

Section 162(m) of the Code generally limits the tax deductibility of compensation paid by a public company to its CEO and certain other highly compensated executive officers who are in office at the end of the fiscal year to $1 million per officer in the year the compensation becomes taxable to the executive. There is an exception to the limit on deductibility for performance-based compensation that meets certain requirements.

The Committee s policy is to provide annual incentive awards, stock options and PSUs that are qualified and fully deductible by the Company under Section 162(m) of the Code. However, in order to maintain market competitive compensation programs, the Committee has reserved the right to approve incentive and other compensation that may not meet the Section 162(m) performance-based compensation exception. To the extent that such compensation exceeds the $1 million limitation set forth in Section 162(m) of the Code, the Committee recognizes that the loss of the tax deduction may be unavoidable under these circumstances.

The time-vested RSUs granted by the Committee will not be treated as performance-based compensation under Section 162(m) of the Code. The value of RSUs generally becomes taxable to the executive upon vesting, not upon grant.

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REPORT OF THE COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors has reviewed and discussed the Compensation Discussion and Analysis for fiscal year 2011 (CD&A) with management. Based on such review and discussions, the Compensation Committee has recommended to the Board of Directors that the CD&A be included in this Proxy Statement for filing with the SEC.

The Compensation Committee

Larry D. Yost, Chair

Keith L. Barnes

Eric J. Draut

Gregory K. Hinckley

Lydia H. Kennard

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SUMMARY COMPENSATION TABLE

The following table sets forth information regarding compensation for each of our named executive officers for 2011 and, where applicable, 2010 and 2009. The information contained in this table should be viewed together with the 2011 Grants of Plan-Based Awards table, which includes target levels for annual incentive awards and long-term performance share awards, to obtain the most accurate representation of short-term and long-term incentive compensation elements and the total compensation provided to our named executive officers.

Name and Principal Position	Year	Salary (a) ($)	Bonus ($)	Stock Awards (b) ($)	Option Awards (c) ($)	Non-Equity Incentive Plan Compensation (d) ($)	All Other Compensation (e) ($)	Total ($)
Byrne, Patrick J.	2011	$ 720,596	$ 0	$ 1,903,381	$ 0	$ 653,941	$ 24,769	$ 3,302,687
CEO and President	2010	698,508	0	2,304,564	492,346	0	24,062	3,519,480
	2009	610,731	0	832,000	584,400	0	59,651	2,086,782
Driessnack, Robert J.	2011	319,121	0	387,323	231,802	173,763	7,840	1,119,850
CFO and Senior Vice President	2010	309,385	0	735,803	157,275	0	493,903	1,696,366
	2009	256,154	80,000	277,326	580,400	0	155,975	1,349,855
Faerber, Dennis A.	2011	339,710	0	387,323	231,802	184,972	10,871	1,154,678
Senior Vice President, Global Operations	2010	329,077	0	735,803	157,275	0	39,354	1,261,509
	2009	273,462	0	277,326	194,800	0	7,840	753,428
McDonnell, James P. (f)	2011	360,298	0	387,323	231,802	228,879	11,530	1,219,832
Senior Vice President, Global Sales and Marketing	2010	341,923	80,000	851,434	595,940	0	7,840	1,877,137
Thompson, Earl R.	2011	331,474	0	387,323	231,802	180,488	10,607	1,141,694
Senior Vice President, Mobile	2010	320,854	0	735,803	157,275	0	9,963	1,223,895
	2009	250,673	0	277,326	194,800	0	23,835	746,634
Solutions Business Unit								

(a) Includes amounts deferred at the officer s election. See 2011 Nonqualified Deferred Compensation.

(b) The amounts shown in this column include PSUs granted pursuant to our 2011-2013 PSU Program, the PBRSUs granted to our CEO in 2011 (PBRSUs) and RSUs. These amounts represent the grant date fair value of awards computed in accordance with FASB ASC Topic 718. Refer to the Shareholders Equity note in the Notes to Consolidated Financial Statements included in our Form 10-K for the relevant assumptions used to determine the valuation of our stock awards. The grant date fair value of PSUs was calculated based on the target number of PSUs for the award period commencing in the year indicated. For 2011, the grant date fair value of PSUs for the 2011-2013 award period, assuming the highest level of payout for performance against assigned targets, would be as follows: $689,835 for Mr. Byrne and $220,475 for each of Mr. Driessnack, Mr. Faerber, Mr. McDonnell, and Mr. Thompson. The grant date fair value of PBRSUs was calculated based on the target number of PBRSUs, which is the only level of payout, if the performance measures are met. The PSUs, PBRSUs and RSUs are discussed in further detail under Compensation Discussion and Analysis Long-Term Equity Incentive Program.

(c) The amounts shown in this column represent the grant date fair value of option awards, computed in accordance with FASB ASC Topic 718. Refer to the Shareholders Equity note in the Notes to Consolidated Financial Statements included in our Form 10-K for the relevant assumptions used to determine the valuation of our option awards.

