

KB HOME
Form S-8
July 14, 2016

As filed with the Securities and Exchange Commission on July 14, 2016
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KB HOME
(Exact name of registrant as specified in its charter)

Delaware 95-3666267
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

10990 Wilshire Boulevard, Los Angeles, CA 90024
(Address, including zip code, of Principal Executive Offices)

Amended KB Home 2014 Equity Incentive Plan
KB Home 401(k) Savings Plan
(Full titles of the plans)

William A. (Tony) Richelieu
Vice President and Corporate Secretary
KB Home
10990 Wilshire Boulevard
Los Angeles, CA 90024
310-231-4000
(Name and address of agent for service)
(Telephone number, including area code, of agent for service)

Copies of all notices, orders and communications to:
Michael J. O'Sullivan
Munger, Tolles & Olson LLP
355 South Grand Avenue
Los Angeles, CA 90071
213-683-9100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(5)	Proposed maximum aggregate offering price(5)	Amount of registration fee(5)
Common Stock, par value \$1.00 per share (3)	9,600,000	\$16.34	\$156,864,000	\$15,796.20
Common Stock, par value \$1.00 per share (4)	1,000,000	\$16.34	\$16,340,000	\$1,645.44

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement shall be deemed to cover such additional shares of common stock, par value \$1.00 per share (“Common Stock”), of KB Home (“Registrant”) as may be issued pursuant to the above-named plans to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Each share of Common Stock is associated with a preferred stock purchase right under the Rights Agreement, dated January 22, 2009, between the Registrant and Computershare Shareowner Services Inc. (as successor-in-interest to Mellon Investor Services LLC), as Rights Agent. The preferred stock purchase rights are not presently exercisable and do not trade separately from the Common Stock. The preferred stock purchase rights will be issued for no additional consideration and, therefore, no additional registration fee is required.

(3) Covers shares of Common Stock issuable under the Amended KB Home 2014 Equity Incentive Plan (“Amended 2014 Plan”), including 9,119,955 shares of Common Stock initially authorized for issuance under the Amended 2014 Plan, plus an estimate of the aggregate number of additional shares that have become or may become available for issuance in the future pursuant to the terms of the Amended 2014 Plan.

(4) Covers shares of Common Stock issuable under the KB Home 401(k) Savings Plan.

(5) Calculated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 on the basis of \$16.34 per share, which was the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on July 12, 2016.

EXPLANATORY NOTE

The Registrant is registering shares of Common Stock that may be issued under the Amended KB Home 2014 Equity Incentive Plan. In addition, in accordance with General Instruction E of Form S-8, the Registrant is registering additional shares of Common Stock pursuant to the KB Home 401(k) Savings Plan (“401(k) Plan”). The Registrant currently has effective registration statements filed on Form S-8 relating to the 401(k) Plan, which registered securities of the same class as those being registered herewith, and which were filed with the Securities and Exchange Commission on October 27, 2005, July 16, 2010 and July 18, 2014, respectively. The Registrant incorporates by reference those registration statements on Form S-8 (File No. 333-129273, File No. 333-168179 and File No. 333-197521), which are made a part hereof.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Note to Part I of Form S-8 and Rule 428 of the Securities Act of 1933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- (i) The Registrant’s Annual Report on Form 10-K for the fiscal year ended November 30, 2015;
- (ii) The KB Home 401(k) Savings Plan’s Annual Report on Form 11-K for the fiscal year ended December 31, 2015;
- (iii) The Registrant’s Quarterly Reports on Form 10-Q for the quarterly periods ended February 29, 2016 and May 31, 2016;
- (iv) The Registrant’s Current Reports on Form 8-K filed on January 13, 2016, January 27, 2016, April 11, 2016 and May 13, 2016; and

The description of the Registrant’s Common Stock included in the Registration Statement on Form 8–A filed on June (v) 30, 1986, and the description of the Registrant’s Rights to Purchase Series A Participating Cumulative Preferred Stock on Form 8-A filed January 27, 2009, as amended by the Form 8–A/A filed on January 27, 2009.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides, among other things, that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation — a "derivative action"), if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) actually and reasonably incurred in connection with the defense or settlement of such action, and the statute requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation. The statute provides that it is not exclusive of other indemnification that may be granted by a corporation's by-laws, disinterested director vote, stockholder vote, agreement or otherwise.

Article 6(d) of the Registrant's certificate of incorporation provides that the Registrant will indemnify its directors and officers and may indemnify any other employees or agents to the full extent permitted by the Delaware General Corporation Law.

Article 6(c) of the Registrant's certificate of incorporation provides that its directors will not be personally liable to the Registrant or its stockholders for monetary damages resulting from breaches of their fiduciary duty as directors to the full extent permitted by the Delaware General Corporation Law.

The Registrant has purchased directors' and officers' liability insurance policies which insure against certain liabilities incurred by its directors and officers. The Registrant has also entered into indemnification agreements with its non-employee directors, its executive officers and certain other senior officers and agents, in each case based on a form of indemnification agreement approved by the Registrant's Board of Directors. The form of indemnification agreement includes provisions for indemnification and advancement of expenses to supplement that provided under the Registrant's Restated Certificate of Incorporation and insurance policies, subject to certain requirements and limitations.

The foregoing summaries are necessarily subject to the complete text of the statute, the Registrant's Certificate of Incorporation and By-Laws, and the arrangements referred to above, and in each case are qualified in their entirety by reference thereto.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the Index to Exhibits attached hereto.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a

fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Los Angeles, State of California, on July 14, 2016.

KB HOME

By: /s/ JEFF J. KAMINSKI

Jeff J. Kaminski

Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, the persons who administer the KB Home 401 (k) Savings Plan have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Los Angeles, State of California, on July 14, 2016.

KB HOME 401(K) SAVINGS PLAN

By: KB Home Plan Administrator

By: /s/ WILLIAM R. HOLLINGER

William R. Hollinger

Senior Vice President and Chief Accounting Officer

Each person whose signature appears below hereby constitutes and appoints each of Jeffrey T. Mezger, Chief Executive Officer of KB Home, Jeff J. Kaminski, Chief Financial Officer of KB Home, William R. Hollinger, Chief Accounting Officer of KB Home, and Brian J. Woram, General Counsel of KB Home, and, in each case, any of their respective successors at KB Home (in functional position or otherwise) or designees, and each of them, jointly and severally, as his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for the undersigned and in the name of the undersigned, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature	Title	Date
/s/ JEFFREY T. MEZGER Jeffrey T. Mezger	Director, President and Chief Executive Officer (Principal Executive Officer)	July 14, 2016
/s/ JEFF J. KAMINSKI Jeff J. Kaminski	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 14, 2016
/s/ WILLIAM R. HOLLINGER William R. Hollinger	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	July 14, 2016
/s/ STEPHEN F. BOLLENBACH Stephen F. Bollenbach	Chairman of the Board and Director	July 14, 2016
/s/ TIMOTHY W. FINCHEM Timothy W. Finchem	Director	July 14, 2016
/s/ DR. STUART A. GABRIEL Dr. Stuart A. Gabriel	Director	July 14, 2016
/s/ DR. THOMAS W. GILLIGAN Dr. Thomas W. Gilligan	Director	July 14, 2016
/s/ KENNETH M. JASTROW, II Kenneth M. Jastrow, II	Director	July 14, 2016
/s/ ROBERT L. JOHNSON Robert L. Johnson	Director	July 14, 2016
/s/ MELISSA LORA Melissa Lora	Director	July 14, 2016
/s/ ROBERT L. PATTON, JR. Robert L. Patton, Jr.	Director	July 14, 2016
/s/ MICHAEL M. WOOD Michael M. Wood	Director	July 14, 2016

Exhibit Index

Exhibit No. Description

- 4.1 Restated Certificate of Incorporation, as amended (filed as an exhibit to the Registrant's Current Report on Form 8-K dated April 7, 2009, and incorporated by reference herein).
- 4.2 By-Laws, as amended and restated on July 17, 2014 (filed as an exhibit to the Registrant's Current Report on Form 8-K dated July 18, 2014 and incorporated by reference herein).
- 5.1* Opinion of Munger, Tolles & Olson LLP.
- 5.2 The Registrant and the Registrant's 401(k) Saving Plan hereby undertake that they have submitted and will submit the 401(k) Savings Plan and any amendments to the 401(k) Savings Plan to the Internal Revenue Service in a timely manner and has made or will make all changes required by the Internal Revenue Service in order to qualify the 401(k) Savings Plan.
- 10.1 Amended KB Home 2014 Equity Incentive Plan (filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2016 and incorporated by reference herein).
- 23.1* Consent of Ernst & Young LLP.
- 23.2 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1).
- 24 Power of Attorney (included on the signature page of this Registration Statement).

* Filed herewith.

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International, The Executives' Club of Chicago, The Chicago Council on Global Affairs and the Chicago Urban League. He is also a Trustee of the Conference Board. Mr. Scott is Chairman of Motorola's Compensation and Leadership Committee. Mr. Scott has announced his intention to retire from the company effective May 4, 2009. See "Management Succession" below.

Continuing Class II directors with terms expiring in 2011

RICHARD J. ALMEIDA

Age 66
Director since July 2001
Chairman of the Compensation Committee and member of the Corporate Governance and Nominating Committee

Former Chairman and Chief Executive Officer of Heller Financial, Inc.

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Mr. Almeida retired in 2001 as Chairman and Chief Executive Officer of Heller Financial, Inc., a commercial finance and investment company, a position he had held since 1995. He served as Executive Vice President and Chief Financial Officer of Heller Financial from 1987 until 1995. Before that service, he was an executive with Citicorp/Citibank, a full service bank, serving in various capacities. Mr. Almeida is a director of UAL Corporation, CARE(USA) and High Jump. Previously, he was a member of the boards of E-Funds Corp. and The Marmon Group.

GREGORY B. KENNY

Age 56

Director since March 2005

Chairman of the Finance Committee and member of the Corporate Governance and Nominating Committee

President and Chief Executive Officer of General Cable Corporation

Mr. Kenny has been President and Chief Executive Officer of General Cable Corporation since August 2001 and a director of General Cable Corporation since 1997. General Cable Corporation is a manufacturer of aluminum, copper, and fiber-optic wire and cable products. From 1999 to 2001 he served as President and Chief Operating Officer of General Cable Corporation; from 1997 to 1999 he served as Executive Vice President and Chief Operating Officer; from 1994 to 1997 he served as Executive Vice President, Sales and Marketing; and from 1992 to 1994 he served as President, Consumer Products Group. Mr. Kenny is also a director of Cardinal Health, Inc. and a member of the Board of Governors for NEMA (National Electrical Manufacturers Association). In addition, Mr. Kenny serves on the boards of the Cincinnati Branch of the Federal Reserve Bank of Cleveland, United Way of Greater Cincinnati, and The International Cablemakers Federation.

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JAMES M. RINGLER

Age 63
Director since July 2001
Member of the Audit Committee

Chairman of the Board of Teradata Corporation

Mr. Ringler has served as Chairman of the Board of Directors of Teradata Corporation, a data warehousing and business intelligence solutions company, since September 2007. Previously, Mr. Ringler served as the Chairman of the Board of NCR Corporation, an information technology company, from March 2005 to September 2007. He served as the interim Chief Executive Officer of NCR from March 2005 until September 2005 and was a member of the NCR Board of Directors from November 2003 until September 2007. Mr. Ringler retired in December 2004 as Vice Chairman of Illinois Tool Works Inc. where he had worked since 1999. Illinois Tool Works Inc. is a multinational manufacturer of highly engineered products and specialty systems. From October 1997 to December 1999, he was Chairman of the Board, President and Chief Executive Officer of Premark International, Inc., a multinational manufacturer and marketer of food equipment, decorative products and consumer products. From 1996 to September 1997, he served as President and Chief Executive Officer of Premark International, Inc. and as President and Chief Operating Officer from 1992 until 1996. Mr. Ringler is also a director of The Dow Chemical Company, FMC Technologies, Inc., Autoliv, Inc. and John Bean Technologies Corporation.

Management Succession

On April 7, 2009, the company announced that S. C. Scott will retire as the company's Chairman, President and Chief Executive Officer on May 4, 2009, and that the board had elected Ilene S. Gordon to succeed Mr. Scott effective upon his retirement. It is also anticipated that effective May 4, 2009, Ms. Gordon will be appointed to the board as a Class I director with a term expiring in 2010. The board has not yet determined the committees of the board, if any, to which Ms. Gordon will be named. Mr. Scott will continue to serve on the board until his resignation on May 4, 2009 and thereafter will serve as a consultant to the company for the remainder of 2009.

Ms. Gordon, age 55, has been President and Chief Executive Officer of Alcan Packaging, a multinational company engaged in flexible and specialty packaging, since October 2007. Alcan Packaging is a business unit of Rio Tinto Alcan. From December 2006 to October 2007, Ms. Gordon was a Senior Vice President of Alcan Inc. and President and Chief Executive Officer of Alcan Packaging. Alcan Packaging was acquired by a subsidiary of Rio Tinto plc in October 2007. From 2004 until December 2006, Ms. Gordon served as President of Alcan Food Packaging Americas, a division of Alcan Inc. From 1999 until Alcan's December 2003 acquisition of Pechiney Group, Ms. Gordon was a Senior Vice President of Pechiney Group and President of Pechiney Plastic Packaging, Inc., a flexible packaging business. Prior to joining Pechiney in June 1999, Ms. Gordon spent 17 years with Tenneco Inc., where she most recently served as Vice President and General Manager, heading up Tenneco's folding carton business. Ms. Gordon also serves as a director of Arthur J. Gallagher & Co., an international insurance brokerage and risk management business, and United Stationers Inc., a wholesale distributor of business products and a provider of marketing and logistics services to resellers.

Ms. Gordon was identified and recommended to the Compensation Committee of the board by a third-party search firm engaged by the Committee as part of its search process for a successor to Mr. Scott. The Compensation Committee in turn recommended Ms. Gordon to the full Board.

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The Board and Committees

The business and affairs of the company are conducted under the direction of its Board of Directors.

The Board of Directors is currently comprised of 10 directors, nine of whom are outside (non-employee) directors.

In the interim between annual meetings, the board has the authority under the company's by-laws to increase or decrease the size of the board and to fill vacancies. As described above, it is anticipated that the board will appoint Ms. Gordon to fill the vacancy resulting from the resignation of Mr. Scott.

The Board of Directors has determined that the following eight directors satisfy the New York Stock Exchange's definition of independent director: R. J. Almeida, P. Hanrahan, K. L. Hendricks, B. H. Kastory, G. B. Kenny, B. A. Klein, W. S. Norman and J. M. Ringler.

The board held 25 meetings in 2008. Each director attended at least 75 percent of the meetings of the board and the committees of the board on which he or she served during 2008. As a group, the directors' meeting attendance averaged 93 percent for the year.

The company encourages, but does not require, its directors to attend the annual meeting. Last year, all 10 of our directors attended the annual meeting.

Non-management directors meet regularly in executive sessions without management. Executive sessions are held in conjunction with each regularly scheduled meeting of the board. "Non-management" directors are all those who are not company officers and may include directors who are not "independent" by virtue of the existence of a material relationship with the company.

Board policy requires outside directors to retire no later than the annual meeting following their 72nd birthday. Employee directors, including the CEO, are required to retire from the board upon retirement as an employee, unless the board determines otherwise in unusual circumstances. Board policy requires executive officers to retire at age 65.

