IDEX CORP /DE/
Form DEF 14A
March 05, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

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

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:

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

Idex Corporation

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

þ No fee required.
o 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):

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

630 Dundee Road, Suite 400
Northbrook, IL 60062

March 8, 2010

Dear Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of IDEX Corporation which will be held on Tuesday, April 6, 2010, at 9:00 a.m. Central Time, at the Company s headquarters building, 630 Dundee Road, Suite 240, Northbrook, Illinois 60062.

Details of the business to be conducted at the Annual Meeting are given in the attached Notice of Annual Meeting and Proxy Statement. Included with the Proxy Statement is a copy of the Company s 2009 Annual Report. We encourage you to read the Annual Report. It includes information on the Company s operations, markets, products and services, as well as the Company s audited financial statements.

Whether or not you attend the Annual Meeting, it is important that your shares be represented and voted. Therefore, we urge you to sign, date, and promptly return the accompanying proxy card in the enclosed envelope. Alternatively, you can vote over the telephone or the Internet as described on the proxy card. If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy card, or voted by telephone or over the Internet.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of the Company. We look forward to seeing you at the Annual Meeting.

Sincerely,

Lawrence D. Kingsley
Chairman of the Board, President and
Chief Executive Officer

IDEX CORPORATION

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
APRIL 6, 2010

To the Stockholders:

The Annual Meeting of Stockholders of IDEX Corporation (the Company) will be held on Tuesday, April 6, 2010, at 9:00 a.m. Central Time, at the Company s headquarters building, 630 Dundee Road, Suite 240, Northbrook, Illinois 60062, for the following purposes:

1. To elect two directors for a term of three years.

2. To approve an amendment and restatement of the IDEX Corporation Incentive Award Plan.

3. To ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2010.

4. To transact such other business as may properly come before the meeting.

The Board of Directors fixed the close of business on February 19, 2010, as the record date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting.

By Order of the Board of Directors

Frank J. Notaro
Vice President - General Counsel
and Secretary

March 8, 2010
Northbrook, Illinois

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 6, 2010
The Proxy Statement and 2009 Annual Report of IDEX Corporation are available at:
http://ir.idexcorp.com/financials.cfm

PROXY STATEMENT

The Company has prepared this Proxy Statement in connection with the solicitation by the Company s Board of Directors of proxies for the Annual Meeting of Stockholders to be held on Tuesday, April 6, 2010, at 9:00 a.m. Central Time, at the Company s headquarters building, 630 Dundee Road, Suite 240, Northbrook, Illinois 60062. The Company commenced distribution of this Proxy Statement and the accompanying materials on March 8, 2010.

The Company will bear the costs of preparing and mailing this Proxy Statement and other costs of the proxy solicitation made by the Company s Board of Directors. Certain of the Company s officers and employees may solicit the submission of proxies authorizing the voting of shares in accordance with the Board of Directors recommendations, but no additional remuneration will be paid by the Company for the solicitation of those proxies. These solicitations may be made by personal interview, telephone, email or facsimile transmission. The Company has made arrangements with brokerage firms and other record holders of the Company s Common Stock for the forwarding of proxy solicitation materials to the beneficial owners of that stock. The Company will reimburse those brokerage firms and others for their reasonable out-of-pocket expenses in connection with this work. In addition, the Company has engaged Morrow & Co., LLC, 470 West Ave., Stamford, Connecticut to assist in proxy solicitation and collection at a cost of $5,500, plus out-of-pocket expenses.

VOTING AT THE MEETING

The record of stockholders entitled to notice of, and to vote at, the Annual Meeting was taken as of the close of business on February 19, 2010, and each stockholder will be entitled to vote at the meeting any shares of the Company s Common Stock held of record on that date. 81,000,451 shares of the Company s Common Stock were outstanding at the close of business on February 19, 2010. Each share entitles its holder of record to one vote on each matter upon which votes are taken at the Annual Meeting. No other securities are entitled to be voted at the Annual Meeting.

A quorum of stockholders is necessary to take action at the Annual Meeting. A majority of outstanding shares of the Company s Common Stock present in person or represented by proxy will constitute a quorum. The Company will appoint election inspectors for the meeting to determine whether or not a quorum is present, and to tabulate votes cast by proxy or in person at the Annual Meeting. Under certain circumstances, a broker or other nominee may have discretionary authority to vote certain shares of Common Stock if instructions have not been received from the beneficial owner or other person entitled to vote. The election inspectors will treat directions to withhold authority, abstentions and broker non-votes (which occur when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because such broker or other nominee does not have discretionary voting power with respect to that item and has not received instructions from the beneficial owner) as present and entitled to vote for purposes of determining the presence of a quorum for the transaction of business at the Annual Meeting. The election of directors requires a plurality vote and the ratification of the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2010 requires a majority vote, of the shares of the Company s Common Stock present in person or represented by proxy at the meeting. Approval of the amendment and restatement of the IDEX Corporation Incentive Award Plan requires an affirmative vote of the majority of the votes cast on the proposal, provided that the total votes cast in person or by proxy on the proposal represents more than 50% of all shares of the Company s Common Stock entitled to vote on the proposal, in accordance with NYSE rules. Directions to withhold authority and broker non-votes will have no effect on the election of directors, because directors are elected by a plurality of votes cast. Abstentions will be treated as shares voted against the approval of the amendment and restatement of the Incentive Award Plan, and broker non-votes will not count toward the total votes cast. Abstentions and broker non-votes will be treated as shares voted against the ratification of the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2010.

The Company requests that you mark the accompanying proxy card to indicate your votes, sign and date it, and return it to the Company in the enclosed envelope, or vote by telephone or over the Internet as described on the proxy card. If you vote by telephone or over the Internet, you should not mail your proxy card. If your completed proxy card or telephone or Internet voting instructions are received prior to the meeting, your shares will be voted in accordance with your voting instructions. If you sign and return your proxy card but do not give voting instructions, your shares will be voted FOR the election of the Company s nominees as directors, FOR the approval of the amendment and restatement of the Incentive Award Plan, FOR the ratification of the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2010, and in the discretion of the proxy holders as to any other business which may properly come before the meeting. Any proxy solicited hereby may be revoked by the person or persons giving it at any time before it has been exercised at the Annual Meeting by giving notice of revocation to the Company in writing prior to the meeting. If you decide to attend the Annual Meeting, you will be able to vote in person, even if you have previously submitted your proxy card, or voted by telephone or over the Internet. The Company requests that all such written notices of revocation to the Company be addressed to Frank J. Notaro, Vice President - General Counsel and Secretary, IDEX Corporation, 630 Dundee Road, Suite 400, Northbrook, IL 60062.

PROPOSAL 1 ELECTION OF DIRECTORS

The Company s Restated Certificate of Incorporation, as amended, provides for a three-class Board, with one class being elected each year for a term of three years. The Board of Directors currently consists of eight members, two of whom are Class III directors whose terms will expire at this year s Annual Meeting, three of whom are Class I directors whose terms will expire at the Annual Meeting to be held in 2011, and three of whom are Class II directors whose terms will expire at the Annual Meeting to be held in 2012.

