

GALLAGHER ARTHUR J & CO
Form DEFA14A
March 28, 2011

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

SCHEDULE 14A

(Rule 14a-101)

Information Required In Proxy Statement

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant ☒ Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

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“ Soliciting Material Pursuant to §240.14a-12

ARTHUR J. GALLAGHER & CO.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

“ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

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

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(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT ~~ANNUAL~~ ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow g **XXXX XXXX XXXX** (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow g **XXXX XXXX XXXX** (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 26, 2011 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: At the annual meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: To vote now on the Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow g **XXXX XXXX XXXX** available and follow the instructions.

Vote By Mail or Telephone: You can vote by mail or telephone by requesting a paper copy of the materials, which will include a proxy card and instructions for voting by telephone.

Voting Items

**The Board of Directors recommends
you vote FOR the following:**

1. Election of Directors

1a. William L. Bax

1b. Frank E. English, Jr.

1c. J. Patrick Gallagher, Jr.

1d. Elbert O. Hand

1e. Ilene S. Gordon

1f. David S. Johnson

1g. Kay W. McCurdy

1h. Norman L. Rosenthal

1i. James R. Wimmer

The Board of Directors recommends you vote

FOR proposals 2, 3 and 4:

2. Approval of the Arthur J. Gallagher & Co. 2011
Long-Term Incentive Plan

3. Ratification of the Appointment of Independent
Auditor for 2011

4. Advisory Vote on the Compensation of Our Named
Executive Officers

**The Board of Directors recommends you vote
FOR 1 YEAR on the following proposal:**

5. Advisory Vote on the Frequency of a
Stockholder Vote on the Compensation of
Our Named Executive Officers