The company's Governance Principles and Policies on Business Conduct are available in the "Governance" section of the company's website at <http://www.cornproducts.com>.

Lead Director. William S. Norman is the Lead Director. The responsibilities of the Lead Director include attending and presiding at meetings of the Board of Directors in the absence of the Chairman and presiding at executive sessions conducted without management, except for meetings where executive performance and compensation are discussed, which are presided over by the chairman of the Compensation Committee. The Lead Director serves as a liaison between the directors and the Chief Executive Officer, provides direct feedback to the Chief Executive Officer on a variety of matters discussed in the executive sessions without management and serves as an informal communication link between the directors and management. The Lead Director oversees that the board discharges its responsibilities and helps to manage the boundaries between board and management responsibilities. He or she also makes recommendations to the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee regarding matters to be included on the board agendas and the informational needs associated with those agendas and presentations. The Lead Director works with the Chairman of the Board to ensure that the board works in an independent, productive fashion and is alert to its obligations to the stockholders. He or she works with the Chairman of the Board to ensure that board meetings are conducted in such a manner as to allow adequate time and opportunity for appropriate discussion of matters brought before the board. The Lead Director has the authority to call meetings of independent directors and assumes those other responsibilities which the independent directors may designate from time to time.

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Committees of the Board. The board currently has four standing committees: the Audit Committee, the Compensation Committee, the Corporate Governance and Nominating Committee and the Finance Committee. Each of these committees operates pursuant to a written charter adopted by the board. These charters are available in the "Governance" section of our website at <http://www.cornproducts.com>.

Audit Committee

Our Audit Committee is comprised entirely of independent directors, as "independent" is defined under the rules of the New York Stock Exchange. Each of the members of the Audit Committee is "financially literate" as required by the rules of the New York Stock Exchange. The board has determined that the company has more than one member of the Audit Committee who meets the legal requirements of an audit committee financial expert, one of whom is Ms. Barbara A. Klein, the Chairperson of the Committee.

This committee assists the board in fulfilling its oversight responsibilities in the areas related to the financial reporting process and the systems of financial control. The Audit Committee also acts as a separately-designated standing audit committee established in accordance with the Securities Exchange Act of 1934 (the Exchange Act). The company's independent auditors are accountable to and meet privately with this committee on a regular basis. This committee also conducts ongoing reviews of potential related party transactions, including the review and approval of all "related party transactions" as defined under Securities and Exchange Commission rules.

Members of the Audit Committee are B. A. Klein (Chairperson), B. H. Kastory and J. M. Ringler. This committee held nine meetings during 2008 and has furnished the report appearing on page 51.

Compensation Committee

Our Compensation Committee is comprised entirely of independent directors, as "independent" is defined under the rules of the New York Stock Exchange. Each of the members of the Compensation Committee is also a "non-employee director" as that term is defined under Exchange Act Rule 16b-3 and an "outside director" as that term is defined in Treasury Regulation § 1.162-27(3).

This committee:

together with our other independent, outside, non-employee directors, discharges the board's responsibilities relating to compensation of our Chief Executive Officer,

reviews and approves the compensation of executive officers of the company other than the Chief Executive Officer, employee benefit plans in which the executive officers participate and the compensation of outside directors,

administers our executive compensation programs and assures that compensation programs are implemented according to our compensation philosophy as established by the Compensation Committee and that compensation actions are aligned with the business strategy, expected financial results and the interests of stockholders,

annually reviews the design of our compensation plans,

reviews the performance and succession of our elected officers and the developmental actions for the group of managers identified by management as high potential and therefore corporate-monitored employees and

administers our deferred compensation plan for our non-employee directors.

Our Compensation Committee, together with our other independent, outside, non-employee directors, reviews and approves corporate goals and objectives relevant to our Chief Executive Officer's

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compensation, evaluates our Chief Executive Officer's performance in light of those goals and objectives and, together with our other independent, outside, non-employee directors establishes our Chief Executive Officer's compensation, based on the Committee's evaluation of the Chief Executive Officer's performance.

The corporate goals and objectives are developed by our management and approved by the board. Management recommends base salaries and short- and long-term incentive awards for our executive officers other than our Chief Executive Officer, based on external market information and internal equity. Our Compensation Committee reviews these recommendations and approves the base salaries and short- and long-term incentive awards for the executive officers of the company other than our Chief Executive Officer. The Compensation Committee also reviews and approves compensation under equity-based plans for our executives other than our Chief Executive Officer.

Our Compensation Committee has an independent consultant, Hewitt Associates, LLC, to advise it with respect to incentive plan design, external market information and other compensation matters. Hewitt Associates generally attends meetings of the Committee and also communicates with the Committee outside of meetings. Our Compensation Committee has told Hewitt Associates that:

they are to act independently of management,

they are to act at the direction of the Compensation Committee,

their ongoing engagement will be determined by the Committee,

they are to keep the Committee informed of trends and regulatory developments,

they are to provide compensation comparisons based on information that is derived from comparable businesses of a similar size to us, and

they are to provide detailed comparative data regarding executive officer compensation.

Payments to Hewitt Associates for services provided in 2008 other than those provided to the Compensation Committee constituted less than 10% of payments to Hewitt Associates for services provided in 2008.

Our Compensation Committee meets with our Chief Executive Officer annually to review the performance of our executive officers. This meeting includes an in-depth review of our executive officers' performance and our succession plans. The same review is presented to the full board each year. Similarly, the Compensation Committee reviews the Chief Executive Officer's performance and meets independently of the Chief Executive Officer to discuss his compensation. This review is also presented to the full board each year.

Our Chief Executive Officer generally attends meetings of the Compensation Committee by invitation of the Committee.

The members of the Compensation Committee are R. J. Almeida (Chairman), W. S. Norman and P. Hanrahan. This committee held four meetings during 2008.

Corporate Governance and Nominating Committee

Our Corporate Governance and Nominating Committee is comprised entirely of independent directors, as "independent" is defined under the rules of the New York Stock Exchange.

This committee recommends candidates to be nominated for election as directors at our annual meeting, consistent with criteria approved by the board, develops and regularly reviews corporate governance principles and related policies for approval by the board, oversees the organization of the board to discharge the board's duties and responsibilities properly and efficiently and sees that proper attention is given and

effective responses are made to stockholder concerns regarding corporate

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governance. Other specific duties and responsibilities of the Corporate Governance and Nominating Committee include: annually assessing the size and composition of the board, including developing and reviewing director qualifications for approval by the board, identifying and recruiting new directors and considering candidates proposed by stockholders, recommending assignments of directors to committees to ensure that committee membership complies with applicable laws and listing standards, conducting a preliminary review of director independence and financial literacy and expertise of Audit Committee members and overseeing director orientation and continuing education. The Corporate Governance and Nominating Committee also reviews proposed changes to our certificate of incorporation, by-laws and board committee charters, assesses and makes recommendations regarding stockholder rights plans or other stockholder protections, as appropriate, conducts ongoing reviews of potential conflicts of interest, reviews and approves the designation of any employee directors or executive officers for purposes of Section 16 of the Exchange Act standing for election for outside for-profit boards of directors, reviews stockholder proposals in conjunction with the Chairman of the Board and recommends board responses, oversees the self-evaluation of the board and its committees and reviews requests for indemnification under our by-laws.

The company retains a professional third-party search firm to help identify and facilitate the screening and interview process for director nominees. The Corporate Governance and Nominating Committee maintains, with the approval of the board, formal criteria for selecting director nominees. The criteria used for selecting director nominees are included as Appendix A to this proxy statement. In addition to these minimum requirements, the Corporate Governance and Nominating Committee will also evaluate whether the candidates' skills and experience are complementary to the existing board members' skills and experience as well as the board's need for operational, management, financial, international, technological or other expertise. The search firm identifies and screens the candidates, performs reference checks, prepares a biography for each candidate for the Corporate Governance and Nominating Committee to review and assists in setting up interviews. The Corporate Governance and Nominating Committee members interview candidates that meet the criteria and select those that it will recommend to the board for nomination. The board considers the nominees and selects those who best suit the needs of the board for nomination or election to the board.

The Corporate Governance and Nominating Committee will consider qualified candidates for director nominees suggested by our stockholders. Stockholders can suggest qualified candidates for director nominees by writing to the Corporate Governance and Nominating Committee, c/o the Corporate Secretary, at Corn Products International, Inc., 5 Westbrook Corporate Center, Westchester, Illinois 60154. The Corporate Governance and Nominating Committee intends to evaluate candidates proposed by stockholders in the same manner as other candidates.

Members of the Corporate Governance and Nominating Committee are W. S. Norman (Chairman), R. J. Almeida, G. B. Kenny and B. A. Klein. This committee held three meetings during 2008.

Finance Committee

Our Finance Committee is comprised of three directors. This committee assists the board in fulfilling its oversight responsibilities in the specific areas of capital structure, leverage and tax implications thereof, risk management and the preservation of assets, investments and employee pension plans.

Members of the Finance Committee are G. B. Kenny (Chairman), L. Aranguren-Trellez and K. L. Hendricks. This committee held three meetings during 2008.

Table of Contents**Director Compensation**

The following displays the individual components of our outside director compensation. Mr. Scott, whose compensation is included in the Summary Compensation Table below, received no additional compensation for serving as a director.

Annual Board Retainer	\$ 135,000
Annual Audit Committee Chairperson Retainer	\$ 12,500
Annual Corporate Governance and Nominating Committee Chairperson Retainer	\$ 10,000
Annual Compensation Committee Chairperson Retainer	\$ 12,500
Annual Finance Committee Chairperson Retainer	\$ 6,000
Annual Lead Director Retainer	\$ 5,000

The retainers summarized in the table above have been in effect since July 1, 2007. Effective July 1, 2009, the annual board retainer will be increased to \$170,000. These amounts are intended to place the retainers at levels comparable to those paid by similarly sized companies. The Compensation Committee and the board believe these to be appropriate levels in terms of the responsibilities born by the directors and the market for director compensation.

One half of each retainer is required to be paid to the directors in the form of restricted stock units under our Stock Incentive Plan that are deferred until after the director's termination of service from the board. Directors may choose to receive the balance of their retainers in cash or to defer all or a portion of the balance into restricted stock units. All directors are reimbursed for board and committee meeting expenses, but no meeting attendance fees are paid in addition to the annual retainers.

The following table summarizes the compensation earned by our directors other than Mr. Scott for service during 2008.

Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards \$(1)(2)	All Other Compensation \$(3)	Total (\$)
Richard J. Almeida(4)	\$ 73,750	\$ 73,750	\$ 453	\$ 147,953
Luis Aranguren-Trellez	\$ 67,500	\$ 67,500	\$ 453	\$ 135,453
Guenther E. Greiner(5)	\$ 33,750	\$ 33,750	\$ 204	\$ 67,704
Paul Hanrahan	\$	\$ 135,000	\$	\$ 135,000
Karen L. Hendricks	\$	\$ 138,000	\$ 453	\$ 138,453
Bernard H. Kastory	\$ 67,500	\$ 67,500	\$ 453	\$ 135,453
Gregory B. Kenny(6)	\$	\$ 138,000	\$	\$ 138,000
Barbara A. Klein(7)	\$ 70,625	\$ 70,625	\$ 453	\$ 141,703
William S. Norman(8)	\$	\$ 150,000	\$ 453	\$ 150,453
James M. Ringler	\$	\$ 141,250	\$ 453	\$ 141,703

(1)

Restricted stock units have been valued at the grant date fair value computed in accordance with Statement of Financial Accounting Standards 123R (SFAS 123R). See footnotes 2 and 12 in the notes to our financial statements for the year ended December 31, 2008 contained in our Annual Report on Form 10-K for a statement of the assumptions made with respect to the valuation under SFAS 123R. The restricted stock units are granted in advance on the first business day of each fiscal quarter equal to the amount of the retainer deferred divided by the closing price of a share of our common stock on the New York Stock Exchange on the first day of the fiscal quarter, or if

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that day is not a day on which the New York Stock Exchange is open for trading, on the immediately preceding day the exchange is open for trading. The restricted stock units are not subject to vesting but cannot be transferred until a date not less than six months after the date of the director's termination of service from the board at which time the units will be settled by delivery of shares of common stock.

- (2) As of December 31, 2008, each director had the following aggregate number of restricted stock units accumulated in his or her deferral account for all years of service as a director, including additional share units credited as a result of the reinvestment of dividend equivalents: Richard J. Almeida, 26,974 units; Luis Aranguren-Trellez, 6,269 units; Paul Hanrahan, 9,268 units; Karen L. Hendricks, 22,011 units; Bernard H. Kastory, 28,737 units; Gregory B. Kenny, 13,708 units; Barbara A. Klein, 8,979 units; William S. Norman, 40,786 units; and James M. Ringler, 29,443 units.
- (3) Reflects dividends earned on 888 restricted shares granted to directors in May 2004 for their service as a director. The underlying shares are vested but remain restricted as to transfer until termination of service from the board. In addition to the amounts shown, directors may participate in a charitable matching gift program available to all salaried employees and directors which provides for matching contributions by the company of up to \$5,000 per year.
- (4) Compensation Committee Chairperson
- (5) Mr. Greiner retired from the board immediately prior to our May 21, 2008 annual meeting.
- (6) Finance Committee Chairperson
- (7) Audit Committee Chairperson
- (8) Corporate Governance and Nominating Committee Chairperson and Lead Director

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The following table contains information relating to stock options held by directors at December 31, 2008.

Name	Option Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date
Richard J. Almeida	4,000	\$ 14.1650	10/01/11
	4,000	\$ 16.5650	05/01/12
	4,000	\$ 14.8800	04/30/13
Karen L. Hendricks	4,000	\$ 14.1650	10/01/11
	4,000	\$ 16.5650	05/01/12
	4,000	\$ 14.8800	04/30/13
Bernard H. Kastory	4,000	\$ 14.1650	10/01/11
	4,000	\$ 16.5650	05/01/12
	4,000	\$ 14.8800	04/30/13
William S. Norman	4,000	\$ 14.1650	10/01/11
	4,000	\$ 16.5650	05/01/12
	4,000	\$ 14.8800	04/30/13
James M. Ringler	4,000	\$ 14.1650	10/01/11
	4,000	\$ 16.5650	05/01/12
	4,000	\$ 14.8800	04/30/13

These options were granted in October 2001, May 2002 and April 2003. This program was then discontinued. One half of the options became exercisable on the first anniversary of the date of grant and the balance became exercisable on the second anniversary of the date of grant.

Table of Contents**Security Ownership of Certain Beneficial Owners and Management**

The following table shows, as of December 31, 2008, all persons or entities that the company knows are beneficial owners of more than five percent of the company's issued and outstanding common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
FMR LLC(1) 82 Devonshire Street Boston, Massachusetts 02109	7,057,990	9.48%
M&G Investment Management Limited(2) Governor's House Laurence Pountney Hill London, England EC4R 0HH	5,031,110	6.75%

- (1) The ownership information disclosed above is based on Amendment No. 5 to the Schedule 13G report that FMR LLC filed with the Securities and Exchange Commission on February 17, 2009 on behalf of itself and its direct and indirect subsidiaries. According to the Schedule 13G Amendment, FMR LLC has sole voting power for 967,374 shares and sole investment power for 7,057,990 shares. The filing discloses ownership of the 7,057,990 by FMR LLC, FIL Limited and other entities and persons including Edward C. Johnson, Chairman of FMR LLC and FIL Limited, and members of his family.
- (2) The ownership information disclosed above is based on Amendment No. 1 to the Schedule 13G report that M&G Investment Management Limited and M&G Investment Funds 1 filed with the Securities and Exchange Commission on February 6, 2009. According to the Schedule 13G report, M&G Investment Management Limited has shared voting and investment power for the 5,031,110 shares covered by the report.