The Company s Board of Directors has nominated two individuals for election as Class III directors to serve for a three-year term expiring at the Annual Meeting to be held in 2013, or upon the election and qualification of their successors. The nominees of the Board of Directors are Ruby R. Chandy and Neil A. Springer. Ms. Chandy and Mr. Springer are currently serving as directors of the Company. The nominees and the directors serving in Class I and Class II whose terms expire in future years and who will continue to serve after the Annual Meeting are listed below with brief statements setting forth their present principal occupations and other information, including any directorships in other public companies, and particular experiences, qualifications, attributes and skills possessed by the nominees and directors that lead to the conclusion that they should serve as a director.

If for any reason any of the nominees for a Class III directorship are unavailable to serve, proxies solicited hereby may be voted for a substitute. The Board, however, expects the nominees to be available.

The Company s Board of Directors Recommends a Vote FOR the Nominees in Class III Identified Below.

Nominees for Election

Class III: Nominees for Three-Year Term

RUBY R. CHANDY Director since April 2006
Chief Marketing Officer Age 48
The Dow Chemical Company

Ms. Chandy has been Chief Marketing Officer of The Dow Chemical Company since 2010. Ms. Chandy served as Chief Marketing Officer for Rohm and Hass Company from 2007 to 2009, and as Vice President of Marketing and Commercial Excellence, and in various operating roles, at Thermo Fisher Scientific, from prior to 2005 to 2007.

Ms. Chandy s marketing skills, her executive management experience, her relevant experience in life science and technological industries and her extensive engineering and management education led to the conclusion that she should serve on IDEX s Board of Directors. Ms. Chandy has been working for scientific and engineering organizations since 1992, including Thermo Fisher Scientific, Boston Scientific Corporation, Millipore Corporation and Rohm and Haas Company. Throughout her career, Ms. Chandy has held general management and marketing leadership roles. Ms. Chandy received a bachelor of science degree in material science and engineering from Massachusetts Institute of Technology (MIT), a master of science degree in materials science and engineering from Northwestern University, and a master of business administration degree from Sloan School of Management at MIT.

Ms. Chandy is a member of the Audit Committee and Nominating and Corporate Governance Committee of the Board of Directors.

NEIL A. SPRINGER Director since February 1990
Managing Director Age 71
Springer & Associates, L.L.C.

Mr. Springer has been Managing Director of Springer & Associates, L.L.C. since prior to 2005. Mr. Springer is a director of Mueller Water Products, Inc.

Mr. Springer s entrepreneurial and business leadership skills, his prominent position in the Midwestern business community, his financial reporting expertise and his corporate governance and executive compensation training led to the conclusion that he should serve on IDEX s Board of Directors. Mr. Springer has over fifty years of commercial experience. During the last twenty years, he has held directorships at several organizations, including Mueller Water Products, Inc., through which he gained a unique understanding of the market for infrastructure and flow control products used in water distribution networks and treatment facilities. His executive experience, board memberships and his company, Springer & Associates, L.L.C., which focuses on board consulting, have provided Mr. Springer with substantial training in corporate governance and executive compensation and knowledge of financial reporting. Mr. Springer received a bachelor of science degree in accounting from Indiana University, a master of business administration degree from the University of Dayton, and a certificate of accountancy from the University of Illinois. Mr. Springer is a certified public accountant.

Mr. Springer is a member of the Audit Committee, the Executive Committee and the Nominating and Corporate Governance Committee of the Board of Directors. Mr. Springer is also the Chairman of the Nominating and Corporate Governance Committee until April 6, 2010.

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Other Incumbent Directors

Class I: Three-Year Term Expires in 2011

BRADLEY J. BELL Director since June 2001
Executive Vice President and Chief Financial Officer Age 57
Nalco Company

Mr. Bell has been Executive Vice President and Chief Financial Officer of Nalco Company since prior to 2005. Mr. Bell is a director of Compass Minerals International, Inc.

Mr. Bell s business leadership skills, his knowledge of technology and manufacturing industries, his financial reporting expertise and his corporate governance and executive compensation training led to the conclusion that he should serve on IDEX s Board of Directors. For over six years, Mr. Bell has served as executive vice president and chief financial officer of Nalco Company. In addition, Mr. Bell has over thirty years combined experience as an executive in the technology and manufacturing industries, including positions at Rohm and Haas Company, Whirlpool Corporation and Bundy Corporation. Through his experience, Mr. Bell has developed valuable financial expertise and experience in mergers and acquisitions, private equity and capital markets transactions. Mr. Bell has a long career in corporate finance, including more than 12 years of experience as chief financial officer of a publicly traded company, during which he obtained significant financial reporting expertise. He has held directorships at publicly traded companies for over 12 years, including the position of chair of the audit committee of Compass Minerals International, Inc. Through his executive experience and board memberships, Mr. Bell has acquired substantial training in corporate governance and executive compensation. Mr. Bell received a bachelor of science degree in finance with high honors from the University of Illinois and a master of business administration degree with distinction from Harvard University.

Mr. Bell is a member and, until April 6, 2010, the Chairman of the Audit Committee of the Board of Directors. Mr. Bell will also be a member and the Chairman of the Nominating and Corporate Governance Committee beginning April 6, 2010.

LAWRENCE D. KINGSLEY Director since March 2005
Chairman of the Board, President and Chief Executive Officer Age 47
IDEX Corporation

Mr. Kingsley was appointed Chairman of the Board by the Board of Directors on April 4, 2006. Mr. Kingsley has been President and Chief Executive Officer and a director of the Company since March 22, 2005. From August 2004 to March 2005, Mr. Kingsley served as Chief Operating Officer of the Company. Mr. Kingsley is a director of The Cooper Industries, PLC.

Mr. Kingsley s knowledge of technology and relevant experience with technological industries in general, and with IDEX in particular, together with his executive and board experience, financial reporting expertise and executive compensation training led to the conclusion that he should serve on IDEX s Board of Directors. Mr. Kingsley s extensive knowledge and experience with all aspects of the Company s business and its management and his role as Chief Executive Officer provides a valuable asset to the Board of Directors. Prior to his employment with IDEX, Mr. Kingsley held management positions at Danaher Corporation, Kollmorgen Corporation and Weidmuller Incorporated. Mr. Kingsley has served on the audit and compensation committees of The Cooper Industries PLC board of directors, through which he obtained significant financial reporting and executive compensation expertise. Through his executive experience and board memberships, Mr. Kingsley has gained substantial experience in corporate governance and executive compensation matters. Mr. Kingsley received a bachelor of science degree in industrial engineering and management from Clarkson University and a master of business administration degree from the College of William and Mary. Mr. Kingsley serves on the boards of several philanthropic organizations.

Mr. Kingsley is Chairman of the Executive Committee of the Board of Directors.

GREGORY F. MILZCIK Director since April 2008
President and Chief Executive Officer Age 50
Barnes Group Inc.

Mr. Milzcik has been President and Chief Executive Officer of Barnes Group Inc. since October 2006. In 2006, prior to his appointment as President, Mr. Milzcik served as Executive Vice President and Chief Operating Officer, Barnes Group Inc. He served as President, Barnes Industrial (formerly Associated Spring Group), Barnes Group Inc., from prior to 2005 to 2006. Mr. Milzcik is a director of Barnes Group Inc.

