

GERBER SCIENTIFIC INC

Form DEF 14A

August 18, 2006

SCHEDULE 14A
(Rule 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

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

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to § 240.14a-12

Gerber Scientific, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) 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)

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary proxy 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:
-

August 18, 2006

Dear Shareholder:

You are cordially invited to attend the 2006 Annual Meeting of Shareholders of Gerber Scientific, Inc., which will be held at 2:30 p.m., local time, on Thursday, September 21, 2006, at our corporate headquarters in South Windsor, Connecticut. The Notice of Annual Meeting and Proxy Statement that accompany this letter describe the matters to be voted on at the meeting. In addition, our management will make a presentation on this year's operating results and recent developments affecting your company. We hope you will be able to attend and participate in the meeting.

Whether or not you plan to attend, it is important that your shares be represented and voted at the meeting. As a shareholder of record, you may vote your shares by telephone, over the Internet or by proxy card.

On behalf of your Board of Directors, I would like to thank you for your continued support and interest in Gerber Scientific.

Sincerely,

Marc T. Giles
President and Chief Executive Officer

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**GERBER SCIENTIFIC, INC.
83 GERBER ROAD WEST
SOUTH WINDSOR, CONNECTICUT 06074**

**Notice of Annual Meeting of Shareholders
to be held on September 21, 2006 at 2:30 p.m.**

The Annual Meeting of Shareholders of Gerber Scientific, Inc. will be held on Thursday, September 21, 2006, at 2:30 p.m., local time, at the corporate headquarters of Gerber Scientific, 83 Gerber Road West, South Windsor, Connecticut. The Annual Meeting has been called for the following purposes:

1. to consider and vote upon a proposal to elect eight members of the Board of Directors;
2. to consider and vote upon a proposal to approve the Gerber Scientific, Inc. 2006 Omnibus Incentive Plan; and
3. to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Only shareholders of record at the close of business on July 21, 2006 will be entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

Your vote is very important to us. Whether or not you plan to attend the meeting in person, your shares should be represented and voted. To vote without attending the Annual Meeting, you should complete, sign, date and promptly return the enclosed proxy card in the postage-paid envelope that we have included for your convenience.

Alternatively, you may vote through the Internet or by telephone as indicated on the enclosed proxy card. No postage

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is required if you mail the proxy in the United States. Even if you plan to attend the Annual Meeting, we would appreciate receiving your voting instructions before that date. Submitting the proxy before the Annual Meeting will not preclude you from voting in person at the Annual Meeting if you should decide to attend.

All shareholders are invited to attend the Annual Meeting. No ticket is required for admittance. If you have any questions regarding this Notice of Annual Meeting or if you have special needs which require assistance, please call us at 1-800-811-4707, extension 8067, and we will be happy to assist you.

By Order of the Board of Directors,

William V. Grickis, Jr.
Secretary

South Windsor, Connecticut
August 18, 2006

**GERBER SCIENTIFIC, INC.
83 GERBER ROAD WEST
SOUTH WINDSOR, CONNECTICUT 06074**

**Annual Meeting of Shareholders
to be held on September 21, 2006 at 2:30 p.m.**

PROXY STATEMENT

GENERAL INFORMATION

Gerber Scientific, Inc. (Gerber Scientific or the Company) is furnishing this Proxy Statement in connection with the solicitation of proxies by the Company's Board of Directors (the Board) for use at the Annual Meeting of Shareholders to be held on Thursday, September 21, 2006, at 2:30 p.m., local time, at the Company's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut. For your convenience, directions to the corporate headquarters are included in this Proxy Statement at Appendix A.

This Proxy Statement and the enclosed proxy card are first being mailed to the Company's shareholders on or about August 18, 2006.

The Annual Meeting has been called for shareholders to consider and vote upon the election of Directors, to consider and vote upon a proposal to approve the Gerber Scientific, Inc. 2006 Omnibus Incentive Plan, and to transact such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

Proxy Solicitation

The Company will pay the cost of this proxy solicitation. In addition to the solicitation of proxies by use of the mails, officers and other employees of the Company and its subsidiaries may solicit proxies by personal interview, telephone, facsimile, e-mail and telegram. None of these individuals will receive compensation for such services, which will be performed in addition to their regular duties. The Company also expects to make arrangements with brokerage firms, banks, custodians, nominees and other fiduciaries to forward proxy solicitation materials for shares held of record by them to the beneficial owners of such shares. The Company will reimburse such persons for their reasonable out-of-pocket expenses in forwarding such materials. The Company will use the services of Georgeson Shareholder Communications, Inc. to aid in the solicitation of proxies at a fee of \$10,000 plus reimbursement of out-of-pocket expenses. The total cost to the Company of such solicitation is not expected to exceed \$20,000. The Company has agreed to indemnify Georgeson Shareholder Communications, Inc. against any losses, claims, damages, liabilities or expenses such firm may incur in providing these services.

A list of shareholders entitled to notice of the Annual Meeting will be open to the examination of any shareholder during regular business hours beginning on August 18, 2006, at the Company's corporate headquarters, 83 Gerber Road West, South Windsor, Connecticut, and at the time and place of the meeting during the whole time of the meeting.

Voting Procedures

Q: What shares owned by me may be voted?

A: You may only vote the shares of the Company's common stock owned by you as of the close of business on July 21, 2006, which is the record date for the determination of shareholders entitled to notice of and to vote at the meeting. These shares include the following:

shares of common stock held directly in your name as the shareholder of record; and

shares of common stock held for you, as the beneficial owner, through a stockbroker, bank or other nominee.

Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?

A: Most of the Company's shareholders hold their shares through a stockbroker, bank or other nominee, rather than directly in their own names. As summarized below, there are some distinctions between shares held of record and those owned beneficially.

If your shares are registered directly in your name with the Company's transfer agent, Computershare Trust Company, Inc., you are considered, with respect to those shares, the shareholder of record, and these proxy materials are being sent directly to you on behalf of the Company. As the shareholder of record, you have the right to grant your voting proxy to the Company officers specified on the enclosed proxy card or to vote in person at the meeting. The Company has enclosed a proxy card for you to use. Alternatively, you may vote through the Internet or by telephone as indicated on the enclosed proxy card.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name, and the proxy materials are being sent to you by your broker or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker or nominee how to vote. You are also invited to attend the meeting, but since you are not the shareholder of record, you may not vote these shares in person at the meeting unless you receive a proxy from your broker or nominee. Your broker or nominee has enclosed a voting instruction card for you to use. If you wish to attend the meeting and vote in person, please mark the box on the voting instruction card received from your broker or nominee and return it to the broker or nominee so that you receive a legal proxy to present at the meeting.