(d) The amounts shown in this column constitute the annual cash incentive awards paid to each named executive officer based on the Committee s evaluation of the achievement of Company performance goals for the year indicated. No amounts were paid for 2010 and 2009. The 2011 SOIP is discussed in further detail in Compensation Discussion and Analysis Components of the Executive Compensation Program Annual Cash Incentive Program (Senior Officer Incentive Program, or SOIP) 2011 SOIP Goals and Results. The estimated possible payouts for these awards are reflected in the 2011 Grants of Plan-Based Awards table.

(e) The following table sets forth for each of the named executive officers the amounts attributable to elements of All Other Compensation for 2011.

Name	Company Contributions to Defined Contribution Plans (i) ($)	Other ($)	Total ($)
Byrne, Patrick J.	$ 23,059	$ 1,710 (ii)	$ 24,769
Driessnack, Robert J.	7,840		7,840
Faerber, Dennis A.	10,871		10,871
McDonnell, James P.	11,530		11,530
Thompson, Earl R.	10,607		10,607

(i) Company contributions to the Intermec 401(k) Retirement Plan (401(k) Plan) and the Intermec Deferred Compensation Plan (Deferred Compensation Plan).

(ii) Premiums for life insurance coverage for Mr. Byrne that were paid by the Company. The premium for Mr. Byrne provided life insurance coverage of $1,500,000 for 2011.

(f) Mr. McDonnell joined the Company as Senior Vice President of Global Sales in January 2010.

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Supplemental Total Realized Compensation Table

The following table supplements the SEC-required disclosure in the Summary Compensation Table set forth above and shows Total Realized Compensation, representing the total compensation realized by each named executive officer in each of the years shown. Total compensation, as calculated under SEC rules and as shown in the Summary Compensation Table above, includes several items that are driven by accounting assumptions, which are not necessarily reflective of compensation actually realized by the named executive officers in a particular year. The following table is not a substitute for the Summary Compensation Table.

Name	Year	Total Realized Compensation (a)	Total Reported in Summary Compensation Table
Byrne, Patrick J.	2011	$ 1,531,982	$ 3,302,687
CEO and President	2010	911,632	3,519,480
	2009	1,068,790	2,086,782
Driessnack, Robert J.	2011	580,273	1,119,850
CFO and Senior Vice President	2010	866,304	1,696,366
	2009	492,129	1,349,855
Faerber, Dennis A.	2011	603,892	1,154,678
Senior Vice President, Global Operations	2010	431,447	1,261,509
	2009	359,861	753,428
McDonnell, James P.	2011	504,072	1,219,832
Senior Vice President, Global Sales and Marketing	2010	429,763	1,877,137
Thompson, Earl R.	2011	595,392	1,141,694
Senior Vice President, Mobile Solutions Business Unit	2010	393,833	1,223,895
	2009	274,508	746,634

(a) Amounts reported as Total Realized Compensation differ substantially from the amounts determined under SEC rules as reported in the Total column of the Summary Compensation Table. Total Realized Compensation is not a substitute for Total compensation. Total Realized Compensation represents: (1) Total compensation, as calculated in the Summary Compensation Table for each of the named executive officers under applicable SEC rules, minus (2) the aggregate grant date fair value of equity awards (as reflected in the Stock Awards and Option Awards columns of the Summary Compensation Table), plus (3) the value realized from the exercise of stock options and the vesting of RSUs or PSUs before payment of any applicable withholding taxes and brokerage commissions (as reflected in the Option Exercises and Stock Vested tables of the proxy statements for the respective years). In addition, Total Realized Compensation reflects any bonus actually paid in each of the years shown, whereas Total compensation under the SEC rules reflects any bonus earned for the applicable years (regardless of when paid). For more information on Total compensation under the SEC rules, see the footnotes accompanying the Summary Compensation Table set forth above.

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2011 GRANTS OF PLAN-BASED AWARDS

The following table provides information regarding 2011 grants of annual and long-term awards for the named executive officers, including the range of estimated possible payouts under our annual SOIP, estimated future payouts under our PSU Program (referred to in the table as LTIP PSU 2011-13), estimated future payouts under the special performance-based restricted stock units awarded to our CEO (referred to in the table as PBRSU), the exercise prices of stock options and the grant date fair value of stock and option awards. These award opportunities align executives interests with stockholders, by providing an incentive to increase stock price and improve the long-term financial performance of the Company.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (a) Threshold ($)	Target ($)	Maximum ($)	Estimated Future Payouts Under Equity Incentive Plan Awards (b) Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#) (c)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (d) ($/Sh)	Grant Date Fair Value of Stock and Option Awards (e) ($)
Byrne, Patrick, J.											
Annual cash incentive		$ 180,149	$ 720,596	$ 1,441,192						$	$
LTIP PSU 2011-13	3/30/2011										