Mr. Milzcik s business leadership skills, his relevant experience in industrial manufacturing, his corporate governance and executive compensation training and his extensive technical and management education led to the conclusion that he should serve on IDEX s Board of Directors. Through his executive experience at Barnes Group Inc., Mr. Milzcik obtained a unique understanding of the industrial manufacturing business environment and gained exposure to and familiarity with IDEX s customer base. In addition, Mr. Milzcik gained experience with international commerce, government contracting, complex project management, intellectual property management and industry cyclicality, which enrich his perspective as a director of the Company. Mr. Milzcik has acquired substantial training in corporate governance and executive compensation through his executive experience, board memberships and attendance at the Harvard Directors College, Stanford Directors College and ODX/Columbia Director Education Program. Mr. Milzcik received a bachelor of science degree in applied science and technology from Thomas Edison State College, a master s degree in management and administration from Cambridge College, a certificate of graduate studies in administration and management from Harvard University and a doctorate from Case Western Reserve University, with research focusing on management systems in cyclical markets. Mr. Milzcik is a Certified Manufacturing Engineer through the Society of Manufacturing Engineers, and has a FAA Airframe and Power Plant License.

Mr. Milzcik is a member of the Compensation Committee of the Board of Directors.

Class II: Three-Year Term Expires in 2012

WILLIAM M. COOK Director since April 2008
Chairman, President and Chief Executive Officer Age 56
Donaldson Company, Incorporated

Mr. Cook has been Chairman since August 2005, and President and Chief Executive Officer since August 2004, of Donaldson Company, Incorporated. Mr. Cook is a director of Donaldson Company, Incorporated.

Mr. Cook s strong business and organizational leadership skills and his relevant experience in technological industries led to the conclusion that he should serve on IDEX s Board of Directors. Mr. Cook is a 29-year veteran of Donaldson Company, Incorporated, a technology-driven company that manufactures filtration systems designed to remove contaminants from air and liquids. Throughout his career at Donaldson Company, Mr. Cook has served in several senior executive positions, and was elected as a director in 2004. Mr. Cook received a bachelor of science degree in business administration and a master of business administration degree from Virginia Polytechnic Institute and State University.

Mr. Cook is a member and, beginning April 6, 2010, the Chairman of the Audit Committee of the Board of Directors.

FRANK S. HERMANCE Director since January 2004
Chairman and Chief Executive Officer Age 61
AMETEK, Inc.

Mr. Hermance has been Chairman and Chief Executive Officer of AMETEK, Inc. since prior to 2005. Mr. Hermance is a director of AMETEK, Inc.

Mr. Hermance s in-depth knowledge of the technology manufacturing industry, his extensive board experience and corporate governance training, his comprehensive engineering education and his prominent position in the engineering business community led to the conclusion that he should serve on IDEX s Board of Directors. For over ten years, Mr. Hermance has served as a director of Ametek, Inc., a leading global manufacturer of electronic instruments and electromechanical devices. In 2003, he was appointed Chairman and Chief Executive Officer of Ametek. In addition, Mr. Hermance has held directorships with CTB, Intl. and Penn Engineering. Through his board memberships, Mr. Hermance has gained significant experience in corporate matters. Mr. Hermance received a bachelor of science degree in electrical engineering and a master of science degree in electrical engineering from the Rochester Institute of Technology (RIT). He was a member of Phi Kappa Phi National Honor Society and Tau Beta Pi National Honor Society. He has been recognized as an Engineering Distinguished Alumnus of RIT and is a present member of RIT s board of trustees. He is also a Fellow in ASME, Chairman of the Eastern Technology Council and serves on the boards of several philanthropic organizations.

Mr. Hermance is a member of the Compensation Committee of the Board of Directors.

MICHAEL T. TOKARZ Director since September 1987
Member Age 60
The Tokarz Group L.L.C.

Mr. Tokarz has been a member of The Tokarz Group L.L.C. since prior to 2005. Mr. Tokarz is a director of Conseco, Inc., Dakota Growers Pasta Companies, Inc. MVC Capital, Inc., Mueller Water Products, Inc., and Walter Industries, Inc.

Mr. Tokarz s knowledge and experience in banking and finance, his entrepreneurial and business leadership skills, his extensive board experience, his corporate governance training and his prominent position in the business community led to the conclusion that he should serve on IDEX s Board of Directors. Mr. Tokarz is a senior investment professional with over 30 years of lending and investment experience. He has extensive experience in leveraged buyouts, financings, restructurings and dispositions. He is currently the Chairman of The Tokarz Group LLC, a private, New York-based merchant bank founded by Mr. Tokarz in 2002, and Chairman and Portfolio Manager of MVC Capital, Inc., a registered investment company advised by The Tokarz Group. Mr. Tokarz has been on the boards of publicly traded companies for over twenty years and currently serves as a director of Conseco, Inc., Dakota Growers Pasta Companies, Inc., MVC Capital, Mueller Water Products, Inc. and Walter Industries, Inc. Through his executive experience and board memberships, Mr. Tokarz has acquired substantial experience in corporate governance. Mr. Tokarz chairs the board of directors of the Illinois Emerging Technologies Fund and is a member of the Illinois VENTURES board of managers. Mr. Tokarz received a bachelor of arts degree in economics, with high distinction, and a master of business administration degree from the University of Illinois at Urbana-Champaign. Mr. Tokarz is a certified public accountant.

Mr. Tokarz is Chairman of the Compensation Committee, and a member of the Executive Committee, of the Board of Directors.

CORPORATE GOVERNANCE

Information Regarding the Board of Directors and Committees

The Board of Directors has the ultimate authority for the management of the Company s business. In February 2010, the Board affirmed the Company s Corporate Governance Guidelines which, along with the charters of the Board committees, the Company s Code of Business Conduct and Ethics, and Standards for Director Independence, provide the framework for the governance of the Company. The Company s Corporate Governance Guidelines address matters such as composition, size and retirement age of the Board, Board membership criteria, the role and responsibilities of the Board, director compensation, share ownership guidelines, and the frequency of Board meetings (including meetings to be held without the presence of management). The Company s Code of Business Conduct and Ethics sets forth the guiding principles of business ethics and certain legal requirements applicable to all of the Company s employees and directors. Copies of the current Corporate Governance Guidelines, the charters of the Board committees, the Code of Business Conduct and Ethics, and Standards for Director Independence are available on the Company s website at www.idexcorp.com.

The Board selects the Company s executive officers, delegates responsibilities for the conduct of the Company s operations to those officers, and monitors their performance. Without limiting the generality of the foregoing, the Board of Directors oversees an annual assessment of enterprise risk exposure and the management of such risk, conducted by the Company s executives. When assessing enterprise risk, the Board focuses on the achievement of organizational objectives, including strategic objectives, to improve long-term organizational performance and enhance stockholder value. Direct oversight allows the Board to assess management s inclination for risk, to determine what constitutes an appropriate level of risk for the Company and to discuss with management the means by which to control risk. In addition, while the Board of Directors has the ultimate oversight responsibility for the risk management process, the Audit Committee focuses on financial risk management and exposure. The Audit Committee receives an annual risk assessment report from the Company s internal auditors and reviews and discusses the Company s financial risk exposures and the steps management has taken to monitor, control and report such exposures.

During 2009, the Board held six meetings. The independent (non-management) directors met in regular executive sessions without management at each in-person meeting of the Board. Generally, the Chairman of the Nominating and Corporate Governance Committee presides at the non-management executive sessions. The Board believes that its current leadership structure provides independent board leadership and engagement while deriving the benefit of having the CEO also serve as Chairman of the Board. Although there is no independent lead director, all of the non-management directors are actively engaged in shaping the Board s agenda and the Company s strategy. Our Chief Executive Officer, as the individual with primary responsibility for managing the Company s day-to-day operations, is best positioned to chair regular Board meetings and to oversee discussion on business and strategic issues. Coupled with the regular executive sessions of the non-management directors, this structure provides independent oversight, including risk oversight, while facilitating the exercise of the Board s responsibilities.