Q: How may I vote my shares at the meeting?

A: You may vote shares held directly in your name as the shareholder of record in person at the Annual Meeting. If you choose to vote in person at the Annual Meeting, please bring the enclosed proxy card and proof of identification with you to the meeting. You may vote shares that you beneficially own if you receive and present at the meeting a proxy from your broker or nominee, together with proof of identification. Even if you plan to attend the Annual Meeting, the Company recommends that you also submit your proxy as described below so that your vote will be counted if you later decide not to attend the meeting.

Q: How may I vote my shares without attending the meeting?

A: Whether you hold shares directly as the shareholder of record or as the beneficial owner in street name, you may direct your vote without attending the meeting. You may vote by granting a proxy or, for shares held in street name, by submitting voting instructions to your broker or nominee. In most instances, you will be able to do this over the Internet, by telephone or by mail. If you are a shareholder of record, you may vote without attending the meeting as follows:

By Internet If you have Internet access, you may submit your proxy from any location in the world by following the Internet Voting instructions on the proxy card.

By Telephone You may submit your proxy by following the Telephone Voting instructions on the proxy card.

By Mail You may vote by marking, dating and signing your proxy card and mailing it in the enclosed, self-addressed, postage prepaid envelope. No postage is required if the proxy is mailed in the United States.

Shares of common stock that are represented by a properly executed proxy, if such proxy is received in time and not revoked, will be voted at the Annual Meeting according to the instructions indicated in the proxy. **If no instructions are indicated, the shares will be voted FOR approval of the proposals listed on the proxy card.** Discretionary authority is provided in the proxy as to any matters not specifically referred to in the proxy. The Board is not aware of any other matters that are likely to be brought before

the Annual Meeting. If other matters are properly brought before the meeting, including a proposal to adjourn the Annual Meeting to permit the solicitation of additional proxies in the event that one or more proposals have not been approved by a sufficient number of votes at the time of the Annual Meeting, the persons named in the enclosed proxy will vote on such matters in their own discretion.

If you are a beneficial owner of common stock, please refer to the voting instruction card included by your broker or nominee for applicable voting procedures.

Q: How may I revoke a proxy or an Internet or telephone vote?

A: A vote by Internet or telephone may be revoked by executing a later-dated proxy card, by subsequently voting through the Internet or by telephone, or by attending the Annual Meeting and voting in person. A shareholder executing a proxy card also may revoke the proxy at any time before it is exercised by giving written notice revoking the proxy to the Company's Corporate Secretary, by subsequently filing another proxy bearing a later date, or by attending the Annual Meeting and voting in person. Attending the Annual Meeting will not automatically revoke a shareholder's prior Internet or telephone vote or the shareholder's proxy. All written notices of revocation or other communications with respect to revocation of proxies should be addressed to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary.

Q: How does the Board recommend that I vote on the proposal to elect the nominees to the Board?

A: The Board recommends that shareholders vote FOR this proposal at the Annual Meeting.

Q: How does the Board recommend that I vote on the proposal to approve the 2006 Omnibus Incentive Plan?

A: The Board recommends that shareholders vote FOR this proposal at the Annual Meeting.

Q: What is the quorum for the meeting?

A: Holders of record of the common stock on July 21, 2006 are entitled to notice of, and to vote at, the meeting or any adjournment or postponement of the meeting. As of the record date, 22,717,796 shares of common stock were outstanding. A majority of the shares of common stock outstanding as of the record date will constitute a quorum for the transaction of business at the meeting.

Q: How are votes counted?

A: Each holder of common stock is entitled to one vote at the Annual Meeting on each matter to come before the meeting, including the election of Directors and approval of the 2006 Omnibus Incentive Plan, for each share held by such shareholder as of the record date. Votes cast in person at the Annual Meeting or by proxy, Internet vote or telephone vote will be tabulated by the inspector of election appointed for the Annual Meeting, who will determine whether a quorum is present.

Q: What vote is required on the proposal to elect the nominees to the Board?

A: Individual Director nominees are elected by a plurality of the votes cast at the meeting. Accordingly, the Directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes. In the election of Directors, votes may be cast in favor of or withheld with respect to any or all nominees. A WITHHELD vote for any nominee will be counted for purposes of determining the votes present at the meeting, but will have no other effect on the outcome of the vote for the election of Directors.

Q: What vote is required on the proposal to approve the 2006 Omnibus Incentive Plan?

A: Approval of the 2006 Omnibus Incentive Plan requires the affirmative vote of the holders of a majority of the shares of common stock present in person or represented by proxy and entitled to vote on such matter at the meeting. Under the rules of the New York Stock Exchange (the "NYSE"), on which the Company's common stock is listed, this proposal must be approved by a majority of the votes cast on the proposal, provided that the total votes cast on the proposal represent over 50% of the total number of votes that may be cast by holders of the shares of common stock outstanding and entitled to vote at the annual

meeting. For Connecticut law purposes and for purposes of the NYSE rules, an abstention from voting on this proposal will have the same effect as a vote against the proposal.

Q: What does it mean if I receive more than one proxy or voting instruction card?

A: This means your shares are registered differently or are in more than one account. Please provide voting instructions for all proxy and voting instruction cards you receive.

Q: Where can I find the voting results of the meeting?

A: The Company will announce preliminary voting results at the meeting and publish final results in its quarterly report on Form 10-Q for the second quarter of fiscal 2007.

Q: Is my vote confidential?

A: Proxy cards, ballots and voting tabulations that identify individual shareholders are mailed or returned to the Company and handled in a manner intended to protect your voting privacy. Your vote will not be disclosed except: (1) as needed to permit the Company to tabulate and certify the vote; (2) as required by law; or (3) in limited circumstances such as a proxy contest in opposition to the Director candidates nominated by the Board. In addition, all comments written on the proxy card or elsewhere will be forwarded to management, but your identity will be kept confidential unless you ask that your name be disclosed.

Annual Report to Shareholders

A copy of the Company's annual report to shareholders for the 2006 fiscal year accompanies this Proxy Statement. The Company has filed an annual report on Form 10-K for the 2006 fiscal year with the Securities and Exchange Commission (the SEC). Shareholders may obtain, free of charge, a copy of the 2006 Form 10-K, without exhibits, by writing to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary. The annual report on Form 10-K is also available through the Company's website at www.gerberscientific.com. The annual report to shareholders and the Form 10-K are not proxy soliciting materials.