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The following table shows the ownership of company common stock as of March 2, 2009, of each director, each named executive officer and all directors and executive officers as a group.

Beneficial Owner	Amount and Nature of Beneficial Ownership		Percent of Class(3)
	Outstanding Shares of Company Common Stock(1)	Shares Underlying Phantom Stock Units and Restricted Stock Units(2)	
R. J. Almeida	16,909	27,764	*
L. Aranguren-Trellez	905	6,891	*
P. Hanrahan	655	10,494	*
K. L. Hendricks	12,912	22,719	*
B. H. Kastory	26,351	29,482	*
G. B. Kenny		15,012	*
B. A. Klein	912	9,671	*
W. S. Norman	18,431	42,316	*
J. M. Ringler	12,912	30,192	*
S. C. Scott	1,065,755	20,265	1.4%
C. K. Beebe	192,554		*
J. C. Fortnum	257,384	4,434	*
J. L. Fiamenghi	211,681		*
J. F. Saucier	57,968		*
All directors and executive officers as a group (18 persons)	2,165,526	240,949	3.1%

- (1) Includes shares of company common stock held individually, jointly with others, in the name of an immediate family member or under trust for the benefit of the named individual. Unless otherwise noted, the beneficial owner has sole voting and investment power. Fractional amounts have been rounded to the nearest whole share.
- Includes shares of company common stock that may be acquired within 60 days of March 2, 2009, through the exercise of stock options granted by the company in the following amounts: 12,000 for R. J. Almeida; 12,000 for K. L. Hendricks; 12,000 for B. H. Kastory; 12,000 for W. S. Norman; 12,000 for J. M. Ringler; 771,666 for S. C. Scott; 138,399 for C. K. Beebe; 195,866 for J. C. Fortnum; 43,732 for J. L. Fiamenghi; 38,999 for J. F. Saucier; and 1,448,026 for all directors and executive officers as a group.
- Includes shares of the company's common stock subject to restricted stock awards of 888 shares each to R. J. Almeida, L. Aranguren-Trellez, K. L. Hendricks, B. H. Kastory, B. A. Klein, W. S. Norman and J. M. Ringler. These restricted stock awards, which were granted to these directors as part of their annual retainers, are vested but are restricted as to transfer until termination from the board. Holders of restricted stock awards are entitled to vote the shares of company common stock subject to those awards prior to vesting.
- Includes shares of the company's common stock held in the Corn Products International Stock Fund of our Retirement Savings Plan as follow: S. C. Scott, 40,129; C. K. Beebe, 3,831; J. C. Fortnum, 7,219; and J. L. Fiamenghi, 2,773.
- (2) Includes shares of company common stock that are represented by deferred phantom stock units and restricted stock units of the company credited to the accounts of the outside directors and certain executive officers. The directors and executive officers have no voting or investment power over the company's common stock by virtue of their ownership of phantom stock units and restricted stock units.
- (3) Less than one percent, except as otherwise indicated.

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Executive Compensation

Compensation Discussion and Analysis

This section provides information concerning our compensation programs in which our principal executive officer, principal financial officer and our three most highly-compensated executive officers other than our principal executive officer and principal financial officer (named executive officers) participated in 2008. The named executive officers are based in the U.S., other than Mr. Jorge L. Fiamenghi who is an employee of our Brazilian subsidiary. This discussion includes information concerning, among other things, the overall objectives of our compensation program and each element of compensation that we provide.

Overview of Compensation Philosophy and Programs

Our Compensation Committee establishes our compensation philosophy. Our executive compensation programs are designed by our Compensation Committee based on recommendations by management and advice from a nationally known compensation consulting firm, Hewitt Associates, LLC, and administered by our Human Resources Department. Our Chief Executive Officer and Vice President, Human Resources make recommendations concerning base salary, short-and long-term incentive compensation and plan design to our Compensation Committee. Our Compensation Committee approves all forms of compensation for our named executive officers, including base salary, short- and long-term incentive compensation, plan design and goals.

We are committed to maximizing shareholder value, and we are dedicated to attracting and retaining the necessary talent to accomplish this objective. Our compensation philosophy is designed to directly align the interests of shareholders and employees through compensation programs that will reward employees for performance that builds long-term shareholder value.

The objectives of our compensation programs are to:

Focus, align and motivate management to execute our business strategy and to enhance shareholder value,

Attract and retain outstanding and talented executives who can execute our strategy and deliver the best business results and

Reinforce pay-for-performance by aligning the distributions from compensation programs with results. Annual adjustments to base salaries and incentive compensation are based on the achievement of tangible measurable results.

We use a variety of compensation elements to achieve these objectives, including base salary, annual incentives, equity-based awards, employee benefits and a modest amount of perquisites, all of which we discuss in detail below.

To meet our objectives, elements of compensation are based on three fundamental principles.

The Named Executive Officers' Compensation Will Be Performance-Based. Our executive compensation programs are designed to motivate our executive officers to maximize shareholder returns by achieving growth and value generation goals. Our programs provide this motivation in a number of ways. Our named executive officers may earn cash payments under our Annual Incentive Plan (which provides for payments on the basis of performance over a one-year period) with target awards ranging from 75% to 125% of the named executive officer's base salary. Whether and to what extent payments are made under the Annual Incentive Plan depends entirely on the extent to which company-wide and divisional goals approved by the Compensation Committee, based on financial goals for the company approved by the Board of Directors, are achieved. Equity-based compensation is, as discussed below, delivered in the form of performance shares which are earned if, and only to the

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extent that, performance goals are met, and stock options, which have value only if our common stock appreciates in value after the date the stock options are granted.

A Substantial Portion of Named Executive Officer Compensation Will Be Delivered in the Form of Equity Awards. The Compensation Committee believes that a substantial portion of total compensation should be delivered in the form of equity in order to align the interests of our named executive officers with the interests of our shareholders. In 2008, approximately half of the equity compensation provided to our named executive officers was delivered in the form of performance shares. The balance of the equity compensation delivered to our named executive officers in 2008 was in the form of stock options that vest based on the passage of time, focusing executives on the creation of shareholder value over the long term and encouraging equity ownership.

Our Compensation Program for Named Executive Officers is Designed to Enable Us to Attract and Retain First-Rate Executive Talent. We believe that shareholders are best served when we can attract and retain talented executives with compensation packages that are competitive. Therefore, we target base salary for the named executive officers at the 50th percentile relative to officers of a compensation survey group of companies and short- and long-term incentive compensation at the 60th percentile of officers in that group of companies. We target incentive compensation at the 60th percentile to place more emphasis on variable compensation and motivate and reward exceptional goal achievement. The Compensation Committee engages Hewitt Associates to provide information regarding compensation practices of the compensation survey group to assist it in making the comparison to the survey group. This market data is also shared with management. In January 2008, the compensation survey group consisted of the following 24 companies:

Archer Daniels Midland Company	McCormick & Company, Inc.
Avery Dennison Corporation	MeadWestvaco Corporation
Brown-Forman Corporation	The Mosaic Company
Cargill, Incorporated	Olin Corporation
The Clorox Company	Packaging Corporation of America
ConAgra Foods, Inc.	Potash Corporation of Saskatchewan Inc.
Del Monte Foods Company	Rayonier Inc.
General Mills, Inc.	Reynolds American Inc.
Graphic Packaging Corporation	The Sherwin-Williams Company
Henkel of America, Inc.	Sonoco Products Company
Kellogg Company	UST Inc.
Kimberly-Clark Corporation	Wm. Wrigley Jr. Company

The survey group data generally reflects companies that have business operations that are similar to ours, including similar type industries, sales volumes, market capitalizations and international operations.

We use this compensation survey group because we believe it is representative of industries from which we may attract management talent. We are the 16th largest of the 25 companies including us and the compensation survey group in terms of annual sales. Hewitt Associates applies regression analysis to account for differences in size (i.e., revenues) of these companies in deriving the market value of each compensation element. We also periodically obtain compensation data concerning a wider group of general industrial companies of similar size to us to provide an additional and broader view of compensation levels and trends. For purposes of measuring relative total shareholder return we utilize a different group of 26 companies (the performance plan peer group) who, based on their Standard Industrial Classification codes, are engaged in businesses similar to ours. We use this group, which consists of companies that were included in the former S&P Basic Materials Index, as we were, because we believe investors are more likely to consider the stocks of these companies as alternatives to an investment in our stock than the companies in the compensation survey group, in part because their

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business operations are more similar to ours. We believe the use of two separate groups of companies is appropriate and not uncommon given the different purposes for comparison.

We determine all elements of compensation annually at the same time in order to consider the relationships between all of the compensation elements as well as assess the appropriateness of the total compensation package for each named executive officer. To accomplish this, we review the strength of our financial performance, the executive officers' positions and levels of responsibility, internal comparisons, individual performance and historical grant levels, as well as the competitive market data of the compensation survey group.

Current Global Recession. In 2009, in recognition of the unprecedented economic environment, the Compensation Committee did not provide a salary increase to any of the named executive officers or any of the company's other executive officers. In order to maintain competitive total compensation levels, target long-term incentive awards were modestly adjusted in order to motivate performance focusing on long-term results. In light of the current and anticipated economic conditions, the portion of the 2009 performance shares awarded in 2009 to be earned over the period from 2009 through 2011 based on relative total shareholder return will not require that a positive total shareholder return be achieved to earn that portion of the award. The 2009 performance shares will be earned based on relative total shareholder return and return on capital employed like the 2006 and 2007 awards, and will not have a compounded annual earnings per share growth goal as the 2008 awards did.

Elements of Compensation

This diagram depicts the elements of compensation we provide, and the shaded boxes under the Annual Incentives box and those under the Performance Shares box identify the financial metrics we typically use to measure performance and earn those two components of performance-based compensation.

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Our compensation program has five components: base salary, annual incentives, long-term incentive compensation, benefit programs broadly available to employees and a modest amount of perquisites. Each element is addressed in the context of competitive conditions and internal comparisons. The annual and long-term incentive plans' designs, including objectives, metrics, thresholds and other elements are reviewed annually for alignment to our business objectives. Accordingly, there may be changes from year to year in the metrics or other plan design elements we use to measure performance and earn those two components of compensation.

Base Salary: We target base salaries at the 50th percentile of the compensation survey group in an effort to be competitive with median compensation levels for the positions we fill. The specific named executive officer's salary varies based on the level of his or her responsibility, experience, time in position, internal equity considerations and individual performance. Salaries are reviewed annually. All salary actions with respect to named executive officers other than the Chief Executive Officer are recommended by our Chief Executive Officer and reviewed and approved by the Compensation Committee. Our Chief Executive Officer's recommendations are made at the conclusion of our Performance Enhancement Process (PEP). The PEP requires our Chief Executive Officer to evaluate the other named executive officers' performance and contributions against objective metrics and assign a performance rating on a seven-point scale from a rating of not meeting expectations to a rating of consistently exceeding expectations. This rating system is used for all domestic employees and management level employees of our international operations. Based on these ratings our Chief Executive Officer establishes salary recommendations considering the named executive officer's time in his or her position and the salary midpoint for the corresponding position in the compensation survey group.

Annual Incentive Plan: Our Annual Incentive Plan is our short-term incentive cash compensation program for officers and other key domestic and international employees, including the named executive officers. This plan was adopted by our Board of Directors in December 1997, approved by our shareholders in 2000 and approved by our shareholders as amended in 2005.

Since its implementation, our Annual Incentive Plan has fostered and supported our pay-for-performance philosophy by providing executive officers and other employees with direct incentives to achieve specific financial goals that are recommended by management and reviewed and approved by the Compensation Committee based upon financial goals for the company approved at the beginning of the year by our Board of Directors. These plan goals are intended to align performance with our shareholders' interests. We target short-term incentive levels for our executive officers to place them at the 60th percentile of short-term incentive levels for executive officers in their positions in the compensation survey group in order to place more emphasis on variable compensation and to motivate and reward exceptional goal achievement. Actual payments relative to target levels are based on our performance relative to the financial goals. This variable annual incentive compensation closely links total cash compensation to annual financial results, delivering lower than market total cash compensation in times of poor financial performance and higher total cash compensation in times of excellent performance.

The Compensation Committee approves a cash short-term incentive target for each named executive officer expressed as a percentage of base salary. For 2008, the target awards for the named executive officers ranged from 75% to 125% of base salary depending on the officer's position, as shown in the table below. Incentive targets are established by the Compensation Committee in part based on market data provided by Hewitt Associates and in part based on our Chief Executive Officer's recommendations concerning short-term incentive target awards for specific named executive officers (other than himself).

Table of Contents**Executive Annual Incentives 2008**

Name	AIP Target		AIP Maximum(1)		2008 AIP Payout (paid in February 2009)	
	% of Salary	Amount (\$)	% of AIP Target	Amount (\$)	% of AIP Target	Amount (\$)
S. C. Scott	125%	\$ 1,250,000	200%	\$ 2,500,000	170%	\$ 2,129,545
C. K. Beebe	75%	\$ 356,250	200%	\$ 712,500	174%	\$ 621,000
J. C. Fortnum	75%	\$ 345,000	200%	\$ 690,000	183%	\$ 630,000
J. L. Fiamenghi	75%	\$ 409,300(2)	200%	\$ 818,600(2)	148%	\$ 604,000(2)
J. F. Saucier	75%	\$ 300,000	200%	\$ 600,000	133%	\$ 400,000

- (1) These amounts reflect 200% of the target opportunity. In 2008, awards granted to our named executive officers were based upon an incentive pool equal to 3% of our total operating income and an individual allocation of this pool of 40% to our CEO and 15% each to our CFO and each of the other three named executive officers, subject to a maximum award of \$2.5 million in each case. The Committee exercised its discretion to reduce these award amounts based on the metrics described in this table and the discussion of our Annual Incentive Plan.
- (2) Mr. Fiamenghi is employed by our Brazilian subsidiary and is paid in Brazilian Reais. In calculating the U.S. dollar equivalent for disclosure purposes, we used the average yearly exchange rate for 2008 (1.84).

Annual incentives paid for 2008 were determined based upon achievement of goals set for corporate and divisional financial results and achievement of cash flow from operations goals. For 2008, the performance goals for each of the named executive officers were established by the Committee and were based upon our annual business plan. The following chart sets forth our 2008 performance goals established for each named executive officer for 2008 as well as the actual results achieved:

**Summary of 2008 Goals and Actual Results under the
Annual Incentive Plan for the Named Executive Officers**

Financial Metrics	2008 Target-Level Goals	2008 Financial Results
Earnings per Share	\$ 2.75	\$ 3.66(1)
Cash Flow from Operations	\$ 284 million	\$ 216 million(2)
North America Division Operating Income(3)	\$ 247 million	\$ 313 million
South America Division Operating Income	\$ 126 million	\$ 151 million
Asia/Africa Division Operating Income(3)	\$ 37 million	\$ 38 million

- (1) For Annual Incentive Plan purposes, the earnings per share results were adjusted to exclude expenses related to the terminated merger with Bunge Limited totaling \$16 million (\$11 million net of taxes, or \$0.14 per diluted common share).
- (2) For Annual Incentive Plan purposes, the cash flow from operations results were adjusted to exclude the increase in margin accounts totaling \$295 million.
- (3) For Annual Incentive Plan purposes, results of a small business unit included in the North America Division were allocated to Mr. Saucier instead of Mr. Fortnum. Mr. Saucier's goal with respect to that unit is not material and is not reflected in the table.