The Board has adopted standards for determining whether a director is independent from management. These standards are based upon the listing standards of the New York Stock Exchange and applicable laws and regulations, and are available on the Company s website as described above. The Board has affirmatively determined, based on these standards, that the following directors, two of whom are standing for election to the Board, are independent: Mr. Bell, Ms. Chandy, and Messrs. Cook, Hermance, Milzcik, Springer and Tokarz. The Board has also determined that Mr. Kingsley, who is not standing for election to the Board, is not independent. Mr. Kingsley is the Chairman of the Board, President and Chief Executive Officer of the Company. The Board has also determined that all Board standing committees are composed entirely of independent directors.

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Important functions of the Board are performed by committees comprised of members of the Board. Subject to applicable provisions of the Company s By-Laws and based on the recommendations of the Nominating and Corporate Governance Committee, the Board as a whole appoints the members of each committee each year at its first meeting. The Board may, at any time, appoint or remove committee members or change the authority or responsibility delegated to any committee, subject to applicable law and listing standards. There are four standing committees of the Board: the Nominating and Corporate Governance Committee, the Audit Committee, the Compensation Committee, and the Executive Committee. Each committee other than the Executive Committee (whose powers are set forth in enabling resolutions of the Board) has a written charter that is available on the Company s website as described above.

The Nominating and Corporate Governance Committee s primary purpose and responsibilities are to: develop and recommend to the Board corporate governance principles and a code of business conduct and ethics; develop and recommend criteria for selecting new directors; identify individuals qualified to become directors consistent with criteria approved by the Board, and recommend to the Board such individuals as nominees to the Board for its approval; screen and recommend to the Board individuals qualified to become Chief Executive Officer and any other senior officer whom the committee may wish to approve; and oversee evaluations of the Board, individual Board members and Board committees. The members of the Nominating and Corporate Governance Committee are Ms. Chandy and Mr. Springer. Mr. Bell will be joining the Nominating and Corporate Governance Committee on April 6, 2010. During 2009, the Nominating and Corporate Governance Committee held one meeting.

It is the policy of the Nominating and Corporate Governance Committee to consider nominees for the Board recommended by the Company s stockholders in accordance with the procedures described under STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS FOR 2011 ANNUAL MEETING. Stockholder nominees who are nominated in accordance with these procedures will be given the same consideration as nominees for director from other sources.

The Nominating and Corporate Governance Committee selects nominees for the Board who demonstrate the following qualities:

Experience (in one or more of the following):

high-level leadership experience in business or administrative activities;

specialized expertise in the industries in which the Company competes;

financial expertise;

breadth of knowledge about issues affecting the Company; and

ability and willingness to contribute special competencies to Board activities.

Personal attributes:

personal integrity;

loyalty to the Company and concern for its success and welfare, and willingness to apply sound independent business judgment;

awareness of a director s vital part in the Company s good corporate citizenship and corporate image;

time available for meetings and consultation on Company matters; and

willingness to assume fiduciary responsibilities.

Qualified candidates for membership on the Board are identified and considered without regard to race, color, religion, sex, ancestry, national origin or disability. In the past, the Company has hired Russell Reynolds and Crist Associates, executive search firms, to help identify and facilitate the screening and interviewing of director candidates. After conducting an initial evaluation of a candidate, the Nominating and Corporate Governance Committee will interview that candidate if it believes the candidate might be suitable to be a director. The Committee may also ask the candidate to meet with other members of the Board. If the Committee believes a candidate would be a valuable addition to the Board of Directors, it will recommend to the full Board appointment or election of that candidate. Annually, the Nominating and Corporate Governance Committee reviews the qualifications and backgrounds of the directors, as well as the overall composition of the Board, and recommends to the full Board the slate of directors for nomination for election at the annual meeting of stockholders.

The Audit Committee s primary duties and responsibilities are to: monitor the integrity of the Company s financial reporting process and systems of internal control regarding finance, accounting and legal compliance; monitor the independence and performance of the Company s independent registered public accounting firm and monitor the performance of the Company s internal audit function; hire and fire the Company s independent registered public accounting firm and approve any audit and non-audit work performed by the independent registered public accounting firm; provide an avenue of communication among the independent registered public accounting firm, management and the Board of Directors; prepare the report that the rules of the Securities and Exchange Commission require to be included in the Company s annual proxy statement; and administer the Company s Related Person Transactions Policy (see Transactions With Related Persons). The members of the Audit Committee are Mr. Bell, Ms. Chandy, and Messrs. Cook and Springer. The Board of Directors has determined that Mr. Bell is an audit committee financial expert, as defined by the rules of the Securities and Exchange Commission. During 2009, the Audit Committee held 10 meetings.

The Compensation Committee s primary duties and responsibilities are to: establish the Company s compensation philosophy and structure the Company s compensation programs to be consistent with that philosophy; establish the compensation of the Chief Executive Officer and other senior officers of the Company; develop and recommend to the Board of Directors compensation for the Board; and prepare the compensation committee report the rules of the Securities and Exchange Commission require to be included in the Company s annual proxy statement. The members of the Compensation Committee are Messrs. Hermance, Milzcik and Tokarz. During 2009, the Compensation Committee held four meetings.

The Executive Committee is empowered to exercise the authority of the Board in the management of the Company between meetings of the Board, except that the Executive Committee may not fill vacancies on the Board, amend the Company s By-Laws or exercise certain other powers reserved to the Board or delegated to other Board committees. The members of the Executive Committee are Messrs. Kingsley, Springer and Tokarz. During 2009, the Executive Committee did not hold any meetings.

During 2009, each member of the Board of Directors attended more than 75% of the aggregate number of meetings of the Board of Directors and of committees of the Board of which he or she was a member. The Company encourages its directors to attend the Annual Meeting of Stockholders but has no formal policy with respect to that attendance. All of the directors attended the 2009 Annual Meeting of Stockholders.

Committee Interlocks and Insider Participation

During 2009, Messrs. Hermance, Milzcik and Tokarz served as the members of the Compensation Committee. Neither Mr. Hermance, Mr. Milzcik nor Mr. Tokarz (i) was an officer or employee of the Company or any of its subsidiaries during 2009, (ii) was formerly an officer of the Company or any of its subsidiaries, or (iii) had any relationship requiring disclosure by the Company under Item 404 of Regulation S-K under the Securities Act of 1933, as amended. There were no relationships between the Company s executive officers and the members of the Compensation Committee that require disclosure under Item 407(e)(4) of Regulation S-K.

Transactions with Related Persons

The Board of Directors has adopted a written Related Person Transactions Policy regarding the review, approval and ratification of transactions with related persons. All related person transactions are approved by the Audit Committee. If the transaction involves a related person who is a director or immediate family member of a director, that director will not be included in the deliberations. In approving the transaction, the Audit Committee must determine that the transaction is fair and reasonable to the Company.

Compensation of Directors

The objectives for our non-management director compensation program are to attract highly-qualified individuals to serve on our board of directors and align our directors interests with the interests of our stockholders. Our Compensation Committee reviews the program at least annually to ensure that it continues to meet these objectives.