SECURITY OWNERSHIP

The following tables present information regarding beneficial ownership of the common stock as of June 30, 2006. This information has been presented in accordance with the rules of the SEC and is not necessarily indicative of beneficial ownership for any other purpose. Under SEC rules, beneficial ownership of a class of capital stock includes any shares of such class as to which a person, directly or indirectly, has or shares voting power or investment power and also any shares as to which a person has the right to acquire such voting or investment power within 60 days through the exercise of any stock option, warrant or other right, without regard to whether such right expires before the end of such 60-day period or continues thereafter. If two or more persons share voting power or investment power with respect to specific securities, all of such persons may be deemed to be the beneficial owners of such securities. Information with respect to persons other than the holders listed in the tables below that share beneficial ownership with respect to the securities shown is set forth following the applicable table.

There were 22,640,918 shares of common stock outstanding as of June 30, 2006.

Principal Shareholders

The following tables present, as of June 30, 2006, information based upon the Company's records and filings with the SEC regarding each person, other than a Director, Director nominee or executive officer of the Company, known to the Company to be the beneficial owner of more than 5% of the common stock:

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)
Royce & Associates, LLC 1414 Avenue of the Americas New York, NY 10019	2,027,100	9.0
Mario J. Gabelli and affiliates One Corporate Center Rye, New York 10580	1,909,100	8.4
Dimensional Fund Advisors, Inc. 1299 Ocean Avenue Santa Monica, CA 90401	1,894,320	8.4
TCW Group, Inc., on behalf of the TCW Business Unit 865 South Figueroa Street Los Angeles, CA 90017	1,204,253	5.3

The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner. Except as otherwise indicated below, the information available to the Company indicates that the beneficial owners shown in the table above have sole voting and investment power with respect to the shares shown.

The information concerning Royce & Associates, LLC is based upon an amended statement on Schedule 13G filed with the SEC on January 20, 2006.

The information concerning Mario J. Gabelli and affiliates is based upon an amended statement on Schedule 13D/A filed with the SEC on October 5, 2005. In addition to Mr. Gabelli, each of the following is a reporting person on such Schedule 13D/A: Gabelli Funds, LLC; GAMCO Asset Management, Inc.; Gabelli Securities, Inc.; Gabelli Advisers, Inc.; and GAMCO Investors, Inc. Mr. Gabelli reports that he directly or indirectly controls or acts as chief investment officer for each of these entities. Mr. Gabelli also reports that each reporting person included in such Schedule 13D/A has the sole power to vote or direct the vote and the sole power to dispose or direct the disposition of the reported shares, except that (1) GAMCO Asset

Management, Inc. does not have authority to vote 20,000 of the reported shares and (2) proxy voting committees may have voting power over the reported shares in certain circumstances.

The information concerning Dimensional Fund Advisors, Inc. is based upon an amended statement on Schedule 13G filed with the SEC on February 6, 2006. Dimensional Fund Advisors, Inc. reports that it is an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, furnishes investment advice to four investment companies registered under the Investment Company Act of 1940 and serves as investment manager to certain other commingled group trusts and separate accounts. Dimensional Fund Advisors, Inc. reports that, in its role as investment adviser or manager, it possesses investment and/or voting power over all of the shares shown, but that all of the shares shown are owned by the foregoing investment companies, trusts and separate accounts and that it disclaims beneficial ownership of such securities.

The information concerning TCW Group, Inc., on behalf of the TCW Business Unit, is based upon an amended statement on Schedule 13G filed with the SEC on February 13, 2006. TCW Group, Inc., on behalf of the TCW Business Unit, reports that it shares voting power with respect to 1,080,643 of the shares shown and shares investment power with respect to all of the shares shown.

Investment in Gerber Scientific by Directors and Executive Officers

The following table presents, as of June 30, 2006, information regarding the beneficial ownership of the Company's common stock by the following persons:

each Director;

each nominee to the Board;

the Company's Chief Executive Officer and the other four executive officers named in the summary compensation table under "Executive Compensation"; and

all of the Company's Directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class (%)
Donald P. Aiken	54,109	*
Bernard J. Demko	139,630	*
Marc T. Giles	265,301	*
William V. Grickis, Jr.	24,834	*
Edward G. Jepsen	52,533	*
Randall D. Ledford	9,164	*
John R. Lord	14,164	*
Elaine A. Pullen	93,495	*
Carole F. St. Mark	39,937	*
A. Robert Towbin	64,382	*
W. Jerry Vereen	44,678	*
Jay Zager	33,334	*

All Directors and executive officers as a group (19 persons)	1,058,958	4.5
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* Less than one percent.

The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner. Except as otherwise indicated below and under applicable community property laws, the information available to the Company indicates that the beneficial owners shown in the table above have sole voting and investment power with respect to the shares shown.

The shares shown as beneficially owned by Donald P. Aiken include 15,000 shares that Mr. Aiken has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options and 35,109 shares deliverable to Mr. Aiken pursuant to the Gerber Scientific, Inc. Agreement for Deferment of Director Fees (the Agreement for Deferment of Director Fees), or deliverable to Mr. Aiken after he ceases to serve as a Director pursuant to the Gerber Scientific, Inc. Non-Employee Director s Stock Grant Plan (the Non-Employee Director s Stock Grant Plan).

The shares shown as beneficially owned by Bernard J. Demko include 129,167 shares that Mr. Demko has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Marc T. Giles include 226,667 shares that Mr. Giles has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options.

The shares shown as beneficially owned by William V. Grickis, Jr. include 23,334 shares that Mr. Grickis has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Edward G. Jepsen include 11,933 shares deliverable to Mr. Jepsen after he ceases to serve as a Director pursuant to the Non-Employee Director s Stock Grant Plan.

All of the shares shown as beneficially owned by Randall D. Ledford consist of shares deliverable to Dr. Ledford after he ceases to serve as a Director pursuant to the Non-Employee Director s Stock Grant Plan.

The shares shown as beneficially owned by John R. Lord include 9,164 shares deliverable to Mr. Lord after he ceases to serve as a Director pursuant to the Non-Employee Director s Stock Grant Plan.

The shares shown as beneficially owned by Elaine A. Pullen include 86,667 shares that Ms. Pullen has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options.