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Management recommended and the Compensation Committee approved the weightings with respect to those goals in the table below because they viewed earnings per share and operating income as the foundation for our growth and, as a result shareholder value, and viewed cash flow from

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operations as another key financial metric. Mr. Fortnum's, Mr. Fiamenghi's and Mr. Saucier's goals included divisional operating income goals for the divisions of which they are the presidents in order to provide an incentive for superior performance of those divisions and as incentives with respect to matters they are in a better position to impact directly.

**Weightings Assigned in 2008 to Each Performance Objective under the
Annual Incentive Plan for the Named Executive Officers**

	Earnings per Share	Divisional Operating Income	Cash Flow from Operations
S. C. Scott	80%		20%
C. K. Beebe	80%		20%
J. C. Fortnum	48%	32%	20%
J. L. Fiamenghi	48%	32%	20%
J. F. Saucier	48%	32%	20%

A scale developed for each metric permits participants in our Annual Incentive Plan to earn from 0% up to 200% of their annual incentive targets based on achievement of from 80% to 140% of the earnings per share and operating income goals and 80% to 120% of the cash flow from operations goal. Achievement of a minimum of 65% of the earnings per share goal was required to earn an award.

Our Board of Directors reviews goals and objectives for the company. The Compensation Committee, together with the company's other independent, outside, nonemployee directors, reviews and approves corporate goals and objectives relevant to our Chief Executive Officer's compensation in light of those objectives for the company. The Committee in conjunction with the company's other independent, outside, nonemployee directors evaluates the Chief Executive Officer's performance in light of those goals and objectives. The Committee discusses the evaluation with the other directors and recommends compensation for the Chief Executive Officer to the independent, outside, non-employee directors who approve the Chief Executive Officer's compensation, including base salary and short-and long-term incentive awards.

Our Chief Executive Officer can recommend an adjustment to the amount of the Annual Incentive Plan award earned by any other named executive officer (positively or negatively) based on his judgment of that individual's performance and/or his judgment of the degree of difficulty of the goal. Historically, this adjustment has been generated from a +/- 15% pool which is established by multiplying the sum of the calculated earned awards by 15%. Due to the strength of the contribution of each individual which permitted us to achieve our third consecutive year of record performance, Mr. Scott recommended that this pool be increased to 17% for 2008, and the Committee approved that increase. Furthermore, the Committee can adjust the total amount earned and calculated in accordance with the metrics described above from 0% to 150% based on its determination of the relative strength or weakness of an individual's performance. As a result, an outstanding performer can have his or her total bonus payment increased by 50%; conversely, the bonus can be reduced incrementally to \$0 for the unsatisfactory performer. No such adjustments were made for 2008.

To be eligible to receive an incentive payment for a performance period, a named executive officer must (i) be an employee of the company on the last day of the performance period, or have terminated employment during the performance period due to retirement, disability or death, and (ii) have been employed by the company more than six months of the performance period. A named executive officer who is eligible to receive an incentive payment for a performance period, but who was not actively employed during the entire performance period, will receive a prorated payment determined in accordance with rules approved by the Compensation Committee. Annual incentive awards for each

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performance period are to be paid within two and one-half months after the end of the one-year performance period.

Long-term Incentive Compensation: The principal purpose of our long-term incentive compensation program is to promote our long-term financial success through achievement of long-range performance goals that will enhance our value, and, as a result, should enhance the price of our stock and our shareholders' returns on their investments. For our named executive officers, long-term incentive compensation comprised from 41% to 46% of their total 2008 target compensation (base salary plus short- and long-term incentive compensation) which we feel provides an appropriate balance between shorter- and longer-term compensation and fixed and variable components. We award long-term incentives to our executive officers in the form of non-qualified stock options and performance shares, granted pursuant to our Stock Incentive Plan. Our goal is to provide awards such that we deliver approximately 50% of the grant date fair value of the long-term incentive award in the form of non-qualified stock options and the remaining 50% in the form of performance shares. We use these allocations to provide a balance of the key drivers of shareholder value creation, with stock options providing compensation based solely on increases in our share price, and performance shares providing compensation based both on relative share price appreciation and the achievement of specific performance goals that are not subject to market fluctuations but ultimately tend to be closely correlated with increasing shareholder value. We continue to evaluate the appropriate mix of long-term incentive compensation vehicles in comparison to the market to best support our long-term business strategy.

Stock Options. We determined the January 2008 grant of non-qualified stock options by converting 50% of the targeted long-term incentive compensation value for each named executive officer to a number of stock options using an estimated Black-Scholes option value. Stock options were granted to eligible management employees, and the exercise price of such options was established on January 29, 2008 and on January 30, 2008 for our Chief Executive Officer. These are non-qualified stock options with ten-year terms that vest in one-third increments on the first three anniversaries of the date of the grant.

In recent years we have made option grants annually in January. We make the grants at the same time other elements of compensation are determined so that we can consider all elements of compensation in making the grants.

Performance Shares. Each year performance shares with a current value of 50% of the targeted long-term incentive compensation value have been granted for an overlapping three-year performance period beginning with the year of the grant. This multi-year incentive plan is intended to focus our executive officers on achieving critical multi-year performance goals. These goals, such as return on capital employed, earnings growth and total shareholder return, are designed to increase shareholder value. The Committee regularly reviews the design of the performance shares, including performance metrics, to ensure the grants continue to be aligned with maximizing shareholder returns by achieving growth and value generation goals. To further promote executive share ownership and shareholder alignment, vested performance shares are paid in common stock. No dividends are earned on any performance shares prior to the end of the three-year performance cycle.

The total shareholder return goals have been established based on relative percentile ranking with respect to total shareholder return for members of a performance plan peer group. The performance plan peer group for the 2006 performance shares consisted of the 26 companies listed below who, based on their Standard Industrial Classification codes, are similar to us. If two companies in the group merge, or one is acquired by another member of the group, the new company will be included in the

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group. If a company merges with a company not in the group, that company will be removed and its total shareholder return will not be included as part of the performance plan peer group.

AGRICULTURAL PROCESSING
 Archer-Daniels-Midland Company
 Bunge Limited
 Gruma, S.A. de C.V.
 MGP Ingredients, Inc.
 Penford Corporation
 Tate & Lyle PLC

AGRICULTURAL CHEMICALS
 Agrium, Inc.
 Monsanto Company
 Potash Corporation of Saskatchewan, Inc.
 Syngenta AG
 Terra Industries Inc.
 Terra Nitrogen Company, L.P.

AGRICULTURAL PRODUCTION/FARM PRODUCTION
 Alico, Inc.
 Alliance One International, Inc.
 Charles River Laboratories International Inc.
 Universal Corporation

PAPER/TIMBER
 AbitibiBowater Inc.
 Aracruz Celulose S.A.
 Buckeye Technologies Inc.
 Carastar Industries, Inc.
 Chesapeake Corporation
 Deltic Timber Corporation
 MeadWestvaco Corporation
 Potlatch Corporation
 Smurfit-Stone Container Corporation
 Wausau Paper Corp.

These companies were recommended by management and approved by our Compensation Committee on the basis of their Standard Industrial Classification codes and their inclusion in the former S&P Basic Materials Index in which we were also included. The performance plan peer group is utilized for this purpose rather than the compensation survey group because we believe investors are more likely to consider the stocks of these companies as alternatives to an investment in our stock than the companies in the compensation survey group, in part because their business operations are more similar to ours. We would rank 11th in terms of annual sales if we were included with the performance plan peer group. We believe that the compensation survey group is more representative of industries from which we may attract talent. Therefore, we use it to determine competitive compensation levels.

Vesting of 2006 Performance Shares. Performance shares granted in January 2006 were earned based upon the performance for 2006, 2007 and 2008. The following chart summarizes the performance goals at threshold, target and maximum levels, and the actual performance we achieved.

**Performance Metrics, Goals and Actual Results for
 2006 Performance Shares**

	Threshold Performance <i>(50% of Shares)</i>	Target Performance <i>(100% of Shares)</i>	Maximum Performance <i>(200% of Shares)</i>	Actual Financial Results
Relative Total Shareholder Return <i>(50% of Shares)</i>	40th percentile	55th percentile	80th percentile	77th percentile
Return on Capital Employed <i>(50% of Shares)</i>	7.1%	8.1%	9.1%	13.1%

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Total Shareholder Return

The total shareholder return (TSR) goal for the 2006-2008 cycle was based on the relative percentile ranking with respect to the performance plan peer group. We set the target award at the 55th percentile because we want to reward for above-average performance in our long-term incentive plan.

TSR is determined for this purpose as follows:

$$\text{TSR} = (\text{Change in Stock Price} + \text{Dividends Paid}) / \text{Beginning Stock Price}$$

Change in Stock Price is the difference between the Beginning Stock Price and the Ending Stock Price. Beginning Stock Price is the average of the daily average prices for each of the 20 trading days immediately prior to the first day of the performance period. Ending Stock Price is the average of daily average prices for each of the last 20 trading days of the performance period. The daily average prices are the average of the high and low price on the New York Stock Exchange for one share of common stock on the date of determination. Dividends Paid are the total of all dividends paid on one share of common stock during the applicable calendar quarter(s) during the performance period with dividends treated as though they are reinvested at the end of each calendar quarter based on the stock price at the end of each calendar quarter. The Beginning Stock Price for the 2006-2008 cycle was \$23.43.

Return on Capital Employed

Fifty percent of the performance shares can be earned based on the achievement of a return on capital employed (ROCE) goal that was established at the commencement of the three-year performance cycle. ROCE is determined by dividing our net operating profit after tax for the third year of the performance cycle by the amount of our capital employed based on the opening balance sheet of the third year of the three-year performance cycle. Capital employed is defined for this purpose as the sum of our total stockholders' equity plus cumulative translation adjustment, minority interest in subsidiaries, redeemable common stock and total debt less our cash and cash equivalents.

Once the number of performance shares to be awarded has been determined based on our results, the Compensation Committee may decrease or eliminate entirely the number of performance shares earned based on whether the participant's individual performance during the performance period was unacceptable. The Compensation Committee relies upon management recommendations, which are based on their judgment, to determine whether performance by named executive officers other than the Chief Executive Officer was unacceptable.

2007 Performance Shares. Performance shares granted in January 2007 will be earned based upon the performance for 2007, 2008 and 2009. This award has the same design, types of metrics and weighting as for the 2006 performance share grant. In January 2007, the Committee established goals for each performance metric based upon our long-range business plan at the time. At the time the goals were established, the Committee established target-level performance goals to award for progression towards the long-range ROCE goal.

2008 Performance Shares. Performance shares granted in January 2008 will be earned based upon the performance for 2008, 2009 and 2010. In January 2008, the Committee revised the plan design in response to the achievement of ROCE in excess of our cost of capital. The Committee determined that a goal based on ROCE should be complemented with a goal to achieve earnings per share growth objectives. Therefore, half of the 2008 performance shares will be earned based upon a matrix that combines a compounded annual earnings per share growth goal with ROCE results for the three-year performance period. Relative total shareholder return continues to represent half of the award opportunity.

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Retirement and Other Benefits. We also provide benefits such as medical, dental and life insurance and disability coverage to each U.S.-based named executive officer. These benefits are also provided to all eligible U.S.-based employees. Eligible employees, including the named executive officers, can purchase additional life, dependent life and accidental death and dismemberment coverage as part of their active employee benefits. In addition, all salaried employees in the United States are eligible to participate in our Cash Balance Pension Plan, our Retirement Savings Plan and our Retiree Health Care Spending Accounts (RHCSA). Select employees are provided with split-dollar life insurance under our legacy Executive Life Insurance Plan that was established prior to our becoming an independent public company and is now frozen.

Cash Balance Plan. Our Cash Balance Plan is a defined benefit qualified pension plan which is available to all U.S. salaried employees, including the named executive officers other than Mr. Fiamenghi. Accounts of participants in the Cash Balance Plan accrue pay credits based on years of service and monthly interest credits using a rate equal to a specified amount above the interest rate on short-term Treasury notes. Pay credits are calculated as a percentage (3% to 10%) of a salaried employee's eligible compensation (defined as base salary, overtime and earned Annual Incentive Plan award). The pay credit percentage is determined by the employee's years of service and reaches and remains at 10% after 35 years of service. The value of a participant's account at retirement is paid out either as a life or a joint and survivor annuity or in an optional form, such as a lump sum if certain funding conditions are met. The Cash Balance Plan provides for a three-year vesting period.

To the extent that an employee's, including any named executive officer other than Mr. Fiamenghi, annual retirement income benefit under the Cash Balance Plan exceeds the limitations imposed by the Internal Revenue Code of 1986, as amended, additional benefits may be provided by our nonqualified Supplemental Executive Retirement Plan (discussed below) through a Cash Balance Make-up Account to which we contribute the amounts that we would contribute to the Cash Balance Plan absent those limitations. All of the named executive officers other than Mr. Fiamenghi participate in Cash Balance Make-up Accounts.

Supplemental Executive Retirement Plan (SERP). The named executive officers, other than Mr. Fiamenghi, in addition to certain other U.S.-based eligible employees, are entitled to participate in our Supplemental Executive Retirement Plan. The purpose of this nonqualified, unfunded plan is to (a) permit certain key executives to defer receipt of a portion of current compensation, including short- and long-term incentive payments, until a later year, (b) provide participants and their beneficiaries with the amount of retirement income that is not provided under the Cash Balance Plan or the Retirement Savings Plan by reason of Internal Revenue Service limits on eligible compensation and (c) preserve the opportunity for executives to continue to defer compensation that was deferred under previously maintained plans.

SERP participants are general unsecured creditors of the company.

In December 2007, we provided participants in the SERP an opportunity under the transition rules with respect to Section 409A of the Internal Revenue Code to elect to receive the balances deferred in their Annual Deferral Accounts, Annual Incentive Plan Accounts, Performance Plan Accounts and Prior Plan Accounts in a lump sum during the third quarter of 2008. All of the distributed balances in these accounts were employee contributions and earnings on those contributions.

Retirement Savings Plan. Our Retirement Savings Plan is a tax-qualified 401(k) savings plan that offers U.S. salaried employees the opportunity to contribute up to 25% of their eligible compensation on either a before-tax or after-tax basis. The company matches 100% of employee contributions up to the first 6% of eligible compensation contributed. Employee contributions are fully vested upon contribution. Company contributions are vested after three years of qualified employment with the company.

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In addition to the Retirement Savings Plan, named executive officers, other than Mr. Fiamenghi, and other eligible employees may participate in Annual Deferral Accounts and Savings Plan Make-up Accounts under the nonqualified SERP. To the extent that benefits are limited under the Retirement Savings Plan due to Internal Revenue Service limits on compensation and deferral limits, participants are permitted to make contributions to Annual Deferral Accounts under the SERP. We make matching contributions to Savings Plan Make-up Accounts that mirror our contributions to the Retirement Savings Plan. A participant is vested in his or her Savings Plan Make-up Account to the extent that he or she is vested in the Retirement Savings Plan employer matching contributions.