The Company believes that to attract and retain qualified directors, pay levels should be targeted at the 50th percentile (or median) of pay levels for directors at comparable companies. From time to time, the Compensation Committee, with the assistance of Towers Watson, evaluates the competitiveness of director compensation. The primary reference point for the determination of market pay practices are pay levels for organizations with revenues, business activities and complexities similar to those of the Company. Market data is derived from pay surveys available to Towers Watson and the Company directly. The Compensation Committee evaluated director compensation in 2009 and determined it was below median, but elected to leave compensation at the existing level owing to the challenging economic environment.

Our non-management director compensation for 2009 was based on the following:

Annual Retainer	$ 30,000
Annual Board/Committee Meeting Attendance Fee	$ 10,000
Committee Chair Retainer	
Audit Committee (Bell)	$ 8,000
Compensation Committee (Tokarz)	$ 4,000
Nominating and Corporate Governance Committee (Springer)	$ 4,000
Equity Grants Upon Initial Election to the Board (Shares)	
Stock Options	3,375
Restricted Stock	1,015
Annual Equity Grants (Shares)	
Stock Options	2,250
Restricted Stock	675

The Compensation Committee evaluated director compensation on February 23, 2010. Consistent with the conclusions of the compensation study conducted by Towers Watson, updated for 2009 data, it was determined that director compensation was below market median. As a result, the Compensation Committee decided to increase director compensation. For 2010, the annual retainer and meeting fees were combined and increased to an aggregate $60,000. Equity compensation was increased to $75,000 annually, with the number of restricted stock and option shares to be determined on the date of grant based upon share price. Committee chair fees were increased as follows: Audit Committee chair to $10,000; and Compensation and Nominating and Governance Committee chairs to $7,000, each.

Equity grants upon initial election to the Board of Directors are made on the date of appointment. Annual equity grants are made on the first regularly scheduled meeting of the Board of Directors held each year. All grants are made under the Incentive Award Plan. The exercise price of each option is equal to the closing price of the Company s Common Stock on the trading day the option is granted. The options become exercisable one year following their date of grant. The restricted stock is non-transferable until the recipient is no longer serving as a director, and is subject to forfeiture if the director terminates service as a director for reasons other than death, disability or retirement prior to vesting. The restricted stock vests in full on the earlier of the third anniversary of the grant, failure of the director to be re-elected to the Board, or a change in control.

Under the Directors Deferred Compensation Plan, directors are permitted to defer their cash compensation into either an interest-bearing account or a deferred compensation units account as of the date that such compensation would otherwise be payable. The deferred compensation credited to the interest-bearing account is adjusted on a quarterly basis with hypothetical earnings for the quarter equal to the Barclays Capital Long Term Bond AAA Corporate Bond Index as of December 1 of the calendar year preceding the year for which the earnings were credited. Amounts credited to the interest-bearing account are compounded monthly. Deferred compensation credited to the deferred compensation units account is converted into deferred compensation units (DCUs), which are Common Stock equivalents, by dividing the deferred compensation by the closing price of the Company s Common Stock the day before the date of deferral. In addition, the value of the dividends payable on shares of Common Stock are credited to the deferred compensation units account and converted into DCUs based on the number of DCUs held by the director in his account on the dividend record date, and the closing price of the Common Stock on the dividend payment date. Messrs. Hermance and Tokarz defer all of their director fees into the Directors Deferred Compensation Plan, and have elected to have such fees invested in DCUs.

Outside directors are subject to stock ownership guidelines. Outside directors must comply with the guidelines within five years of their initial election to the Board. The guidelines dictate that all outside directors must purchase or acquire the Company s Common Stock (or DCUs acquired by participation in the Directors Deferred Compensation Plan) having an aggregate value at the time of purchase or acquisition equal to three times the annual retainer upon their election to the Board. As of December 31, 2009, all directors either complied with the ownership guidelines or were proceeding towards meeting the ownership guidelines within the specified five-year period.

The following table summarizes the total compensation earned in 2009 for the Company s non-management directors. Mr. Kingsley receives no additional compensation for his service as a director.

2009 Director Compensation

Name	**Fees Earned or Paid in Cash**	**Stock Awards(1)(2)**	**Option Awards(1)(2)**	**Total**
Bradley J. Bell	$ 48,000	$ 13,487	$ 10,395	$ 71,882
Ruby R. Chandy	40,000	13,487	10,395	63,882
William M. Cook	40,000	13,487	10,395	63,882
Frank S. Hermance	40,000	13,487	10,395	63,882
Gregory F. Milzcik	40,000	13,487	10,395	63,882
Neil A. Springer	44,000	13,487	10,395	67,882
Michael T. Tokarz	44,000	13,487	10,395	67,882

(1) Reflects the aggregate grant date fair value in accordance with FASB ASC Topic 718 using the assumptions set forth in the footnotes to financial statements in the Company s Annual Report on Form 10-K for the year ended December 31, 2009, for restricted stock and stock option awards granted during the period, assuming no forfeitures.

(2) The following table provides information on the restricted stock and stock option awards held by the Company s non-management directors and the value of those awards as of December 31, 2009. All outstanding awards are in or exercisable for shares of the Company s Common Stock.

	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options		Option Exercise	Option Expiration	Number of Shares or Units of Stock that Have Not	Market Value of Shares or Units of Stock that Have
Name	Exercisable(a)	Unexercisable(a)	Price	Date	Vested(b)	Not Vested(c)
Bradley J. Bell	15,188	0	$ 14.73	06/11/2011	2,363	$ 73,607
	10,125	0	15.15	01/01/2012		
	10,125	0	12.59	01/29/2013		
	10,125	0	18.78	01/30/2014		
	6,750	0	25.70	02/02/2015		
	3,375	0	30.67	02/02/2016		
	3,375	0	33.99	02/12/2017		
	2,250	0	30.85	02/20/2018		
	0	2,250	19.98	02/24/2019		
Ruby R. Chandy	5,063	0	34.18	04/04/2016	2,363	73,607
	3,375	0	33.99	02/12/2017		
	2,250	0	30.85	02/20/2018		
	0	2,250	19.98	02/24/2019		
William M. Cook	3,375	0	32.95	04/08/2018	1,690	52,644
	0	2,250	19.98	02/24/2019		
Frank Hermance	15,188	0	18.39	01/02/2014	2,363	73,607
	10,125	0	18.78	01/30/2014		
	6,750	0	25.70	02/02/2015		
	3,375	0	30.67	02/02/2016		
	3,375	0	33.99	02/12/2017		
	2,250	0	30.85	02/20/2018		
	0	2,250	19.98	02/24/2019		
Gregory F. Milzcik	3,375	0	32.95	04/08/2018	1,690	52,644
	0	2,250	19.98	02/24/2019		
Neil Springer	10,125	0	14.03	01/01/2011	2,363	73,607
	10,125	0	15.15	01/01/2012		
	10,125	0	12.59	01/29/2013		
	10,125	0	18.78	01/30/2014		
	6,750	0	25.70	02/02/2015		
	3,375	0	30.67	02/02/2016		
	3,375	0	33.99	02/12/2017		
	2,250	0	30.85	02/20/2018		
	0	2,250	19.98	02/24/2019		

Michael T. Tokarz	10,125	0	18.78	01/30/2014	2,363	73,607
	6,750	0	25.70	02/02/2015		
	3,375	0	30.67	02/02/2016		
	3,375	0	33.99	02/12/2017		
	2,250	0	30.85	02/20/2018		
	0	2,250	19.98	02/24/2019		

(a) All options expire on the 10th anniversary of the grant date. Options granted prior to 2006 (with expiration dates prior to 2016) vest 100% on the second anniversary of the grant date. Options granted during and after 2006 (with expiration dates during and after 2016) vest 100% on the first anniversary of the grant date. All options vest 100% upon a change in control.