The shares shown as beneficially owned by Carole F. St. Mark include 15,000 shares that Ms. St. Mark has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options and 23,937 shares deliverable to Ms. St. Mark pursuant to the Agreement for Deferment of Director Fees or deliverable to her after she ceases to serve as a Director pursuant to the Non-Employee Director s Stock Grant Plan.

The shares shown as beneficially owned by A. Robert Towbin include 16,000 shares that Mr. Towbin has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options and 18,678 shares deliverable to Mr. Towbin after he ceases to serve as a Director pursuant to the Non-Employee Director s Stock Grant Plan.

The shares shown as beneficially owned by W. Jerry Vereen include 16,000 shares that Mr. Vereen has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options, 1,000 shares held of record by a trust for which Mr. Vereen serves as trustee, and 18,678 shares deliverable to Mr. Vereen after he ceases to serve as a Director pursuant to the Non-Employee Director s Stock Grant Plan.

The shares shown as beneficially owned by Jay Zager include 33,334 shares that Mr. Zager has the right to purchase within 60 days of June 30, 2006 pursuant to the exercise of stock options.

The shares shown as beneficially owned by all Directors and executive officers as a group include a total of 775,792 shares that all Directors and executive officers as a group have the right to purchase within 60 days after June 30, 2006 pursuant to the exercise of stock options and a total of 126,663 shares deliverable to Directors pursuant to the Agreement for Deferment of Director Fees or pursuant to the Non-Employee Director s Stock Grant Plan.

AGENDA ITEM 1:

ELECTION OF DIRECTORS

Nominees for Election as Directors

The Company's Amended and Restated Certificate of Incorporation provides that all Directors will stand for election for one-year terms ending at the Annual Meeting.

The Company's Amended and Restated By-Laws provide that the Board will consist of not fewer than three or more than eleven Directors, with the exact number to be determined by Board resolution from time to time. The number of Directors currently constituting the entire Board is eight.

The Board has nominated Donald P. Aiken, Marc T. Giles, Edward G. Jepsen, Randall D. Ledford, John R. Lord, Carole F. St. Mark, A. Robert Towbin, and W. Jerry Vereen as nominees for election as Directors of the Company for a one-year term, until the next Annual Meeting of Shareholders or until their respective successors are elected and qualified. Each of the nominees is currently serving as a Director.

The nominees have indicated that they are willing and able to serve as Directors if elected. If any of such nominees should become unable or unwilling to serve, the proxies intend to vote for the replacement or replacements selected by the Nominating and Corporate Governance Committee of the Board.

Approval of Nominees

Approval of the nominees requires the affirmative vote of a plurality of the votes cast at the Annual Meeting. Accordingly, the Directorships to be filled at the Annual Meeting will be filled by the nominees receiving the highest number of votes. In the election of Directors, votes may be cast in favor of or withheld with respect to any or all nominees. Unless authority to do so is withheld, it is the intention of the persons named in the proxy to vote such proxy for the election of each of the nominees. You may not cumulate your votes in the election of Directors. If any nominee should become unable or unwilling to serve as a Director, the persons named in the proxy intend to vote for the election of such substitute nominee for Director as the Board may recommend. It is not anticipated that any nominee will be unable or unwilling to serve as a Director.

The Board recommends a vote FOR the election of each of the nominees to serve as Directors.

Information about the Nominees

Biographical information concerning each of the nominees is presented below.

Donald P. Aiken, age 62, has served as a Director since 1997 and has served as Chairman of the Board of the Company since February 1, 2004. From August 2003 through December 2005, Mr. Aiken served as a director of ABB Lummus Global, a subsidiary of ABB Ltd., a provider of engineering, procurement and construction-related services for customers in the oil and gas, petrochemical and refining and power industries. Mr. Aiken also served as a consultant to ABB, Inc., a provider of power and automation technologies for utility and other industrial customers, from February 2004 through December 2005. He served as President and Chief Executive Officer of ABB, Inc. from February 2001 to January 2004. Mr. Aiken also serves on the board of directors of Xerium Technologies, Inc., a manufacturer and supplier of products used in the production of paper.

Marc T. Giles, age 50, has served as President and Chief Executive Officer of Gerber Scientific since November 2001. Mr. Giles began his career with Gerber Scientific in November 2000 as a Senior Vice President of the Company and President of Gerber Technology, Inc. Before joining Gerber Scientific, Mr. Giles spent twelve years with FMC Corp., a producer of machinery and chemicals for industry and agriculture, where he served in a number of senior positions in sales and marketing management, strategy development, mergers and acquisitions, and general management. Mr. Giles serves on the board of directors of the Charter Oak Chapter of the American Red Cross and on the board of directors of Connecticut Business & Industry Association.

Edward G. Jepsen, age 63, has served as a Director since 2003. Mr. Jepsen has served as an advisor to Amphenol Corporation since January 2005. Mr. Jepsen was the Executive Vice President and Chief Financial Officer of Amphenol Corporation from November 1988 until December 31, 2004. Amphenol Corporation is a manufacturer of electronic interconnect components. Mr. Jepsen is a member of the board of directors of Amphenol Corporation and is a director of and chair of the audit committees of TRC Companies, Inc. and ITC Holdings Corp. He serves as Chair of the Company's Audit and Finance Committee.

Randall D. Ledford, Ph.D., age 56, has served as a Director since 2003. Dr. Ledford has served since 1997 as Senior Vice President and Chief Technology Officer of Emerson Electric Company and as President of Emerson Venture Capital. Emerson Electric is engaged principally in the worldwide design, manufacture and sale of a broad range of electrical, electromechanical and electronic products and systems. Dr. Ledford serves on the board of Interphase, Inc. He serves on the Company's Audit and Finance Committee and its Nominating and Corporate Governance Committee.

John R. Lord, age 62, has served as a Director since 2003. Mr. Lord served as the non-executive chairman of Carrier Corporation from January 2000 until April 2006. Mr. Lord was president and CEO of Carrier Corporation from April 1995 until his retirement in January 2000. Carrier Corporation, a division of United Technologies Corp., is the world's largest manufacturer of air conditioning, heating and refrigeration equipment. Mr. Lord currently serves as a director of Amphenol Corporation. He serves on the Company's Audit and Finance Committee and its Management Development and Compensation Committee.