Mr. Fiamenghi participates in our Brazilian subsidiary's defined contribution plan. Accounts of participants in this plan accrue monthly interest credits according to the actual investment return gained and company contributions. The value of a participant's account at retirement for all benefits is paid out as an annuity over a specified time period or as a percentage of the outstanding balance.

Retiree Health Care Spending Accounts (RHCSA). RHCSA accounts are provided to all eligible U.S.-based employees and provide employees whose employment with the company is terminated at or after age 55 with 10 years of service with assistance in purchasing retiree medical and dental care from the company. At termination, qualified employees have access to a RHCSA for themselves and a RHCSA in an equal amount for their then qualified dependents. The balances in these accounts may be used by the retiree and dependents to purchase from the company, at the company's full cost, the medical and dental benefits provided by the company to active employees.

The balances in these notional accounts are forfeited if the employee terminates employment unless the employee is at least age 55 with 10 years of service at the time of termination. The accounts otherwise terminate after termination of employment on the death of the employee for the employees' RHCSA and upon the death of the qualified dependent in the case of his or her RHCSA.

Executive Life Insurance Plan. We provide certain U.S. salaried employees with the opportunity to participate in our Executive Life Insurance Plan. This is a legacy plan which was established by our former parent company before we became an independent public company, and all of the insurance policies were purchased by our former parent company. This plan and plan benefits are frozen, and it is not our policy to offer this benefit to any non-legacy officers. This is a split-dollar life insurance plan which provides the participant with a greater death benefit than provided under our basic life insurance plan. Additionally, after the later of age 65 or 15 years of participation in the Plan, participants are given full ownership of the life insurance policies. Participants' annual premiums are calculated to pay for the cost of the life insurance being provided. Mr. Scott, Ms. Beebe and Mr. Fortnum participate in this plan. We make payments to the participating named executive officers in the amount of the participant premiums under the Executive Life Insurance Plan. We also make payments to these three named executive officers in the amount of taxes due as a result of such payments.

Perquisites and Other Personal Benefits. We provide our named executive officers with perquisites and other personal benefits that we believe are reasonable and appropriate because they are competitive with perquisites offered by other employers and better enable the company to attract and retain executives for key positions.

We also provide each named executive officer a car. We lease and pay all the costs of operating those cars, including insurance. Each of the named executive officers also receives financial planning and tax preparation services. We also provide annual physical examinations to our named executive officers and other eligible employees.

The values of these perquisites are included in the Summary Compensation Table in the column headed "All Other Compensation." We believe these perquisites are appropriate because they are comparable to perquisites offered by other employers and not excessive. We provide them for the purpose of making our compensation packages competitive.

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Change in Control Agreements. We have a severance agreement with each of the named executive officers that requires us or a successor company to make certain payments and provide certain benefits if the officer's employment is terminated by us or the successor company other than because of death, "Disability" or "Cause," or is terminated by the officer for "Good Reason," in each case, within two years after a change in control of the company. Disability, Cause and Good Reason are defined in these severance agreements. These agreements are intended to preserve employee morale and productivity and encourage retention in the face of the disruptive impact of an actual or rumored change in control of the company. In addition, for executives, these agreements are intended to align executives' and shareholders' interests by enabling executives to consider corporate transactions that are in the best interests of the shareholders and other constituents of the company without undue concern over whether the transactions may jeopardize the executives' own employment. Because these agreements are provided to satisfy different objectives than our regular compensation program, decisions made under this program do not affect our regular compensation program.

The terms of these agreements are similar to those provided by other companies, and we provide them in part because we believe we need to do so to provide a competitive compensation package. Information regarding potential payments under these agreements for the named executive officers is provided under the heading "Estimated Potential Payments upon Change in Control" on page 45.

Executive Stock Ownership Targets

We establish stock ownership targets for our named executive officers. The ownership target for our Chief Executive Officer is ownership of our stock with a value equal to five times his current annual base salary. We count direct and indirect ownership of our common stock, including phantom shares, but not including stock options or unvested performance shares, as ownership for purposes of our stock ownership targets. The target for each of our other named executive officers is three times his or her current annual base salary. Named executive officers are expected to attain their ownership targets within five years from the time the targets become applicable. As of December 31, 2008, Mr. Scott was at an ownership level of more than 11 times his current salary. The other named executive officers either exceed their stock ownership targets or are within the five-year compliance window in which to meet these ownership targets.

Timing of Stock Option Grants

Our Compensation Committee reviews and approves management's recommendations for option grants annually. This has occurred in January in recent years. The Committee approves grants of options to named executive officers at the same time they are granted to all other eligible employees. We do not time such grants in coordination with the company's possession or release of material, non-public or other information. Meetings of the Compensation Committee are generally scheduled at least a year in advance.

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code, imposes a \$1 million limit on the amount that a public company may deduct for compensation paid to the company's Chief Executive Officer or any of the company's four other executive officers, other than the Chief Executive Officer, whose compensation is required to be disclosed in this proxy statement by reason of their being among the most highly compensated officers for the taxable year and who are employed by us as of the end of the year. This limitation does not apply to compensation that meets the requirements under Section 162(m) for "qualifying performance-based" compensation (i.e., compensation paid only if the individual's performance meets pre-established objective goals based on performance criteria approved by shareholders). For 2008, the grants of stock options, the payments under the Annual Incentive Plan and the performance share awards were designed to satisfy the requirements for deductible compensation.

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Because a 2006 amendment to Securities and Exchange Commission regulations requires that we disclose the Chief Financial Officer's compensation in our proxy statement whether or not she is one of our four most highly compensated executive officers other than the Chief Executive Officer, Section 162(m) does not limit our deduction for compensation paid to our Chief Financial Officer.

Summary Compensation Table

The following narrative, tables and footnotes describe the total compensation earned by our named executive officers for 2006, 2007 and 2008. The components of the total compensation reported in the Summary Compensation Table are described below. For information on the role of each component within the total compensation package, refer to the description under "*Compensation and Discussion Analysis*" beginning on page 21.

Salary. This column represents the base salary earned during 2006, 2007 and 2008 by each of our named executive officers and includes any amounts deferred by the named executive officer under our Retirement Savings Plan and SERP.

Bonus. We did not pay any bonuses, as defined for purposes of the disclosure requirements, to our named executive officers in 2008. Mr. Scott received cash bonuses in addition to amounts earned under our Annual Incentive Plan for 2006 and 2007 performance. Ms. Beebe, Mr. Fortnum and Mr. Fiamenghi received such bonuses for 2007 performance.

Stock Awards. This column represents the aggregate amount of compensation cost recognized in the respective year for performance shares and restricted stock granted to each of the named executive officers in the current and prior years. With the exception of Mr. Saucier's restricted stock grant in 2006, the dollar amounts in this column reflect the outstanding performance share awards. The dollar amounts for the awards represent the grant date fair value-based compensation expense recognized in 2006, 2007 and 2008 in accordance with Statement of Financial Accounting Standards 123R (SFAS 123R) and as reported in our audited financial statements. The assumptions used in determining the fair value of the awards are set forth in the footnotes to our financial statements contained in our Annual Report on Form 10-K for each respective year covered by the Summary Compensation Table (footnotes 2 and 11 in the reports for 2006 and 2007 and footnotes 2 and 12 in the report for 2008). Generally, the full grant date fair value is the amount we would expense in our financial statements over the award's vesting schedule. Pursuant to the requirements of SFAS 123R, performance shares and restricted stock are generally expensed over the vesting period of the grant. We caution that the actual amount ultimately realized by the named executive officers from the disclosed performance share awards and restricted stock will likely vary from the disclosed amounts based on a number of factors, including the amounts of the actual awards, our actual operating performance, stock price fluctuations, differences from the valuation assumptions used and the timing of exercise or applicable vesting. The actual value the named executive officer receives will depend on the number of shares earned and the price of our common stock when the shares vest. Performance shares to be earned over three-year cycles granted in 2004, 2005, 2006, 2007 and 2008 are included in applicable years in the table.

Option Awards. This column represents the aggregate amount of compensation cost recognized in the respective year under SFAS 123R for option awards granted to each of our named executive officers in the current and prior years. Additional information regarding the awards is set forth in the "*Grants of Plan-Based Awards in Fiscal 2008*" table on page 36 and the "*Outstanding Equity Awards at 2008 Fiscal Year-End*" table on page 37. The assumptions used in determining the fair value of the awards are set forth in the footnotes to our financial statements contained in our Annual Report on Form 10-K for each respective year covered by the Summary Compensation Table (footnotes 2 and 11 in the reports for 2006 and 2007 and footnotes 2 and 12 in the report for 2008). Generally, the full grant date fair value is the amount we would expense in our financial statements over the award's vesting schedule. We caution that the actual amount ultimately realized by the named executive officer

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from the disclosed option awards will likely vary based on a number of factors, including our actual operating performance, stock price fluctuations, differences from the valuation assumptions used and the timing of exercise or applicable vesting. The options granted in 2004 and 2006 vested in two equal installments on the first and second anniversaries of their dates of grant. The options granted in 2007 and 2008 vest in three equal installments on the first three anniversaries of their dates of grant.

Non-Equity Incentive Plan Compensation. This column represents cash awards earned by our named executive officers during the respective year under our Annual Incentive Plan, which is discussed in further detail on page 24 under "*Compensation Discussion and Analysis*" beginning on page 21.

Change in Pension Value and Nonqualified Deferred Compensation. This column represents the aggregate actuarial increase in the present value of benefits under all of our pension plans during the respective years for each of our named executive officers. The amounts were determined by using interest rate and mortality rate assumptions consistent with those used in our financial statements. These amounts also include the amount by which interest earned on deferred compensation deemed to be invested at the prime rate exceeded the interest that would have been earned on those investments at 120% of the applicable federal long-term rate (as prescribed under section 1274(d) of the Internal Revenue Code).

All Other Compensation. Consistent with our emphasis on performance-based pay, perquisites and other compensation are limited in scope and primarily comprised of retirement benefit contributions and payments to maintain legacy executive life insurance benefits.

Table of Contents**Summary Compensation Table**

Name and Principal Position	Year	Salary	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation(2)	Total
Samuel C. Scott III, Chairman, President and Chief Executive Officer	2008	\$ 993,917	\$	\$ 1,849,966	\$ 744,974(1)	\$ 2,129,545	\$ 722,406	\$ 297,982	\$ 6,738,790
	2007	\$ 921,250	\$ 200,000	\$ 1,682,045	\$ 1,301,385(1)	\$ 1,749,243	\$ 604,826	\$ 265,530	\$ 6,724,279
	2006	\$ 855,250	\$ 184,866	\$ 1,943,458	\$ 771,518(1)	\$ 1,235,134	\$ 418,479	\$ 209,126	\$ 5,617,831
Cheryl K. Beebe, Vice President and Chief Financial Officer	2008	\$ 471,083	\$	\$ 653,983	\$ 199,086	\$ 621,000	\$ 137,453	\$ 88,169	\$ 2,170,774
	2007	\$ 425,667	\$ 73,000	\$ 637,549	\$ 252,404	\$ 577,000	\$ 119,931	\$ 72,780	\$ 2,158,331
	2006	\$ 396,667	\$	\$ 620,481	\$ 255,980	\$ 412,000	\$ 98,909	\$ 66,155	\$ 1,850,192
Jack C. Fortnum, Vice President and President, North America Division	2008	\$ 448,833	\$	\$ 667,664	\$ 207,133	\$ 630,000	\$ 113,642	\$ 100,141	\$ 2,167,413
	2007	\$ 409,000	\$ 83,000	\$ 642,990	\$ 241,886	\$ 592,000	\$ 104,831	\$ 86,662	\$ 2,160,369
	2006	\$ 371,000	\$	\$ 620,481	\$ 230,382	\$ 440,000	\$ 73,631	\$ 60,325	\$ 1,795,819
Jorge L. Fiamenghi, Vice President and President, South America Division	2008	\$ 528,921(3)	\$	\$ 517,461	\$ 157,668	\$ 604,000(3)	\$	\$ 171,428	\$ 1,979,478
	2007	\$ 501,804(3)	\$ 90,103(3)	\$ 475,335	\$ 230,724	\$ 616,559(3)	\$	\$ 91,888	\$ 2,006,413
	2006	\$ 432,909(3)	\$	\$ 514,612	\$ 244,700	\$ 435,092(3)	\$	\$ 79,832	\$ 1,707,145
John F. Saucier, Vice President and President, Asia/Africa Division and Global Business Development	2008	\$ 400,000	\$	\$ 436,244	\$ 142,695	\$ 400,000	\$ 27,049	\$ 32,804	\$ 1,438,792

(1) Mr. Scott is eligible for retirement, and as such, the fair value of his stock option awards is expensed in the year of grant.

(2) The following table provides additional information on the amounts reported in the All Other Compensation column of the Summary Compensation Table for 2008.

All Other Compensation Table

Named Executive Officer	Company Contributions to Qualified and Non-Qualified Plans	Payments Equal to Life Insurance Premiums	Tax Gross-up Related to Life Insurance	Other Tax Related Payments	Perquisites	Dividends on Restricted Stock	Total All Other Compensation
S. C. Scott	\$ 176,590	\$ 61,596	\$ 41,064	\$	\$ 18,732	\$	\$ 297,982
C. K. Beebe	\$ 67,265	\$ 4,845	\$ 3,230	\$	\$ 12,829	\$	\$ 88,169
J. C. Fortnum	\$ 67,430	\$ 10,977	\$ 7,318	\$	\$ 14,416	\$	\$ 100,141
J. L. Fiamenghi	\$ 79,848	\$	\$	\$ 75,380	\$ 16,200	\$	\$ 171,428
J. F. Saucier	\$ 13,800	\$	\$	\$	\$ 14,484	\$ 4,520	\$ 32,804

Company Contributions to Savings Plans: The company makes matching contributions for compensation contributed by participants under our Retirement Savings Plan and SERP Savings Plan Make-up Accounts. For our U.S.-based named executive officers, these matching contributions for 2008 are set forth in the table above. For Mr. Fiamenghi, this amount represents the company contribution under our Brazilian subsidiary's defined contribution plan.

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Life Insurance: Mr. Scott, Ms. Beebe and Mr. Fortnum participate in our Executive Life Insurance Plan. The amounts in the table include payments equal to the amount of participant premiums on life insurance policies for their benefit. These policies were purchased by our former parent company, and we have continued to maintain the policies based upon the commitment to provide such benefits to each participant. The premiums on these policies are based on the insurance company's underwriting requirements.

Tax Related Payments: As participants in the Executive Life Insurance Plan, Mr. Scott, Ms. Beebe and Mr. Fortnum receive payments in the amount of taxes due as a result of the payments made equal to the amount of their participant premiums. In 2008, Mr. Fiamenghi received tax reimbursement in the amount of \$56,225 as a result of U.S. tax obligations due to his work responsibilities in the United States and reimbursement of legal expenses incurred in the amount of \$19,155 in response to an Internal Revenue Service inquiry. This assistance was intended to ensure that

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Mr. Fiamenghi was not advantaged or disadvantaged from a tax standpoint as a result of his responsibilities for the company.

Perquisites: These amounts include the costs of providing a leased car to each one of our named executive officers and the costs of providing financial planning and tax preparation services.