(b) See footnote 2 to table under SECURITY OWNERSHIP for vesting provisions.

(c) Determined based upon the closing price of the Company s Common Stock on December 31, 2009.

Communications with the Board of Directors

Stockholders and other interested parties may contact the Board, the non-management directors as a group or any of the individual directors, including the presiding director, by writing to Frank J. Notaro, Vice President - General Counsel and Secretary, IDEX Corporation, 630 Dundee Road, Suite 400, Northbrook, Illinois 60062. Inquiries sent by mail will be reviewed, sorted and summarized by Mr. Notaro before they are forwarded to any director.

SECURITY OWNERSHIP

The following table furnishes information as of February 19, 2010, except as otherwise noted, with respect to shares of the Company s Common Stock beneficially owned by (i) each director and nominee for director, (ii) each officer named in the Summary Compensation Table, (iii) directors, nominees and executive officers of the Company as a group, and (iv) any person who is known by the Company to be a beneficial owner of more than five percent of the outstanding shares of Common Stock. Except as indicated by the notes to the following table and with respect to DCUs issued under the Directors Deferred Compensation Plan and the IDEX Corporation Deferred Compensation Plan for Officers (the Officers Deferred Compensation Plan), the holders listed below have sole voting power and investment power over the shares beneficially held by them. Under Securities and Exchange Commission rules, the number of shares shown as beneficially owned includes shares of Common Stock subject to options that are exercisable currently or will be exercisable within 60 days of February 19, 2010. Shares of Common Stock subject to options that are exercisable within 60 days of February 19, 2010, are considered to be outstanding for the purpose of determining the percentage of the shares held by a holder, but not for the purpose of computing the percentage held by others. An * indicates ownership of less than one percent of the outstanding Common Stock.

Name and Address of Beneficial Owner	Shares Beneficially Owned	Deferred Compensation Units(1)	Percent of Class
Directors and Nominees			
(other than Executive Officers):			
Bradley J. Bell(2)	71,439		*
Ruby R. Chandy(2)	16,824		*
William M. Cook(2)	9,315		*
Frank S. Hermance(2)	46,689	8,589	*
Gregory F. Milzcik(2)	7,315		*
Neil A. Springer(2)	82,126		*
Michael T. Tokarz(2)	349,312	26,889	*
Named Executive Officers:			
Lawrence D. Kingsley(3)(4)	1,199,426		1.5
Dominic A. Romeo(3)(4)	355,018		*
John L. McMurray(3)(4)	263,554	3,994	*
Frank J. Notaro(3)(4)	97,032		*
Harold Morgan(3)(4)	24,195		*
Directors, Nominees and All			
Executive Officers as a Group: (17 persons)(5)	2,734,179	39,472	3.3
Other Principal Beneficial Owners:			
T. Rowe Price Associates, Inc.(6)	8,015,805		9.9
100 East Pratt Street Baltimore, Maryland 21202			
BlackRock Inc.(7)	4,753,338		5.9
40 East 52nd Street New York, New York 10022			
Capital World Investors(8)	4,045,000		5.0
333 South Hope Street Los Angeles, California 90071			

(1)

DCUs are awarded under the Directors Deferred Compensation Plan and the Officers Deferred Compensation Plan and are payable in Common Stock. The value of these DCUs depends directly on the performance of the Common Stock. The DCUs are not included in Shares Beneficially Owned.

(2) Includes 63,563, 12,938, 5,625, 43,313, 5,625, 58,500 and 28,125 shares under exercisable options for Mr. Bell, Ms. Chandy, and Messrs. Cook, Hermance, Milzcik, Springer and Tokarz, respectively. Includes 675 shares of restricted stock issued to Mr. Bell, Ms. Chandy, and Messrs. Hermance, Springer and Tokarz on February 20, 2008, which vest on February 20, 2011; 1,015 shares of restricted stock issued to Messrs. Cook and Milzcik on April 8, 2008, which vest on April 8, 2011; and 675 shares of restricted stock issued to Mr. Bell, Ms. Chandy, and Messrs. Cook, Hermance, Milzcik, Springer and Tokarz on February 24, 2009, which vest on February 24, 2012. The restricted shares

held by Mr. Bell, Ms. Chandy, and Messrs. Cook, Hermance, Milzcik, Springer and Tokarz may vest earlier than the dates indicated above upon a change in control of the Company or failure to be reelected to the Board. All shares of restricted stock are eligible for dividends.

(3) Includes 587,440, 252,765, 238,800, 77,886 and 15,625 shares under exercisable options for Messrs. Kingsley, Romeo, McMurray, Notaro and Morgan, respectively.

(4) Includes shares of restricted stock and restricted stock units awarded by the Company as follows:

Mr. Kingsley was awarded 27,188 shares of restricted stock under the Incentive Award Plan on April 4, 2006, which vest on April 4, 2010; 29,228 shares of restricted stock under the Incentive Award Plan on April 3, 2007, which vest on April 3, 2011; 36,667 shares of restricted stock under the Incentive Award Plan on April 8, 2008, which vest on April 8, 2011; and 40,350 shares of restricted stock under the Incentive Award Plan on February 24, 2009, which vest on February 24, 2012; provided he is employed by the Company on such vesting dates. To motivate and retain Mr. Kingsley, Mr. Kingsley was awarded 242,800 shares of restricted stock under the Incentive Award Plan on April 8, 2008, which vests in 50% installments in 2011 and 2013, but vesting may be accelerated if the Company s share price for any five consecutive trading days equals or exceeds $65.90 (twice the closing price of the shares on the date of grant). At February 19, 2010, Mr. Kingsley held 376,233 non-vested shares of restricted stock.

Mr. Romeo was awarded 5,820 shares of restricted stock under the Incentive Award Plan on April 4, 2006, which vest on April 4, 2010; 6,473 shares of restricted stock under the Incentive Award Plan on April 3, 2007, which vest on April 3, 2011; 10,500 shares of restricted stock under the Incentive Award Plan on April 8, 2008, which vest on April 8, 2011; and 12,480 shares of restricted stock under the Incentive Award Plan on February 24, 2009, which vest on February 24, 2012; provided he is employed by the Company on such vesting dates. To motivate and retain Mr. Romeo, Mr. Romeo was awarded 74,000 shares of restricted stock under the Incentive Award Plan on April 8, 2008, of which approximately 16.67% vested on April 8, 2009, approximately 16.67% will vest on April 8, 2010, and the remaining 66.66% will vest on April 8, 2011. At February 19, 2010, Mr. Romeo held 96,940 non-vested shares of restricted stock.

Mr. McMurray was awarded 3,300 restricted stock units under the Incentive Award Plan on April 4, 2006, which vest on April 4, 2010; 4,271 restricted stock units under the Incentive Award Plan on April 3, 2007, which vest on April 3, 2011; 6,000 restricted stock units under the Incentive Award Plan on April 8, 2008, which vest on April 8, 2011; and 6,630 restricted stock units under the Incentive Award Plan on February 24, 2009, which vest on February 24, 2012; provided he is employed by the Company on such vesting dates. The restricted stock units held by Mr. McMurray vest in the event of his retirement. Mr. McMurray will be retiring in April 2011.