Carole F. St. Mark, age 63, has served as a Director since 1997. Ms. St. Mark is the founder and President of Growth Management LLC, a business development and strategic management company. Prior to her association with Growth Management LLC, Ms. St. Mark was employed by Pitney Bowes, Inc., a provider of office equipment and services, from 1980 to 1997, during which period she served in several senior positions, including president and chief executive officer of Pitney Bowes Business Services. Ms. St. Mark serves as Chair of the Company's Nominating and Corporate Governance Committee and serves on its Management Development and Compensation Committee.

A. Robert Towbin, age 71, has served as a Director since 1992. Mr. Towbin has served as Executive Vice President of Stephens Inc., an investment banking firm, since January 2006 and Managing Director since November 2001. Mr. Towbin was formerly co-chairman of C.E. Unterberg, Towbin, an investment banking firm, from 2000 to 2001 and served as senior managing director of C.E. Unterberg, Towbin from 1995 to 1999. Mr. Towbin serves on the board of directors of Globecom Systems, Inc. and North Fork Bancorporation, Inc. He serves on the Company's Audit and Finance Committee and its Nominating and Corporate Governance Committee.

W. Jerry Vereen, age 65, has served as a Director since 1994. Mr. Vereen has served since 1976 as President of Riverside Manufacturing Company and its subsidiaries and currently also serves as the company's Chairman, President and Chief Executive Officer. Riverside Manufacturing Company is primarily engaged in manufacturing and selling uniforms and business apparel to businesses and government agencies worldwide. Mr. Vereen serves on the board of directors of Georgia Power Company, where he also serves on the executive committee, the controls and compliance committee, and the nuclear committee, of which he is chairman. He is also a member of the Southern Nuclear Operating Company (Southern Nuclear) Oversight Committee. He is past Chairman and current Director of the American Apparel and Footwear Association, and past Chairman and current member of the Board of Directors and the executive committee of the International Apparel Federation, which is headquartered in Amsterdam, Netherlands. Mr. Vereen serves as Chair of the Company's Management Development and Compensation Committee and serves on its Audit and Finance Committee and Nominating and Corporate Governance Committee.

Director Emeritus

Stanley Simon, a member of the Company's Board from 1967 to 1997, serves as a director emeritus. Mr. Simon is the founder of Stanley Simon and Associates, a financial and management consulting firm.

Board of Directors and Committees of the Board of Directors

The Board currently has a standing Audit and Finance Committee, a standing Management Development and Compensation Committee, and a standing Nominating and Corporate Governance Committee. The Board held eight meetings during the Company's 2006 fiscal year, which ended on April 30, 2006. During fiscal 2006, each Director attended at least 90% of the aggregate of the total number of meetings of the Board and the total number of meetings held by each committee of the Board on which such Director served during the period for which such Director served.

Director Independence. The Board has affirmatively determined that all of the current Directors, other than Marc T. Giles, are independent of the Company within the meaning of rules governing NYSE-listed companies. For a Director to be independent under the NYSE rules, the Board must affirmatively determine that the Director has no material relationship with the Company, either directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company. The Board has adopted a categorical independence standard. Under this standard, a Director will not fail to qualify as independent solely because the Director served as an employee of any company that has made payments to, or received payments from, the Company for property or services in an amount which in any of the last three fiscal years does not exceed the greater of \$750,000 or 2% of such other company's consolidated gross revenues.

Consistent with the NYSE rules, the Company's Corporate Governance Principles require the Company's independent Directors to meet in executive session at every Board or committee meeting without any management director or other member of management present. The Chair of the Board will preside over each executive session if he or she is a non-management Director. If the Chair of the Board is a management Director, the Chair of the Audit and Finance Committee, the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee, as applicable, will preside as Chair at each executive session of the non-management Directors at which the principal items to be considered are within the scope of the authority of such Chair's committee.

Audit and Finance Committee. The Audit and Finance Committee, which held nine meetings during fiscal 2006, currently consists of Mr. Jepsen, who is the Chair, and Messrs. Ledford, Lord, Towbin and Vereen. The Board has determined that each of the members of the Audit and Finance Committee satisfies the independence standards of the NYSE. The Board also has determined that Edward G. Jepsen is an audit committee financial expert, as such term is defined in Item 401(h)(2) of Regulation S-K promulgated by the SEC, and is independent of management. This Committee is responsible, among its other duties, for engaging, overseeing, evaluating and replacing the Company's independent registered public accounting firm, pre-approving all audit and non-audit services by the independent registered public accounting firm, reviewing the scope of the audit plan and the results of the audit with management and the independent auditors, reviewing the internal audit function, reviewing the adequacy of the Company's system of internal accounting controls and disclosure controls and procedures, reviewing the financial statements and other financial information included in the Company's annual and quarterly reports filed with the SEC, and exercising oversight with respect to the Company's policies and procedures regarding adherence with legal requirements.

Management Development and Compensation Committee. The Management Development and Compensation Committee, which held ten meetings during fiscal 2006, currently consists of Mr. Vereen, who is the Chair, Mr. Lord and Ms. St. Mark. This committee is responsible for establishing the compensation and benefits of the Company's executive officers, monitoring compensation arrangements applicable to management employees for consistency with corporate objectives and shareholders' interests, addressing matters related to executive succession planning, and administering the Company's employee benefit plans. Each member of this committee is independent within the meaning of the NYSE rules requiring members of compensation committees to be independent.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee, which held eight meetings during fiscal 2006, currently consists of Ms. St. Mark, who is the Chair, and Messrs. Ledford,

Towbin and Vereen. This committee is responsible for recommending candidates for election to the Board and for making recommendations to the Board regarding corporate governance matters, including

Board size, membership qualifications and Board committees. Each member of this committee is independent within the meaning of the NYSE rules requiring members of nominating committees to be independent.

The written charters governing the Audit and Finance Committee, the Management Development and Compensation Committee, and the Nominating and Corporate Governance Committee, as well as the Company's Corporate Governance Principles, are posted on the governance page of the Company's website at www.gerberscientific.com. You may also obtain a copy of any of these documents without charge by writing to: Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary.

Director Nomination Process

The Board has, by resolution, adopted a Director nominations policy. The purpose of the nominations policy is to describe the process by which candidates for possible inclusion in the Company's recommended slate of Director nominees are selected. The nominations policy is administered by the Nominating and Corporate Governance Committee of the Board.