(3)

Mr. Fiamenghi is employed by our Brazilian subsidiary and is paid in Brazilian Reais. The amounts shown as salary, bonus and non-equity incentive plan compensation are based on the yearly average exchange rates of 2.18, 1.95 and 1.84 Reais per U.S. Dollar for 2006, 2007 and 2008, respectively. Prior to March 2008 we established Mr. Fiamenghi's compensation in U.S. Dollars and set an exchange rate each January to convert his cash compensation from U.S. Dollars to Brazilian Reais. The exchange rate used for conversion was a five-year rolling average exchange rate which was used to mitigate the impact of currency fluctuations. The five-year rolling average exchange rates were 2.74, 2.71 and 2.51 Reais per U.S. Dollar at January 2006, 2007 and 2008, respectively. In March 2008, we established Mr. Fiamenghi's salary in Reais instead of U.S. Dollars, effective April 1, 2008, in an effort to mitigate exchange rate volatility.

Table of Contents**Grants of Plan-Based Awards in Fiscal 2008**

The following table contains information relating to grants to the named executive officers during 2008 of awards under our Annual Incentive Plan and performance shares and stock options under our Stock Incentive Plan.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)(3)	Grant Date Fair Value of Stock and Option Awards \$(4)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
S. C. Scott	1/30/08	\$ 625,000	\$ 1,250,000	\$ 2,500,000							
	1/30/08				13,500	27,000	54,000				\$ 876,420
	1/30/08								80,000	\$ 33.82	\$ 714,400
C. K. Beebe	1/29/08	\$ 178,125	\$ 356,250	\$ 712,500							
	1/29/08				5,100	10,200	20,400				\$ 331,092
	1/29/08								30,200	\$ 34.36	\$ 273,612
J. C. Fortnum	1/29/08	\$ 172,500	\$ 345,000	\$ 690,000							
	1/29/08				5,350	10,700	21,400				\$ 347,322
	1/29/08								31,600	\$ 34.36	\$ 286,296
J. L. Fiamenghi(5)	1/29/08	\$ 204,650	\$ 409,300	\$ 818,600							
	1/29/08				4,000	8,000	16,000				\$ 259,680
	1/29/08								23,600	\$ 34.36	\$ 213,816
J. F. Saucier	1/29/08	\$ 150,000	\$ 300,000	\$ 600,000							
	1/29/08				4,000	8,000	16,000				\$ 259,680
	1/29/08								23,600	\$ 34.36	\$ 213,816

- (1) These amounts reflect the terms of the awards under our Annual Incentive Plan. The actual amounts paid under the Annual Incentive Plan with respect to awards made in 2008 are included in amounts for 2008 in the column captioned "Non-Equity Incentive Plan Compensation" in the Summary Compensation table above.
- (2) These amounts reflect the terms of grants of performance shares under our Stock Incentive Plan. The amounts recognized as an expense in 2008 are included in the column captioned "Stock Awards" in the Summary Compensation Table above.
- (3) The exercise price for these options is the closing price on the date of grant.
- (4) This column shows the full grant date fair value of stock awards and option awards under SFAS 123R. Generally, the full grant date fair value is the amount the company would expense in its financial statements over the award's vesting schedule. As Mr. Scott is eligible for retirement, the fair value of his option awards is expensed in the year of grant. For stock options, fair value is calculated based on the grant date fair values estimated by us using the Black-Scholes option pricing model for financial reporting purposes, \$9.06 for the grants on January 29, 2008 and \$8.93 for the grant on January 30, 2008. For additional information on the valuation assumptions, see footnotes 2 and 12 in the notes to our financial statements in our Annual Report on Form 10-K for the year ended December 31, 2008. We caution that the actual amount ultimately realized by the named executive officer from the disclosed stock and option awards will likely vary based on a number of factors, including the amounts of the actual awards, our actual operating performance, stock price fluctuations, differences from the valuation assumptions used and the timing of exercise or applicable vesting. The options vest in three equal installments on the first, second and third anniversaries of the date of grant.
- (5)

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Cash-based awards to Mr. Fiamenghi are paid in Brazilian Reais. In calculating the U.S. dollar equivalent for disclosure purposes, we used the average yearly exchange rate for 2008 (1.84).

Table of Contents**Outstanding Equity Awards at 2008 Fiscal Year-End**

The following table contains information relating to stock options, performance shares and restricted shares held by our named executive officers at December 31, 2008.

Name	Option Awards					Stock Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested(4)
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested(4)	
S. C. Scott	90,000			\$ 13.89	01/17/11			
	120,000			\$ 14.52	10/25/11			
	120,000			\$ 14.33	10/24/12			
	120,000			\$ 16.92	10/30/13			
	120,000			\$ 24.70	11/04/14			
	121,000			\$ 25.83	01/23/16			
	27,000	54,000(1)		\$ 33.80	01/22/17			
		80,000(2)		\$ 33.82	01/29/18			
								58,000 \$ 1,673,300
C. K. Beebe	16,000			\$ 14.33	10/24/12			
	16,000			\$ 16.92	10/30/13			
	36,000			\$ 24.70	11/04/14			
	40,000			\$ 25.83	01/23/16			
	10,166	20,334(1)		\$ 33.80	01/22/17			
		30,200(3)		\$ 34.36	01/28/18			
								22,000 \$ 634,700
J. C. Fortnum	26,000			\$ 14.52	10/25/11			
	33,000			\$ 14.33	10/24/12			
	33,000			\$ 16.92	10/30/13			
	36,000			\$ 24.70	11/04/14			
	36,000			\$ 25.83	01/23/16			
	10,666	21,334(1)		\$ 33.80	01/22/17			
		31,600(3)		\$ 34.36	01/28/18			
								23,000 \$ 663,550
J. L. Fiamenghi	40,000			\$ 25.83	01/23/16			
	7,933	15,867(1)		\$ 33.80	01/22/17			
		23,600(3)		\$ 34.36	01/28/18			
								17,200 \$ 496,220
J. F. Saucier	20,000			\$ 29.80	04/02/16			
	5,566	11,134(1)		\$ 33.80	01/22/17			
		23,600(3)		\$ 34.36	01/28/18			
						8,000(6)	\$ 230,800	14,500 \$ 418,325

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(1) One half of these stock options vested on January 23, 2009, and the remaining half will vest on January 23, 2010.

(2) One third of these stock options vested on January 30, 2009, and the other two thirds will vest in equal installments on January 30, 2010 and 2011, respectively.

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- (3) One third of these stock options vested on January 29, 2009, and the other two thirds will vest in equal installments on January 29, 2010 and 2011, respectively.
- (4) Value stated is the value of unvested shares multiplied by the closing price of our shares of common stock on December 31, 2008 (\$28.85).
- (5) Reflects unearned performance shares in the 2007 and 2008 performance plan awards (at the target performance level).
- (6) These shares of restricted stock will vest in equal installments on April 3, 2010 and April 3, 2011.

There were two grants of options in 2001 when we changed the grant date from January to October and no annual grants in 2005 when we changed the grant date back to January.

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Option Exercises and Stock Vested in Fiscal 2008

The following table contains information concerning the exercise of stock options by our named executive officers and vesting of restricted shares held by them during 2008.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
S. C. Scott				
Options				
Restricted Stock				
C. K. Beebe				
Options				
Restricted Stock				
J. C. Fortnum				
Options				
Restricted Stock				
J. L. Fiamenghi				
Options				
Restricted Stock				
J. F. Saucier				
Options			4,000	\$ 145,080
Restricted Stock				

Value realized upon exercise is equal to the number of options exercised multiplied by the difference between the closing price on the date of exercise and the exercise price. Value realized on vesting of restricted shares is the closing price on the date of vesting multiplied by the number of shares vested.

Pension Benefits in Fiscal 2008

The following table states the actuarial present value of each named executive officer's accumulated benefit under each of our pension plans.

Cash Balance Plan. Our Cash Balance Plan is a defined benefit qualified pension plan which is available to all U.S. salaried employees, including the named executive officers other than Mr. Fiamenghi. Accounts of participants in the Cash Balance Plan accrue pay credits based on years of service and monthly interest credits using a rate equal to a specified amount above the interest rate on short-term Treasury notes. Pay credits are calculated as a percentage (3% to 10%) of a salaried employee's eligible compensation (defined as base salary, overtime and earned Annual Incentive Plan award). The pay credit percentage is determined by the employee's years of service and reaches and remains at 10% after 35 years of service. The value of a participant's account at retirement is paid out either as a life or a joint and survivor annuity or in an optional form, such as a lump sum if certain funding conditions are met. The Cash Balance Plan provides for a three-year vesting period.

Mr. Fortnum participated in the Casco Pension Plan for Salaried Employees prior to his transfer from our Canadian subsidiary to the parent company on March 1, 1993. Mr. Fortnum has ceased to accrue benefits under this plan and has 7.5 years of credited service under the plan at December 31, 2008.

Nonqualified Cash Balance Make-up Accounts. To the extent that an employee's, including any named executive officer other than Mr. Fiamenghi, annual retirement income benefit under the Cash

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Balance Plan exceeds the limitations imposed by the Internal Revenue Code, additional benefits may be provided by our nonqualified Supplemental Executive Retirement Plan through a Cash Balance Make-up Account. All of the named executive officers other than Mr. Fiamenghi participate in Cash Balance Make-up Accounts. Our named executive officers other than Mr. Fiamenghi and Mr. Saucier were participants in a defined benefit plan operated by the company that owned us before we became an independent public company. These named executive officers who became officers of Corn Products International when we became an independent company (Mr. Scott, Ms. Beebe and Mr. Fortnum) receive additional pay credits in Cash Balance Make-up Accounts to offset a portion of pension benefits lost as a result of our becoming an independent public company and the change from a final average pay plan maintained by our predecessor to our Cash Balance Plan.

Pension Benefits

Name	Plan Name	Number of Years of Credited Service	Present Value of Accumulated Benefit(1)	Payments During Last Fiscal Year
S. C. Scott	Cash Balance Plan	35	\$ 929,229	
	Nonqualified Cash Balance Make-up Account	35	\$ 3,278,059	
C. K. Beebe	Cash Balance Plan	28	\$ 300,657	
	Nonqualified Cash Balance Make-up Account	28	\$ 356,566	
J. C. Fortnum	Cash Balance Plan	23	\$ 204,844	
	Nonqualified Cash Balance Make-up Account	23	\$ 367,186	
	Casco Pension Plan	7.5	\$ 58,420	
J. L. Fiamenghi	n/a	n/a	n/a	n/a
J. F. Saucier	Cash Balance Plan	2	\$ 21,564	
	Nonqualified Cash Balance Make-up Account	2	\$ 29,257	

(1)

For the U.S.-based named executive officers, the present value of the accumulated benefit reflects their current vested balances in the Cash Balance Plan and their Cash Balance Make-up Accounts which will be distributed upon termination, regardless of the age of the participant at termination. In addition, for Mr. Fortnum, the present value includes the present value of accumulated benefits in the Casco Pension Plan. See footnote 8 in the notes to our financial statements in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the assumptions used to determine the present value of accumulated benefits under our pension plans.

Nonqualified Deferred Compensation in Fiscal 2008

The following table contains information concerning deferred compensation arrangements under our non-qualified Supplemental Executive Retirement Plan (SERP), excluding Cash Balance Make-up Accounts which are reflected in the above "Pension Benefits" table. Under the SERP, named executive officers can defer up to 20% of their annual compensation and up to 100% of the awards earned by them under our Annual Incentive Plan and any earned performance shares. Mr. Fiamenghi, who is an employee of our Brazilian subsidiary, does not participate in the SERP.

Amounts deferred are, at the election of the named executive officer, deemed to be invested at the prime rate or in phantom units of our common stock, provided that earned performance shares must be deferred into phantom units of our common stock. Deemed investment earnings are credited at the monthly compound equivalent of the prime rate, which is adjusted quarterly based upon the published prime rate, or the increase or decrease of the fair market value of the applicable number of shares of our common stock. When dividends are paid on our

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common stock, deemed investments in common stock are credited with the amount of the dividends which is deemed to be invested in additional phantom stock units at the fair market value of a share on the dividend payment date. Phantom stock

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units are paid through the issuance of shares of common stock at the time of distribution equal to the number of phantom stock units owned at that time.

Our SERP is an unfunded plan and is not ERISA-regulated or protected. SERP participants are general unsecured creditors of the company. Our SERP is a combination of plans that mirrors plans being operated by our former parent company at the time we became an independent public company.

Nonqualified Deferred Compensation

Name	Executive Contributions in 2008(1) (\$)	Company Contributions in 2008(2) (\$)	Aggregate Earnings in 2008(3) (\$)	Aggregate Withdrawals/ Distributions in 2008(4) (\$)	Aggregate Balance at December 31, 2008(5) (\$)
S. C. Scott	\$ 162,790	\$ 162,790	\$ 781,851	\$ 7,203,153	\$ 1,667,560
C. K. Beebe	\$ 53,465	\$ 53,465	\$ 258,009	\$ 2,146,187	\$ 304,974
J. C. Fortnum	\$ 292,453	\$ 53,630	\$ 27,479	\$ 1,047,671	\$ 682,721
J. L. Fiamenghi	n/a	n/a	n/a	n/a	n/a
J. F. Saucier					

- (1) Employee contributions include any deferrals of annual compensation, including earned awards under the Annual Incentive Plan and any earned performance shares.
- (2) These amounts relate to the company match in Savings Plan Make-up Accounts and are also included in the named executive officers' compensation under "All Other Compensation" in the Summary Compensation Table.
- (3) Deemed investment earnings are credited at the monthly compound equivalent of the prime rate, which is adjusted quarterly based upon the published prime rate, or the increase or decrease of the fair market value of the applicable number of shares of our common stock.
- (4) In December 2007, we provided participants in the SERP an opportunity to elect to receive the balances deferred in their Annual Deferral Accounts, Annual Incentive Plan Accounts, Performance Plan Accounts and Prior Plan Accounts in a lump sum during the third quarter of 2008. All of the distributed balances in these accounts were employee contributions and earnings on those contributions.
- (5) These balances include income from prior years which was deferred by the named executive officers and earnings on the amounts previously deferred as well as deferred 2008 income which is included as income in the Summary Compensation Table as well as in this amount. In the case of Mr. Scott and Ms. Beebe, the balances include deferrals of income earned with our predecessor before we became an independent public company.

Potential Payments upon Termination*No Employment Agreements*

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Neither our Chief Executive Officer nor any of our other named executive officers has an employment contract. We have a letter of employment with Mr. Fiamenghi because we are required to do so under Brazilian law. This letter is dated April 2, 1971 and confirms Mr. Fiamenghi's beginning monthly salary at that time. The terms of these executives' severance, except Mr. Fiamenghi's, are the same as the terms for other salaried employees except in the event of a change in control. Mr. Fiamenghi's entitlements under Brazilian law are described below.

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Potential Payments upon Termination or Change in Control

For terminations other than relating to a change in control, the named executive officers are not entitled to receive any additional benefits that are not otherwise available to other salaried employees. These benefits may include distributions under the Cash Balance Plan, Retirement Savings Plan, retiree medical benefits, disability benefits, accrued vacation pay and death severance benefits. However, termination of senior executive officers may result in severance payments or a paid consulting arrangement for some period of time after termination in addition to the payments to which the executive is otherwise entitled in exchange for confidentiality, non-compete, non-solicitation or other agreements. Persons who retire, die or become disabled after the first year of a three-year cycle under our long-term incentive program will receive a prorated award for each such cycle payable after the end of the cycle when other participants receive their payments. If Mr. Scott is terminated for any reason or Ms. Beebe or Mr. Fortnum is terminated for any reason after reaching age 55, they will be entitled to the continuation of payments of premiums on their executive life insurance policies for their benefit and payments of amounts equal to taxes due as a result of such payments until the later of age 65 or the 15th year of the applicable insurance policies. In cases of prior retirements by persons who were executive officers, the Compensation Committee has exercised its discretion to accelerate the vesting of stock options and to transfer to the retiring executive title to the automobile being leased by the company for the use of the executive.