Mr. Notaro was awarded 3,210 shares of restricted stock under the Incentive Award Plan on April 4, 2006, which vest on April 4, 2010; 3,398 shares of restricted stock under the Incentive Award Plan on April 3, 2007, which vest on April 3, 2011; and 10,140 shares of restricted stock under the Incentive Award Plan on February 24, 2009, which vest on February 24, 2012; provided he is employed by the Company on such vesting dates.

Mr. Morgan was awarded 4,000 shares of restricted stock under the Incentive Award Plan on June 25, 2008, which vest on June 25, 2011; and 4,570 shares of restricted stock under the Incentive Award Plan on February 24, 2009, which vest on February 24, 2012; provided he is employed by the Company on such vesting dates.

The restricted shares held by Messrs. Kingsley, Romeo, Notaro and Morgan and the restricted stock units held by Mr. McMurray may vest earlier than the dates indicated above upon a change in control of the Company and certain other events. See Outstanding Equity Awards at 2009 Fiscal Year End under EXECUTIVE COMPENSATION.

All shares of restricted stock and restricted stock units are eligible for dividends.

(5) Includes 1,536,354 shares under options that are exercisable currently or will be exercisable within 60 days of February 19, 2010, and 567,789 non-vested shares of restricted stock and restricted stock units.

(6) Based solely on information in Schedule 13G, as of December 31, 2009, filed by T. Rowe Price Associates, Inc. (Price Associates) with respect to Common Stock owned by Price Associates and certain other entities which Price Associates directly or indirectly controls or for which Price Associates is an investment advisor on a discretionary basis.

(7) Based solely on information in Schedule 13G, as of December 31, 2009, filed by BlackRock Inc. (BlackRock) with respect to Common Stock owned by BlackRock and certain other entities which BlackRock directly or indirectly controls or for which BlackRock is an investment advisor on a discretionary basis.

(8) Based solely on information in Schedule 13G, as of December 31, 2009, filed by Capital World Investors (Capital World) with respect to Common Stock owned by Capital World and certain other entities which Capital World directly or indirectly controls or for which Capital World Investors is an investment advisor on a discretionary basis.

EXECUTIVE COMPENSATION

Risk Assessment

At the Compensation Committee s direction, management conducted a risk assessment of the Company s compensation policies and practices, including its executive compensation programs. The Committee reviewed and discussed the findings of the assessment and concluded that the Company s compensation policies and practices are designed with the appropriate balance of risk and reward in relation to the Company s overall business strategy, do not incent executives to take unnecessary or excessive risks, and that any risks arising from the Company s policies and practices are not reasonably likely to have a material adverse effect on the Company. In the review, management considered the attributes of the Company s policies and practices, including:

The mix of fixed and variable compensation opportunities.

The balance between annual and longer-term performance opportunities.

The alignment of annual and long-term incentive award objectives to ensure that both types of awards encourage consistent behaviors and sustainable performance results.

Performance factors tied to key measures of short-term and long-term performance that motivate sustained performance.

The Committee s ability to consider non-financial and other qualitative performance factors in determining actual compensation payouts.

Compensation Committee Report

The Compensation Committee has reviewed the following Compensation Discussion and Analysis and discussed its contents with the Company s management. Based on this review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement.

Michael T. Tokarz, Chairman
Frank S. Hermance
Gregory F. Milzcik

Compensation Discussion and Analysis

Due to economic uncertainty at the time the Compensation Committee was setting compensation in 2009, the Compensation Committee determined to keep salaries and target annual incentives at 2008 levels. Additionally, it generally reduced the value of long-term incentive equity awards by approximately 25% of 2008 levels. These actions are discussed in more detail below.

Philosophy and Overview of Compensation

The Company s executive compensation philosophy is to have a compensation program that (1) aligns the interests of management and stockholders, (2) motivates and retains the management team, and (3) results in executives holding meaningful amounts of the Company s Common Stock.

The Company carries out its compensation philosophy by:

- Compensating executives at the median of the market in which the Company competes for management talent, if the Company performs at target.
- Providing executives with additional compensation if the Company performs above target.
- Paying executives a significant portion of their compensation in the form of long-term equity awards that vest over time.
- Requiring executives to hold targeted amounts of the Company s Common Stock.

Total Compensation

The material elements of 2009 compensation for the named executive officers, or NEOs, in the Summary Compensation Table, including Lawrence D. Kingsley, who is the chief executive officer, or CEO, and Dominic A. Romeo, who is the chief financial officer, or CFO, are outlined below:

Element	**Purpose**	**Characteristics**
Total Direct Compensation	Reward each executive for current and future performance through a combination of base salary, short- and long-term performance-based incentives and benefits.	Non-variable and variable cash, non-cash and equity-based components of compensation, all targeted in the 50th to 75th percentile range of market.
Base Salary	Provide a fixed level of current cash compensation to reflect the executive s primary duties and responsibilities.	Targeted in the 50th to 75th percentile range of market and adjusted annually to reflect market changes, salary budgets, and individual performance.
Short-Term Incentives Annual Bonus	Provide performance-based cash compensation in excess of base salary.	Targeted in the 50th to 75th percentile range of market, with actual award based on Company and individual performance.
Long-Term Incentives Stock Options	Provide long-term compensation tied to increases in the price of the Company s stock, and retention of the executive.	Targeted in the 50th to 75th percentile range of market, adjusted based on Company and individual performance, priced on grant date, and vested ratably over four years.
Long-Term Incentives Restricted Stock Awards	Provide long-term compensation tied to the value of the Company s stock, and retention of the executive.	Targeted in the 50th to 75th percentile range of market, adjusted based on Company and individual performance, and cliff vested in three years.
Retirement Benefits	Provide overall wealth accumulation and retention of executives.	Various market-based retirement and welfare benefits and perquisites.

The Compensation Committee targets the following approximate mix of annual compensation for the CEO and other NEOs:

	Percent Total of Direct Compensation at Target		
Executive	**Base Salary**	**Target Annual Incentives**	**Target Long-Term Incentives**

CEO	25%	25%	50%
Other NEOs	40%	25%	35%

Role of Compensation Committee and Data Used

The Compensation Committee establishes the Company s compensation philosophy, structures the Company s compensation programs to be consistent with that philosophy, and approves each element of each executive officer s compensation. In the case of the CEO, the Board ratifies compensation determinations made by the Compensation Committee.

The Compensation Committee performs periodic reviews of executive pay tally sheets. The tally sheets outline each executive s annual pay target and actual and total accumulated wealth under various performance and employment scenarios. Data from the tally sheets is considered by the Compensation Committee when setting target total compensation. Generally, the Compensation Committee reviews and adjusts target total compensation levels annually. Actual total compensation may vary from target based on Company and individual performance, and changes in stock price over time.

Generally, the amount of compensation realized historically, or potentially realizable in the future, from past compensation awards does not directly impact the level at which future pay opportunities are set. When granting equity awards, the Compensation Committee reviews both individual performance and the positioning of previously granted equity awards within established grant ranges.

To assist the Compensation Committee in discharging its responsibilities, the Compensation Committee retained Towers Watson to act as an outside consultant. Towers Watson is engaged by, and reports directly to, the Compensation Committee. Towers Watson works with the Compensation Committee, in conjunction with management, to structure the Company s compensation programs and evaluate the competitiveness of its executive compensation levels. Towers Watson s primary areas of assistance to the Compensation Committee are:

- Gathering market compensation data for all executive positions;
- Advising on the terms of equity awards; and
- Reviewing materials to be used in the Company s proxy statement.