The Board does not currently prescribe any minimum qualifications for Director candidates. Consistent with the criteria for the selection of Directors approved by the Board, the Nominating and Corporate Governance Committee will take into account the Company's current needs and the qualities needed for Board service, including experience and achievement in business, finance, technology or other areas relevant to the Company's activities; reputation, ethical character and maturity of judgment; diversity of viewpoints, backgrounds and experiences; absence of conflicts of interest that might impede the proper performance of the responsibilities of a Director; independence under SEC and NYSE rules; service on other boards of directors; sufficient time to devote to board matters; and ability to work effectively and collegially with other Board members. In the case of incumbent Directors whose terms of office are set to expire, the Nominating and Corporate Governance Committee will review such Directors' overall service to the Company during their term, including the number of meetings attended, level of participation, quality of performance, and any transactions of such Directors with the Company during their term. For those potential new Director candidates who appear upon first consideration to meet the Board's selection criteria, the Nominating and Corporate Governance Committee will conduct appropriate inquiries into their background and qualifications and, depending on the result of such inquiries, arrange for in-person meetings with the potential candidates.

The Nominating and Corporate Governance Committee may use multiple sources for identifying Director candidates, including its own contacts and referrals from other Directors, members of management, the Company's advisors, and executive search firms. The Nominating and Corporate Governance Committee will consider Director candidates recommended by shareholders and will evaluate such Director candidates in the same manner in which it evaluates candidates recommended by other sources. In making recommendations for Director nominees for the Annual Meeting of Shareholders, the Nominating and Corporate Governance Committee will consider any written recommendations of Director candidates by shareholders received by the Corporate Secretary of the Company not later than 120 days before the anniversary of the previous year's Annual Meeting of Shareholders. Recommendations must include the candidate's name and contact information and a statement of the candidate's background and qualifications, and must be mailed to Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary.

The nominations policy is intended to provide a flexible set of guidelines for the effective functioning of the Company's Director nominations process. The Nominating and Corporate Governance Committee intends to review the nominations policy at least annually and anticipates that modifications may be necessary from time to time as the Company's needs and circumstances evolve, and as applicable legal or listing standards change. The Nominating and Corporate Governance Committee may amend the nominations policy at any time, in which case the most current version will be available on the governance page of the Company's website at www.gerberscientific.com.

Communications With the Board of Directors

The Board welcomes communications from its shareholders, and has adopted a procedure for receiving and addressing those communications. Shareholders may send written communications to the full Board, the non-management Directors as a group or any individual Director by addressing such a communication to the attention of the Corporate Secretary at the following address: Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074. The Corporate Secretary will review and forward all shareholder communications to the intended recipient.

All ten of the Company's Directors at the time of the 2005 Annual Meeting of Shareholders attended such Annual Meeting. The Board has adopted a policy that all Directors should attend the Annual Meeting of Shareholders.

Director Compensation

Fees. Until May 1, 2006, Directors who were not employees of the Company received fees of \$20,000 annually. Beginning May 1, 2006, the annual fee was increased to \$40,000. In addition to annual fees, non-employee Directors generally receive fees of \$1,500 for each Board meeting attended, \$1,500 for each committee meeting attended or, if Chair of a committee, \$3,000 for each committee meeting attended, in each case whether attendance is in person or by conference telephone. All such fees are paid in cash. Directors who are also employees of the Company receive no fees for their service on the Board. All Directors are entitled to reimbursement for their reasonable out-of-pocket travel expenditures.

Equity Grants. Before an amendment to the Company's Non-Employee Director's Stock Grant Plan that was effective as of May 1, 2006, non-employee Directors were credited annually with shares of the Company's common stock having a fair market value at the time of the award equal to \$25,000. One quarter of these shares were credited to a director's account on the last business day of each calendar quarter using the fair market value of the common stock on such dates. Beginning May 1, 2006, the Non-Employee Director's Stock Grant Plan was amended to provide that Directors who are not employees of the Company be credited annually with 5,000 shares of the Company's common stock. One quarter of these shares, or 1,250 shares, are credited to a Director's account on the last business day of each calendar quarter. Delivery of the shares credited to a Director is deferred until such Director ceases to serve as a Director. These shares are issued pursuant to the Non-Employee Director's Stock Grant Plan.

Chairman's Fee. Mr. Donald P. Aiken serves as Chairman of the Board. In addition to receiving the Director compensation described above, Mr. Aiken receives a fee of \$12,500 per month for his services as Chairman. Mr. Aiken does not receive fees for attending any committee meetings.

Deferrals. Pursuant to the Agreement for Deferment of Director Fees, each non-employee Director may elect to defer all or part of the Director's annual retainer fees and Board and committee meeting attendance fees until a future date selected by the Director. Until the termination of the Gerber Scientific, Inc. 1992 Non-Employee Director Stock Option Plan in August 2002, a Director could elect to have the deferral held in cash, on which interest accrues at market rates, or in shares of the common stock issued under that plan. From August 2002 until the Agreement for Deferment of Director Fees was amended in January 2006, deferred amounts were held in cash, on which interest accrues at market rates. In January 2006, the Agreement for Deferment of Director Fees was amended to provide that non-employee Directors have the option, from and after January 1, 2006, to have amounts deferred held in shares of common stock or in cash, on which interest accrues at market rates. A total of 100,000 shares of common stock may be issued pursuant to the Agreement for Deferment of Director Fees. The Agreement for Deferment of Director Fees provides for dividends to be credited on the shares of the common stock held in a Director's share account established in accordance with the Agreement. These arrangements remain in effect notwithstanding the termination of the 1992 Non-Employee Director Stock Option Plan.

Complaint Process

The Company has established formal procedures for receiving and handling complaints regarding accounting, auditing and internal controls matters. The Company has a telephone hotline for employees to submit their concerns regarding violations or suspected violations of law and for reporting questionable accounting or auditing matters and other accounting, internal accounting controls or auditing matters on a confidential, anonymous basis. Employees or others can report concerns by calling 1-866-384-4277, by filing a report on www.ethicspoint.com, or by writing to the addresses provided in the Company's Policy for Handling Complaints, which is posted on the governance page of the Company's website at www.gerberscientific.com. Any concerns regarding accounting or auditing matters so reported will be communicated to the Chair of the Audit and Finance Committee.