In addition to payments described under the heading "Estimated Potential Payments upon Change in Control" on page 45, Mr. Fiamenghi would receive payments in accordance with our Brazilian subsidiary's policies. Under a Brazilian statute we deposit an amount equal to 8% of Mr. Fiamenghi's monthly salary into a government bank account under the Government Severance Indemnity Fund for Employees (FGTS) that earns interest at an annual rate of 6% and is adjusted for inflation. In the event of termination with or without cause as defined in the Brazilian statute, Mr. Fiamenghi is entitled to the amount in the account. He is also entitled to that amount upon reaching retirement age, which he has reached. If he is terminated without cause (as defined in the Brazilian statute), he is entitled to receive that amount plus 40% of the sum of all contributions to and earnings in that account (whether or not previously distributed), which we are required to provide. The amount due to Mr. Fiamenghi under his severance agreement with us will be reduced by all or any portion of such additional 40% received by Mr. Fiamenghi.

Executive Severance Agreements

We have a severance agreement with each of the named executive officers that requires us to make certain payments and provide certain benefits if the officer's employment is terminated by us other than because of death, "Disability" or "Cause" or is terminated by the officer for "Good Reason" within two years after a change in control of the company.

Under the Severance Agreements a change in control results from any of the following:

the acquisition by an individual, entity or group of persons of beneficial ownership of 20% or more of our common stock other than pursuant to most transactions in which we directly issue or purchase shares of our common stock,

a majority of our directors at the start of a two-year period, and persons whose nominations are approved by those directors, or directors approved by those directors not constituting a majority of our board at the end of the two-year period,

a merger or sale of substantially all of our assets except where owners of our shares own a majority of the voting shares of the surviving corporation or purchaser of the assets and no person other than us or our benefits plans who owned 15% of our stock before the transaction owns 25% or more of the stock of the survivor or purchaser and the directors who must be a

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majority under the preceding provision are a majority of the directors of the surviving corporation or purchaser, or

the consummation of a plan of our complete liquidation or dissolution.

For the purposes of the Severance Agreements:

We have "Cause" to terminate the named executive officer if the named executive officer (a) has willfully engaged in conduct which involves dishonesty or moral turpitude which either (1) results in substantial personal enrichment of the named executive officer at our expense or (2) is demonstrably and materially injurious to our financial condition or reputation, (b) has willfully violated the provisions of the confidentiality or non-competition agreement entered into between the company or any of its subsidiaries and the named executive officer or (c) has committed a felony.

The named executive officer is said to have "Good Reason" to terminate his or her employment (and thereby become entitled to the benefits described below) if we reduce the named executive officer's base salary, require the named executive officer to relocate more than 35 miles from his or her office location immediately prior to the change in control, reduce in any manner which the officer reasonably considers important the named executive officer's title, job authorities or responsibilities immediately prior to the change in control or take certain other actions as specified in the definition.

Each severance agreement requires, as a precondition to the receipt of payments, that the named executive officer sign a standard form of release in which he or she waives all claims that he or she might have against us and certain associated individuals and entities. They also include a prohibition of soliciting or recruiting any of our employees or consultants that would apply for one year following the named executive officer's termination of employment (two years in the case of Mr. Scott) and confidentiality provisions that would apply for an unlimited period of time following the named executive officer's termination of employment.

The agreements provide for the payment of salary and vacation pay accrued through the termination date plus amounts under the Annual Incentive Plan based on the assumption that the target award level was achieved, prorated for the relevant year or portion thereof. In addition, the terminated officer would receive, as a severance payment, a lump sum amount equal to three times the sum of his or her (a) highest base salary in effect during any consecutive 12-month period within the 36 months immediately preceding the date of termination and (b) his or her target Annual Incentive Plan payment for the year in which the termination occurs. We provide this level of severance because we believe it to be typical and necessary to provide a competitive benefit. Mr. Fiamenghi's lump sum payment would be reduced by 40% of the sum of the balance of his Brazilian government-mandated FGTS account and previous distributions from that account.

The agreements provide for certain continued insurance and other benefits for a period of 36 months (if the named executive officer is at least 62 years old, our Compensation Committee has the discretion to provide such continued insurance and other benefits only until the executive officer attains age 65) and certain allowances for a period of three months, which include, based on current allowances, continued use of a leased car for three months. These agreements also provide for accelerated vesting pursuant to our Stock Incentive Plan of the terminated officer's then unvested restricted stock awards and other stock-based awards, including, but not limited to, performance share awards under our long-term incentive compensation program on a change in control.

These agreements also provide for the terminated executive to receive three additional years of service under our Cash Balance Plan based on the executive's target total cash compensation (if the executive is at least 62 years old he or she will receive a pro rata amount of additional service credits based on the number of full months until the executive reaches age 65) and three years of benefits

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under his or her nonqualified Cash Balance Make-up Account. These agreements also provide for vesting of the executive's accounts under the Cash Balance Plan and nonqualified Cash Balance Make-up Accounts, if they are not already vested.

The officer will receive cash payments or nonqualified plan credits equal to three years of employee matching contributions in addition to the contributions made to the Retirement Savings Plan and Savings Plan Make-up Accounts. These agreements also provide for vesting of officer's accounts under the Retirement Savings Plan and Savings Plan Make-up Accounts, if they are not already vested.

The officer will receive the cash value of his or her current RHSCA and related dependent account, plus the value of three additional years of company contributions to that account. These agreements also provide for vesting of the officer's current RHSCA and related dependent account, if they are not already vested.

We will provide a terminated officer with executive-level outplacement services for a period of one year from the date of his or her termination of employment. Such outplacement services are required to be provided through an outplacement firm that is mutually agreed upon by the parties.

We will reimburse any excise tax paid by the terminated officer as a result of payments under his or her severance agreement unless a 10% reduction in the payments would make the excise tax inapplicable, in which case the payments will be reduced by the least amount that would make the excise tax inapplicable. If we are barred from providing any of the benefits contemplated by the severance agreements, we are obligated to arrange to provide substantially similar benefits or the after-tax cash equivalent.

To the extent the payments may not be paid from a qualified plan, such amounts will be paid from our general assets.

Change in Control Provisions of the Stock Incentive Plan

The Stock Incentive Plan provides that upon a change in control, all outstanding awards made under it will be surrendered to the company in exchange for a cash payment except, in the case of a merger or similar transaction in which the shareholders receive publicly traded common stock, all outstanding options and stock appreciation rights immediately will become exercisable in full, all other awards immediately will vest, all performance periods will lapse, each performance period will be deemed satisfied at the target level and each option, stock appreciation right and other award will represent a right to acquire the appropriate number of shares of common stock received in the merger or similar transaction. These provisions are intended to permit our senior executives to focus on our success in the event of a change in control and to encourage them to remain in our employ in the event of a possible change in control. These provisions are similar to terms of other companies' stock incentive plans and are included in part because we believe we need to do so to provide a competitive compensation package.

Estimated Potential Payments upon Change in Control

The estimated amounts payable to each named executive officer upon a change in control and termination of the named executive officer's employment for reasons other than for death, "Disability" or "Cause," by us or our successor or by the named executive officer for "Good Reason" within two years after a change in control in accordance with the terms of the severance agreements discussed above, are shown in the table below. The amounts assume such termination was effective as of December 31, 2008 and are estimates of the amounts that would be paid to the executives upon their termination. Due to a number of factors that affect the nature and amount of any benefits, actual payments paid or distributed to the other named executive officers may be different from the amounts

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in the table. Factors that could affect these amounts include the timing during the year of any such event, the company's stock price and the executive's age.

	S. C. Scott	C. K. Beebe	J. C. Fortnum	J. L. Fiamenghi	J. F. Saucier
Cash Severance	\$ 6,750,000(11)	\$ 2,493,750	\$ 2,415,000	\$ 2,458,528(10)	\$ 2,100,000
Pro rata Bonus Payment(1)	\$ 1,250,000	\$ 356,250	\$ 345,000	\$ 409,300	\$ 300,000
Early Vesting of Stock Options(2)(3)	\$	\$	\$	\$	\$
Early Vesting of Restricted Stock(2)(4)	\$	\$	\$	\$	\$ 230,800
Early Vesting of Performance Shares(2)(5)	\$ 3,184,760	\$ 1,144,040	\$ 1,174,960	\$ 902,864	\$ 675,076
Retirement Benefit Payment(6)	\$ 213,256	\$ 320,742	\$ 298,715	\$	\$ 134,821
Defined Contribution Plan Payments(7)	\$ 73,579	\$ 201,795	\$ 202,290	\$ 239,545	\$ 73,872
Health and Welfare Benefit Values	\$ 30,162(12)	\$ 30,163	\$ 50,609	\$ 16,102	\$ 48,395
Post Retirement Medical Coverage(8)	\$ 574	\$ 59,642	\$ 45,812	\$	\$ 8,212
Outplacement Services	\$	\$ 25,000	\$ 25,000	\$ 25,000	\$ 25,000
Personal Allowances	\$ 4,683	\$ 3,207	\$ 3,604	\$ 4,050	\$ 3,623
Excise Tax and Gross Up	\$	\$ 1,443,298	\$ 1,406,291	\$	\$ 1,219,207
Executive Life Insurance(9)	\$	\$ 64,717	\$ 158,098	\$	\$
FGTS Payment(10)	\$	\$	\$	\$ 406,571	\$
Total	\$11,507,014	\$6,142,604	\$6,125,379	\$ 4,461,960	\$4,819,006

-
- (1) Pro rata target award based on guaranteed pro rata target payment under severance agreements.
- (2) Upon a change in control, all outstanding options will become fully exercisable, all restrictions imposed on outstanding shares of restricted stock will immediately lapse and all outstanding performance shares will immediately vest as described in footnote 5.
- (3) Based on Corn Products stock price of \$28.85 (the closing price on December 31, 2008) minus the applicable exercise price, which in each case exceeded \$28.85.
- (4) The number of shares of restricted stock multiplied by \$28.85.
- (5) Reflects the target number of performance shares for the 2006 through 2008, 2007 through 2009 and 2008 through 2010 performance periods multiplied by the highest stock price of a share of common stock during the 90-day period immediately preceding the date of the assumed change in control (\$30.92).
- (6) Reflects only the additional amounts earned under the Cash Balance Plan and nonqualified Cash Balance Make-up Accounts due to a change in control (three extra years of service credits) as well as the continuation of vesting over the severance period. For Mr. Scott, who is over age 62, this amount has been prorated to age 65.
- (7) Reflects cash payments or nonqualified plan credits equal to three years of employer matching contributions under the Retirement Savings Plan and the Savings Plan Make-up Accounts as well as the continuation of vesting over the severance period. For

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Mr. Fiamenghi, the amount reflects three years of employer contributions under his Brazilian defined contribution plan. For Mr. Scott, who is over age 62, this amount has been prorated to age 65.

(8)

Executive officers are vested in their RHCSA accounts at age 55 with 10 years of service. Upon a change in control, each named executive officer would receive three additional years of service credits and company contributions and become vested in their RHCSA accounts, if not already vested. For Mr. Scott, who is over age 62, this amount has been prorated to age 65. Mr. Fiamenghi does not participate in a RHCSA account.

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- (9) As a result of a change in control, Ms. Beebe and Mr. Fortnum would continue to participate in the Executive Life Insurance Plan (absent a change in control, participation would cease as these executives are not 55 years of age at the assumed time of termination). The amounts shown reflect the estimated sum of the continued payments these executives would receive to assist in the payment of premiums on life insurance policies for their benefit and to assist in the payment of taxes due as a result of such payments.
- (10) Upon termination of employment from our Brazilian subsidiary following a change in control, Mr. Fiamenghi would receive the balance in his government-mandated FGTS account, an additional 40% of the sum of that balance and previous distributions from that account which is required when termination is without cause, plus three years of salary continuation under his executive severance agreement. The FGTS amount shown is the additional 40% payment. His cash severance amount has been reduced (from \$2,865,099 to \$2,458,528) by the additional 40% payment on his FGTS account. An exchange rate of 1.84 Reais/USD (the 2008 average rate) has been used to convert payments in Brazilian Reais to U.S. Dollars.
- (11) For Mr. Scott, the Compensation Committee has discretion to provide a prorated cash severance payment since he is over age 62. This amount, however, assumes the Committee would not exercise this discretion.
- (12) For Mr. Scott, the Compensation Committee has discretion to provide a prorated health and welfare value since he is over age 62. This amount, however, assumes the Committee would not exercise this discretion.

Compensation Committee Report

The Compensation Committee of the Board of Directors reports that it has reviewed and discussed with management the section of this proxy statement headed "Compensation Discussion and Analysis," and, on the basis of that review and discussion, recommended that that section be included in our Annual Report on Form 10-K and in this proxy statement.

Compensation Committee
R. J. Almeida, Chairman
P. Hanrahan
W. S. Norman

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The following table provides information as of December 31, 2008 about the company's equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)(5)
Equity compensation plans approved by security holders	4,770,164(1)	\$ 24.76(2)	4,376,415
Equity compensation plans not approved by security holders	110,220(3)	N/A	516,734
Total	4,880,384	\$ 24.76(4)	4,893,149

-
- (1) This amount includes an aggregate of 288,378 shares of company common stock representing outstanding performance share target awards that will vest only upon the successful completion of the relevant long-term incentive performance cycle and will be payable, if earned, by the company in shares of company common stock. The amount included in this column in respect of these performance awards assumes that all such performance awards vest 100%.
- (2) This price does not take into account the 288,378 performance share target awards referenced in footnote 1, because those awards have no exercise price.
- (3) This amount assumes that all phantom stock units of the company credited to the Deferred Compensation Plan for Outside Directors and the Supplemental Executive Retirement Plan accounts of the participating directors and executive officers will be paid in the form of our common stock.
- (4) This price represents the weighted-average exercise price of outstanding options. It excludes the phantom stock units referenced in footnote 3 as well as the 288,378 performance share target awards referenced in footnote 1, because those awards have no exercise price.
- (5) These amounts assume issuance of shares of company common stock at \$28.85, the closing price for a share of our common stock on December 31, 2008.

Independence of Board Members

Under the rules of the New York Stock Exchange, a director is not considered to be independent unless the Board of Directors has affirmatively determined that the director has no material relationship with the company or any of its subsidiaries (either directly or as a partner, stockholder or officer of an organization that has a relationship with the company or any of its subsidiaries). In addition, the New York Stock Exchange rules stipulate that certain relationships preclude a director from being considered to be independent. The board has determined that each director and nominee for director, except for Mr. Samuel C. Scott III, the company's Chief Executive Officer, and Mr. Luis Aranguren-Trellez, is independent.