Financial Code of Ethics and Code of Business Conduct and Ethics

The Company has adopted a Financial Code of Ethics applicable to its Chief Executive Officer and its senior financial officers that meets the requirements of a code of ethics as defined by Item 406 of Regulation S-K of the SEC. In addition, the Company has adopted a Code of Business Conduct and Ethics applicable to all Directors, officers, and employees. The Code of Business Conduct and Ethics sets forth the Company's policies and expectations with respect to the conduct and ethical standards expected of covered individuals. It addresses a number of topics, including conflicts of interest, relationships with others, corporate payments, disclosure policy, compliance with laws, corporate opportunities and the protection and proper use of the Company's assets. The Financial Code of Ethics and the Code of Business Conduct and Ethics are posted on the governance page of the Company's website at www.gerberscientific.com. You may obtain copies of these documents without charge by writing to: Gerber Scientific, Inc., 83 Gerber Road West, South Windsor, Connecticut 06074, Attention: Corporate Secretary.

EXECUTIVE COMPENSATION

The following table sets forth the compensation paid to the Chief Executive Officer of the Company and to each of the Company's four other most highly compensated executive officers for fiscal 2006, who are referred to collectively in this Proxy Statement as the named executive officers:

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Awards			All Other Compensation (\$)(3)
		Salary(\$)	Bonus(\$)	Stock Awards(\$)(1)	Underlying Securities/ SARs(#)(2)	Payouts Long Term	
Marc T. Giles	2006	500,000	407,587			2,400	
<i>President and Chief Executive Officer</i>	2005	471,385			100,000	1,200	
	2004	345,000				398	
Jay Zager(4)	2006	300,000	163,035	27,172	15,000	2,769	
<i>Executive Vice President and Chief Financial Officer</i>	2005	46,154	87,500		100,000	1,200	
	2004						
Bernard J. Demko(5)	2006	277,500	150,807		15,000	2,400	
<i>Senior Vice President, Gerber Scientific, Inc.- Gerber Scientific Operations</i>	2005	264,374			25,000	1,200	
	2004	252,220				800	
William V. Grickis, Jr.	2006	247,500	134,503		15,000	2,400	
<i>Senior Vice President, General Counsel and Secretary</i>	2005	235,817			25,000	1,200	
	2004	128,423			10,000	800	
Elaine A. Pullen(6)	2006	230,000	124,993		15,000	2,400	
<i>Senior Vice President, Chief Technology Officer</i>	2005	227,404			10,000	1,200	
	2004	225,000				800	

- (1) The Company's 2005-2006 Executive Annual Incentive Bonus Plan (the "bonus plan") provides that the named executive officers and other designated executives who elect to direct up to 50% of their bonuses toward the purchase of common stock at the then current market price will receive an award of shares of restricted stock equal in value to one-third of the bonus amount received in common stock, before tax withholdings. In fiscal 2006, Mr. Zager elected to receive 50% of his bonus in shares of common stock and was issued 1,761 shares of restricted stock. The amount shown in the Restricted Stock Awards column consists of restricted stock awards made in fiscal 2006 under the bonus plan. The value shown is computed by multiplying the closing market price of the Company's common stock on the grant date by the number of shares awarded. The restricted stock award vests over a three-year period in approximately three equal installments beginning on the first anniversary of the grant date. The restricted common stock is entitled to dividends on the same basis as any dividends declared and paid on the Company's unrestricted common stock.

- (2) Represents shares of common stock subject to options granted under the Company's 2003 Employee Stock Option Plan during fiscal years 2004, 2005 and 2006.
- (3) Represents matching contributions under Gerber Scientific's 401(k) defined contribution plan.
- (4) Mr. Zager was appointed Senior Vice President and Chief Financial Officer of the Company effective February 28, 2005. In fiscal 2005, Mr. Zager received a bonus of \$50,000 upon commencement of employment with the Company.
- (5) Bernard J. Demko was appointed Senior Vice President, Gerber Scientific, Inc.-Gerber Scientific Operations effective April 21, 2005. Mr. Demko served as Senior Vice President of the Company from December 2001 until April 2005 and as Chief Operating Officer from September 2002 until April 2005.
- (6) Elaine A. Pullen resigned from the Company effective August 11, 2006.

Stock Option Grants in Fiscal 2006

The following table sets forth information concerning all stock options granted during fiscal 2006 to the named executive officers:

Option Grants in Last Fiscal Year

Name	Number of Securities Underlying Options Granted(#)(1)	Individual Grants		Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term (\$)	
		% of Total Options Granted to Employees in Fiscal Year (%)	Exercise or Base Price per Share\$(2)		5% (3)	10% (3)
Marc T. Giles						
Jay Zager	15,000	4	9.45	12/6/2015	89,000	226,000
Bernard J. Demko	15,000	4	9.45	12/6/2015	89,000	226,000
William V. Grickis, Jr.	15,000	4	9.45	12/6/2015	89,000	226,000
Elaine A. Pullen	15,000	4	9.45	12/6/2015	89,000	226,000

(1) These options, which were granted pursuant to the Company's 2003 Employee Stock Option Plan, vest in three annual installments beginning one year from the date of grant and are subject to accelerated vesting in certain circumstances.

(2) These options were granted at the fair market value of the Company's common stock on the date of grant.

(3) Pursuant to SEC rules, these columns show gains that might exist for the options over a period of ten years at 5% and 10% annual compounded appreciation in the stock price. This method of valuation is hypothetical, so that if the stock price does not increase above the exercise price, the compensation to the named executive officers will be zero. These rates of appreciation are assumed and are not intended to forecast future appreciation of the Company's common stock. Actual gains, if any, on option exercises and share holdings are dependent on the future performance of the Company's stock price.

Stock Option Exercises in Fiscal 2006

The following table sets forth information concerning all stock options exercised during fiscal 2006 and unexercised stock options held at the end of that fiscal year by the named executive officers:

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Option Values

Shares	Number of Securities Underlying Unexercised Options at Fiscal	Value of Unexercised In-the-Money Options at
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Name	Acquired		Year-End (#)		Fiscal Year-End \$(1)	
	on Exercise (#)	Value Realized (\$)	Exercisable	Unexercisable	Exercisable	Unexercisable
Marc T. Giles			193,334	66,666	755,536	234,664
Jay Zager			33,334	81,666	132,003	277,797
Bernard J. Demko			120,834	31,666	271,561	81,964
William V. Grickis, Jr			15,001	34,999	50,020	89,930
Elaine A. Pullen			83,334	21,666	174,636	41,064

(1) Represents the difference between the option exercise price and the closing price of the common stock on the NYSE on April 28, 2006, which was the last trading day in fiscal 2006. All stock options are granted at the fair market value of the common stock on the date of grant. The closing price of Gerber Scientific's shares of common stock on April 28, 2006 was \$10.37 per share.

Equity Compensation Plan Information

The table below provides information relating to the Company's equity compensation plans as of April 30, 2006. As of that date, the Gerber Scientific, Inc. 2003 Employee Stock Option Plan, the Gerber Scientific, Inc. Non-Employee Director's Stock Grant Plan and the Gerber Scientific, Inc. 2005-2006 Executive Annual Incentive Bonus Plan were the three equity compensation plans of the Company that were in effect and pursuant to which the Company may make future awards. In addition, options to purchase common stock and restricted stock awards remained outstanding as of that date under two equity compensation plans that expired in August 2002, the Gerber Scientific, Inc. 1992 Employee Stock Plan and the Gerber Scientific, Inc. 1992 Non-Employee Director Stock Option Plan. All of the foregoing plans were approved by the Company's shareholders.

Plan Category	Number of securities to be issued upon the exercise of outstanding options, warrants and rights (#) (a)	Weighted-average exercise price of outstanding options, warrants and rights(\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column(a)) (#) (c)
Equity compensation plans approved by shareholders	2,795,527	11.11	163,222(1)(2)
Equity compensation plans not approved by shareholders	50,000(3)	9.34	
Total	2,845,527	11.08	163,222(1)(2)

(1) Excludes 1,215 shares of unvested restricted stock under the Gerber Scientific, Inc. 1992 Employee Stock Plan as of April 30, 2006. Excludes 21,375 shares of restricted stock outstanding under the Gerber Scientific, Inc. 2003 Employee Stock Option Plan as of April 30, 2006.

(2) Represents 109,666 shares of common stock remaining available for issuance pursuant to awards under the Gerber Scientific, Inc. 2003 Employee Stock Option Plan and 53,556 shares of common stock remaining available for issuance pursuant to awards under the Gerber Scientific, Inc. Non-Employee Director's Stock Grant Plan as of April 30, 2006. Up to 109,666 of the shares of common stock remaining available for issuance pursuant to awards under the Gerber Scientific, Inc. 2003 Employee Stock Option Plan and any or all of such shares of common stock remaining available for issuance pursuant to awards under the Gerber Scientific, Inc. Non-Employee Director's Stock Grant Plan may be issued pursuant to awards other than upon the exercise of an option, warrant or right.

(3)

Represents shares subject to an option awarded to George M. Gentile, a former director of the Company, outside of Gerber Scientific's equity compensation plans.

Pension Plans

The Company maintains a non-contributory qualified defined benefit pension plan, the Gerber Scientific, Inc. and Participating Subsidiaries Pension Plan, and a supplemental pension benefit plan, the Gerber Scientific, Inc. and Participating Subsidiaries Supplemental Pension Benefit Plan, covering domestic employees. Employees who commence employment on or after May 1, 2004 are not eligible to participate in either plan. Effective May 1, 2004, retirement benefits under the pension plan are based on an employee's months of service and average annual compensation during the employee's last ten calendar years of service, but may not be less than the retirement benefits the employee would have been entitled to on April 30, 2004. Compensation for this purpose includes salary and other compensation paid by the Company and reportable on Form W-2, and certain pre-tax elective contributions, but excludes fringe benefits (cash and non-cash), compensation related to stock option plans which is reported in the summary compensation table in this Proxy Statement and certain other benefits and payments. The Internal Revenue Code limits the amounts of compensation that may be considered and the annual benefits which may be payable from the pension plan. Retirement benefits in

excess of these limitations and certain other supplemental retirement benefits are provided under the supplemental pension plan, which is a non-qualified arrangement.

The following table shows the estimated annual benefits payable to a participant attaining age 65 in 2006 under the pension plan and the supplemental pension plan for specified years of service at age 65. The table assumes that the given level of compensation is the compensation for the last calendar year in the ten-year averaging period, and uses a four percent per year salary progression to determine ten-year average compensation. The benefits shown in the table are formula benefits, which include and reflect a reduction for Social Security benefits. Each of the benefits shown is payable as a straight life annuity. Benefits are reduced if a survivor's benefit is elected. On retirement at ages earlier than 65, benefits may be reduced depending upon age and years of service at retirement.

Remuneration (\$)	Years of Service							
	5	10	15	20	25	30	35	40
\$125,000	\$ 5,944	\$ 11,887	\$ 17,831	\$ 23,774	\$ 29,718	\$ 35,685	\$ 43,593	\$ 51,501
150,000	7,525	15,050	22,576	30,101	37,626	45,175	54,665	64,154
175,000	9,107	18,214	27,321	36,427	45,534	54,665	65,736	76,807
200,000	10,688	21,377	32,065	42,754	53,442	64,154	76,807	89,460
225,000	12,270	24,540	36,810	49,080	61,350	73,644	87,879	102,113
250,000	13,852	27,703	41,555	55,407	69,259	83,134	98,950	114,766
300,000	17,015	34,030	51,045	68,060	85,075	102,113	121,093	140,072
400,000	23,341	46,683	70,024	93,366	116,707	140,072	165,378	190,684
500,000	29,668	59,336	89,004	118,672	148,340	178,031	209,664	241,296
600,000	35,994	71,989	107,983	143,978	179,972	215,990	253,949	291,908
700,000	42,321	84,642	126,963	169,284	211,605	253,949	298,235	342,520
800,000	48,647	97,295	145,942	194,590	243,237	291,908	342,520	393,132

As of normal retirement age (65) or attained age, if later, the years of service credited for retirement benefits for the named executive officers would be as follows, assuming continued service to age 65:

Name of Executive Officer	Years of Service Credited
Marc T. Giles	21
Jay Zager	
Bernard J. Demko	40
William V. Grickis, Jr.	13
Elaine A. Pullen	17.5

The current compensation covered by the plans for the named executive officers does not differ substantially from that set forth in the annual compensation columns of the summary compensation table.

Severance Policy

In 1999, the Management Development and Compensation Committee adopted and, effective October 1, 2002 amended and restated, the severance policy for the Company's senior officers. The severance policy sets forth payments and other benefits to be made to senior officers of the Company and its subsidiaries, including each of the

named executive officers, in the event the officer's employment is terminated by the Company (or the employing subsidiary) without cause, as defined in the severance policy.

Under the severance policy, if the Company terminates such senior officer's employment without cause, the officer is entitled to receive:

a pro rata portion of the bonus he or she would have received under the bonus plan if the officer had continued to be employed through the end of the fiscal year;

his or her base salary for a designated severance period; and