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In making its determination as to the independent directors, the board reviewed relationships between the company and the directors, including ordinary course relationships arising from transactions on terms and conditions substantially similar to those with unaffiliated third parties between the company and entities (all of which represented substantially less than one percent of the revenues of the other entities) where the directors or their immediate family members are directors,

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advisory board members, executive officers or employees or own equity of five percent or more of that entity (Messrs. Almeida, Hanrahan, Kastory, Ringler and Ms. Klein). The board also reviewed the company's contributions to charitable organizations (none of which exceeded \$20,000 in any year) where the directors or their immediate family members serve as officers, directors or trustees (Messrs. Almeida, Kenny, Norman and Ringler and Ms. Hendricks and Ms. Klein).

Review and Approval of Transactions with Related Persons

The board has adopted a policy and procedures for review, approval and monitoring of transactions involving the company and "related persons" (directors and executive officers or their immediate family members, or stockholders owning five percent or greater of the company's outstanding stock). The policy covers any related person transaction involving amounts exceeding \$120,000 in which a related person has a direct or indirect material interest.

Policy

Related person transactions must be approved by the Audit Committee of the Board of Directors or if a related person involved is a member of the Board of Directors or a nominee to become a director then by all of the disinterested independent members of the board. In considering the transaction, the committee or independent directors will consider all relevant factors, including as applicable

the size of the transaction and the amount payable, directly or indirectly, to a related person,

the nature of the interest or involvement of the related person in the transaction,

whether the transaction creates an appearance of a conflict of interest or unfair dealing,

whether the rates or charges and other key terms involved in the transaction were determined by competitive bids,

whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties and

the impact of the transaction on the company and its stockholders.

Procedures

The Chief Financial Officer will advise the Chairman of the Audit Committee of any related person transaction of which she becomes aware.

The Audit Committee will consider such related person transaction at its next regularly scheduled meeting or, if it deems it advisable, prior thereto at an interim meeting called for such purpose. If approval or ratification of the related person transaction requires consideration by all of the disinterested and independent members of the Board of Directors, the related person transaction will be considered at the board's next regularly scheduled meeting or, if the disinterested and independent directors deem it advisable, prior thereto at an interim meeting called for such purpose.

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Except as set forth below, any related person transaction not approved in advance by the Audit Committee or a majority of the disinterested and independent directors will not be entered into by the company unless the consummation of the transaction is expressly subject to ratification by the Audit Committee or a majority of the disinterested and independent directors. If the transaction is not so ratified, the company will not consummate the transaction. It is the

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responsibility of management to notify the Chief Financial Officer of all potential related person transactions in advance, so as to allow appropriate review under the company's guidelines.

If the company enters into a transaction that (i) the company was not aware constituted a related person transaction at the time it was entered into but which it subsequently determines is a related person transaction prior to full performance thereof or (ii) did not constitute a related person transaction at the time such transaction was entered into but thereafter becomes a related person transaction prior to full performance thereof, then in either such case the related person transaction will be presented for ratification in the manner set forth above. If the related person transaction is not ratified, then the company will take all reasonable actions to attempt to terminate its participation in the transaction. Reasonable steps will not be deemed to require that the company act in breach of any contractual obligations or otherwise expose itself to legal liability.

The Chief Financial Officer will update the Audit Committee or the board, as applicable, on the status of any approved related person transaction not less than annually, or upon termination of or anticipated significant change in the related person transaction. Anticipated significant changes will be subject to the approval processes required for initial approval of a related person transaction.

Currently the only related person transactions are transactions at competitive market rates, through the company's Mexican subsidiary, with companies owned or controlled indirectly by the family of Mr. Aranguren-Trellez described below.

Certain Relationships and Related Transactions

Transactions with Subsidiaries of Arancia Industrial, S.A. de C.V. In connection with the acquisition by the company from companies controlled by the family of Mr. Luis Aranguren-Trellez of the outstanding minority interest in the company's subsidiary, CPIIngredientes, S.A. de C.V., the Aranguren family obtained the right, through January 2010, to require the company to repurchase the shares of the company's common stock originally received by the Aranguren family and related entities. At March 23, 2009, the Aranguren family and related entities held 500,000 shares of our common stock.

We, through CPIIngredientes, S.A. de C.V., continue to engage in transactions at competitive market rates, with companies owned or controlled indirectly by the Aranguren family. During 2008, we sold steam water and starch at commercial market rates in an amount totaling approximately \$812,704 (net of VAT) to a company controlled by Mr. Aranguren-Trellez' family and made payments of approximately \$74,776 (net of VAT) and \$43,951 (net of VAT) to that company and another company controlled by Mr. Aranguren-Trellez' family to lease office space for CPIIngredientes, S.A. de C.V. and to purchase enzymes and services. Sales of steam water and starch to the company controlled by Mr. Aranguren-Trellez' family are expected to continue in 2009 in the amount of approximately \$900,000, and we continue to lease office space from the other company controlled by Mr. Aranguren-Trellez' family.

Table of Contents**2008 and 2007 Audit Firm Fee Summary**

Following is a summary of professional services provided by the company's independent auditors, KPMG LLP, during the years ended December 31, 2008 and 2007, and the related fees:

	2008	2007
Audit fees for the annual consolidated financial statements and internal control over financial reporting and completion of limited reviews of quarterly financial information and foreign statutory audits	\$2,837,000	\$2,571,000
Total audit-related fees	302,000	156,000
Total tax fees	13,000	77,000
All other fees	2,000	2,000
Audit-Related Fees		

The audit-related fees include benefit plan audits, review of government filings, SEC filings, due diligence and consultation on the application of accounting principles.

Tax Fees

The tax fees relate to tax compliance and consultation in the various countries in which the company operates.

All Other Fees

All other fees include access fees relating to on-line research resources.

All audit, audit-related, tax services and other fees performed by KPMG are approved by the Audit Committee in advance of the engagement. The Audit Committee has considered and determined the compatibility of the audit-related and tax services provided by KPMG with auditor independence.

Audit Committee Report

The Audit Committee of the Board of Directors reports that it has: (i) reviewed and discussed with management the audited financial statements of the company for the fiscal year ended December 31, 2008; (ii) discussed with KPMG LLP, the independent registered public accounting firm serving as the company's independent auditors, the matters required to be discussed by Statement on Auditing Standards No. 61; and (iii) received the written disclosures and the letter from KPMG required by applicable requirements of the Public Company Accounting Oversight Board regarding KPMG's communications with the Audit Committee concerning independence and discussed with KPMG their independence. Based on such review and discussions, the Audit Committee recommended to the board that the audited financial statements of the company for the fiscal year ended December 31, 2008 be included in the company's Annual Report on Form 10-K for 2008 for filing with the Securities and Exchange Commission.

Audit Committee
B. A. Klein, Chairperson
B. H. Kastory
J. M. Ringler

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Proposal 2. Ratification of Appointment of Independent Registered Public Accounting Firm

The Audit Committee has appointed KPMG LLP, an independent registered public accounting firm, as the Independent Registered Public Accounting Firm of the company and its subsidiaries, in respect of the company's operations in 2009. Representatives of KPMG are expected to attend the annual meeting and will be available to respond to appropriate questions and to make a statement if they so desire. KPMG also performs certain audit-related and tax services for the company. Although the company is not required to seek stockholder approval of this appointment, the board currently believes that it is a good corporate governance practice to follow. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment. Even if the appointment is ratified, the Audit Committee, in its discretion, may appoint a different independent registered public accounting firm at any time during the year if the Audit Committee determines that it would be in the company's and our stockholders' best interests.

The Board and Audit Committee recommend that you vote FOR the following proposal:

RESOLVED: that the appointment by the Audit Committee of the Board of Directors of the firm of KPMG LLP as the Independent Registered Public Accounting Firm of the company and its subsidiaries, in respect of the company's operations in 2009, is hereby ratified.

Proposal 3. Stockholder Proposal to Request the Board of Directors to Eliminate Classification of the Terms of the Board of Directors to Require that All Directors Stand for Election Annually

We have been advised that Mr. Gerald R. Armstrong, whose address is 910 Sixteenth Street, No. 412, Denver, Colorado 80202-2917, intends to present the following proposal for consideration at our annual meeting.

RESOLUTION

That the shareholders of CORN PRODUCTS INTERNATIONAL, INC. request its Board of Directors to take the steps necessary to eliminate classification of terms of the Board of Directors to require that *all* Directors stand for election annually. The Board declassification shall be completed in a manner that does not affect the unexpired terms of the previously-elected Directors.

SUPPORTING STATEMENT

The proponent believes the election of directors is the strongest way that shareholders influence the directors of any corporation. Currently, our board of directors is divided into three classes with each class serving three-year terms. Because of this structure, shareholders may only vote for one-third of the directors each year. This is not in the best interest of shareholders because it reduces accountability.

Xcel Energy Inc., Devon Energy Corporation, ConocoPhillips, ONEOK, Inc. CenterPoint Energy, Inc., Hess Corporation have adopted this practice and it has been approved by shareholders at CH Energy Group, Inc., Central Vermont Public Service Corporation, Black Hills Corporation, Spectra Energy Corp., and several others, upon presentation of a similar resolution by the proponent during 2008. The proponent is a professional investor who has studied this issue carefully.

The performance of our management and our Board of Directors is now being more strongly tested due to economic conditions and the accountability for performance must be given to the shareholders whose capital has been entrusted in the form of share investments.

A study by researchers at Harvard Business School and the University of Pennsylvania's Wharton School titled "Corporate Governance and Equity Prices" (Quarterly Journal of Economics, February, 2003), looked at the relationship between corporate governance practices (including classified boards)

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and firm performance. The study found a significant positive link between governance practices favoring shareholders (such as annual directors election) and firm value.

While management may argue that directors need and deserve continuity, management should become aware that continuity and tenure may be best assured when their performance as directors is exemplary and is deemed beneficial to the best interests of the corporation and its shareholders.

The proponent regards as unfounded the concern expressed by some that annual election of all directors could leave companies without experienced directors in the event that all incumbents are voted out by shareholders. In the unlikely event that shareholders do vote to replace all directors, such a decision would express dissatisfaction with the incumbent directors and reflect the need for change.

If you agree that shareholders may benefit from greater accountability afforded by annual election of *all* directors, please vote "FOR" this proposal.

The Board makes No Voting Recommendation to Stockholders with respect to the foregoing Stockholder Proposal.

Other Matters

We do not know of any other matters or items of business to be presented or acted upon at the annual meeting. If other proposals are properly presented, each of the persons named in the proxy card is authorized to vote on them using his or her best judgment.

Other Information

Any stockholder who wishes to receive a separate copy of this proxy statement or our annual report to stockholders, or a print copy of the company's Governance Principles and Policies on Business Conduct, or any of the charters of the board's committees, can do so by contacting the Corporate Secretary of the company, by telephone at 708-551-2600 or by mail at the company's principal executive office, the address of which is Corn Products International, Inc., 5 Westbrook Corporate Center, Westchester, Illinois 60154. Please note that the information on our website is not incorporated by reference in this proxy statement.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the company's directors and executive officers to file timely reports of holdings and transactions in the company's common stock (including derivatives thereof) with the SEC. The company has reviewed the forms filed on behalf of its directors and executive officers during and with respect to 2008 and has also reviewed other information including written representations that no annual SEC Form 5 report was required by such directors and executive officers. Based on this review, the company believes that none of its directors and executive officers failed to file on a timely basis reports required by Section 16(a) of the Exchange Act during 2008.

Additional Information

The company files annual, quarterly and special reports, proxy statements and other information with the SEC as required. SEC filings are generally available to the public from commercial document retrieval services, on the company's website at <http://www.cornproducts.com> and on the Internet website maintained by the SEC at www.sec.gov. You may also read and copy any reports, statements or other information that are filed at the SEC's public reference rooms in Washington, DC, New York, New York and Chicago, Illinois. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. The company also files certain reports and other information with the New York Stock Exchange, on which the company's common stock is traded. Copies of such material can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

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YOU MAY RECEIVE WITHOUT CHARGE A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2008 INCLUDING THE FINANCIAL STATEMENTS AND THE FINANCIAL STATEMENT SCHEDULES (UPON REQUEST, EXHIBITS THERETO WILL BE FURNISHED SUBJECT TO PAYMENT OF A SPECIFIED FEE) BY SENDING A WRITTEN REQUEST TO CORN PRODUCTS INTERNATIONAL, INC., 5 WESTBROOK CORPORATE CENTER, WESTCHESTER, ILLINOIS 60154, ATTENTION: CORPORATE SECRETARY. Alternatively, you can access our 2008 Annual Report to Stockholders, which includes our 2008 Annual Report on Form 10-K and other financial information, on the investors section of our website at: <http://www.cornproducts.com>.

Please cast your vote on the Internet or by telephone as soon as possible, or if you received a paper copy of the proxy materials and want to vote by mail, please complete the accompanying proxy card and mail it in the enclosed, postage-paid envelope as soon as possible, or, if you have received a voting instruction form from a broker, bank or other nominee, please cast your vote by following the instructions provided on that form.

By order of the Board of Directors,

Mary Ann Hynes
Vice President, General Counsel, Corporate
Secretary and Chief Compliance Officer

April 9, 2009

**CORN PRODUCTS INTERNATIONAL
BOARD MEMBERSHIP AND DIRECTOR CANDIDATE SELECTION CRITERIA**

The Board consists of a substantial majority of "independent" directors, as defined in the Rules of the New York Stock Exchange. Candidates are identified for the contributions they can make to the deliberations of the Board and their ability to represent impartially all of the Company's stockholders, and are considered regardless of race or gender.

In addition to other considerations, all potential nominees are expected to have:

the highest personal and professional ethics, integrity and values

education and breadth of experience to understand business problems and evaluate the possible solutions

the ability to work well with others

respect for the views of others and an open-minded approach to problems

a reasoned and balanced commitment to the social responsibilities of the Company

an interest and availability of time to be involved with the Company and its employees over a sustained period

stature and experience to represent the Company before the public, stockholders and the other various individuals and groups that affect the Company

the willingness to objectively appraise management performance in the interest of the stockholders

an open mind on all policy issues and areas of activity affecting overall interests of the Company and its stockholders

no involvement in other activities or interests that create a conflict with the director's responsibility to the Company and its stockholders

The above attributes are expected to be maintained by Board members as a condition of their ongoing membership to the Board. The Corporate Governance and Nominating Committee reviews the makeup of the Board and the tenure of its members at least annually to help determine the number and experience of directors required.

The Corporate Governance and Nominating Committee has also established the following additional criteria as an aid in the selection of potential director candidates. The weight given to any particular item may vary based on the Committee's assessment of the needs of the Board, and not all criteria may be applicable to each vacancy. Similarly, these criteria, in whole or in part, may be modified or waived by the Corporate Governance and Nominating Committee in connection with a particular vacancy or as otherwise deemed appropriate by the Committee. Candidates should have all or a majority of the following Important/Desired Attributes:

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1. Candidates should be actively employed as a CEO, or a President, Chief Financial Officer, or General Manager (or a comparable position of responsibility) with reasonable expectations of becoming a CEO, of a publicly traded company (or a significant private company) with at least \$1-\$3 billion in sales
2. International business experience
3. Financial responsibility during career and financial literacy

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4. General management experience during career
5. Experience on publicly-traded/significant private company boards
6. Experience with corporate governance issues, and ideally, some background in the legal aspects of governance applicable to publicly-traded companies
7. Contribution to board diversity
8. Not nearing or planning for retirement within next five years
9. Actively employed in a manufacturing or continuous process type industry, although past experience in a manufacturing or continuous process type of industry or experience in other industries may be suitable as well.