Towers Watson periodically provides the Compensation Committee and management market data on a variety of compensation-related topics. The Compensation Committee authorized Towers Watson to interact with the Company s management, as needed, on behalf of the Compensation Committee, to obtain or confirm information.

Market Benchmarking

Historically, the Compensation Committee reviewed data from various benchmark groups as one input in determining appropriate target compensation levels, and the targeted compensation to the benchmark data in a range from the 25th to 75th percentiles by each pay element, as well as in the aggregate. Individual pay decisions were made on the basis of individual performance, years of experience, skill set, perceived value of the position (or the individual) to the organization, as well as the market pay data. The Compensation Committee believes that to attract and retain qualified management, pay levels (including base salary, incentive compensation at target, and benefits) should be targeted in a range from the 50th to 75th percentile of pay levels for comparable positions at comparable companies. However, cases may exist where such target pay levels fall outside this range based on the individual factors described above. Of course, actual pay should and does vary from target based on Company and individual performance, and changes in stock price over time.

As discussed above, due to the challenging and uncertain economic conditions in late 2008, upon recommendation of management and Towers Watson, the Compensation Committee did not update market benchmarking, and froze salaries and compensation structures at 2008 levels. See the Compensation Discussion and Analysis set forth in our 2008 proxy as to how the 2008 levels were set.

Process of Setting Compensation

The Compensation Committee sets each NEO s pay. The CEO s pay package is set by the Compensation Committee during executive session based on the financial and operating performance of the Company and the Committee s assessment of the CEO s individual performance. The pay packages for the other NEOs are based on the recommendations of the CEO to the Compensation Committee. The Compensation Committee considers the CEO s recommendations, taking into account each NEO s individual responsibility, experience and overall performance, as well as internal comparisons of pay within the executive group.

In setting compensation, the Compensation Committee reviews the estimated accounting and tax impact of all elements of the executive compensation program. Generally, an accounting expense is accrued over the requisite service period of the particular pay element (generally equal to the performance period) and the Company realizes a tax deduction upon payment to, or realization by, the executive. The Compensation Committee has been advised that, based on current interpretations, stock options awarded under the Incentive Award Plan should satisfy the requirements for performance-based compensation under Internal Revenue Code Section 162(m). In addition, the Compensation Committee has been advised that Mr. Kingsley s annual incentive compensation under the Incentive Award Plan should satisfy the requirements for performance-based compensation under Section 162(m). The Compensation Committee has been made aware that restricted stock awards (which vest based on continued employment with the Company) do not qualify as performance-based compensation and, therefore, may not be tax-deductible under Section 162(m).

A goal of the Compensation Committee is to comply with the requirements of Section 162(m). Section 162(m) limits the tax deductibility by the Company of annual compensation in excess of $1,000,000 paid to the CEO and any of the three other most highly compensated executive officers, other than the CFO. While the tax impact of any compensation arrangement is one factor to be considered, such impact is evaluated in light of the Compensation Committee s overall compensation philosophy and objectives. The Compensation Committee considers ways to maximize the deductibility of executive compensation, while retaining the discretion it deems necessary to compensate officers in a manner commensurate with performance and the competitive environment for executive talent. From time to time, the Compensation Committee may award compensation to the executive officers which is not fully deductible if it determines that such award is consistent with its philosophy and is in the Company s and stockholders best interests.

Base Salary

Base salaries are reviewed annually and may be adjusted to reflect market competitiveness, Company operating performance, and individual performance. Factors taken into account to increase or decrease base salary include significant changes in individual job responsibilities and the growth of the Company. For 2009, base salaries were frozen at 2008 levels due to the challenging and uncertain economic climate at the time the salaries were set.

Short-Term Incentives Annual Bonus

NEOs other than the CEO

All NEOs, other than Mr. Kingsley, participate in the Company s Management Incentive Compensation Plan (MICP). The MICP provides participants with the opportunity to earn annual cash bonuses. Annual cash bonuses under the MICP historically have been targeted in the 50th to 75th percentile range of market, with higher payouts for above-target performance and lower payouts for below-target performance. Targeted MICP payouts for 2009 were frozen at 2008 levels.

The amount of the annual cash bonus paid to each participant under the MICP is determined under the following formula:

Annual Bonus = Individual Target Bonus x Business Performance Factor x Personal Performance Multiplier

Individual Target Bonus for the year is a percentage of the participant s base salary and is based on the participant s position. For the NEOs eligible to receive a bonus under the MICP for 2009, the Individual Target Bonus was either 57% or 65% of base salary.

The Business Performance Factor is calculated based on measurable corporate or business unit quantitative objectives, which are given a combined 65% weighting; an internally-assessed corporate or business unit quantitative objective, which is given a 10% weighting; and corporate or business unit qualitative objectives, which are given a combined 25% weighting. In the case of Messrs. Romeo, Notaro and Morgan, the Business Performance Factor was calculated based on corporate quantitative objectives, and the consolidated results of business unit qualitative objectives. In the case of Mr. McMurray, who is Vice President -- Group Executive Process Technologies, all objectives were measured using the Process Technologies Group s results.

A Personal Performance Multiplier ranging from 0.75 to 1.30 is assigned to each participant based on a subjective determination of the individual s performance. The Personal Performance Multipliers are recommended by the CEO to the Compensation Committee. The top 25% of all MICP participants receive a Personal Performance Multiplier ranging from 1.15 to 1.30, the bottom 10% of all MICP participants receive a Personal Performance Multiplier ranging from 0.75 to 0.90, and the middle 65% of all MICP participants receive a Personal Performance Multiplier ranging from 1.00 to 1.10. Personal Performance Multipliers above 1.30 or below 0.75 may be assigned to reflect unusually positive or negative individual performance.

Due to uncertainty of the business environment in 2009 and the difficulty in predicting revenues, the Compensation Committee and management determined that it was in the best interests of the Company to protect the profitability and cash flow of the business. Therefore, the earnings and cash flow metrics reflected in the tables below were selected as the measurable corporate and business quantitative objectives for 2009. On April 7, 2009, the Compensation Committee amended the MICP to provide that no bonus would be payable under the Plan unless the minimum threshold for adjusted earnings per share (EPS) for 2009 was met. The threshold adjusted EPS for 2009 was established to be $1.40 for NEOs. Adjusted EPS excludes restructuring charges and fair value adjustments to inventory related to acquisitions.

The measurable quantitative objectives within the Business Performance Factor, their relative weightings, and actual performance against such objectives for Messrs. Romeo, Notaro and Morgan, were as follows:

Corporate Participants **Business Performance Factors**	**Goal**	**Actual Performance**	**Weighting of Goal in Business Performance Factor**
Adjusted Earnings Per Share	$1.85	$1.53	50%
Cash Flow	100%	168%	15%

The measurable quantitative objectives within the Business Performance Factor, their relative weightings, and actual performance against such objectives using the applicable business unit results for Mr. McMurray, were as follows:

Business Unit Participants **Business Performance Factors**	**Goal**	**Actual Performance**	**Weighting of Goal in Business Performance Factor**
Profit Before Interest & Taxes vs. Annual Operating Plan	100%	81%	50%

Working Capital (Inventory Turns & Past Due%)	100%	81%	15%

For 2009, the internally-assessed business unit quantitative objective was product innovation, weighted at 10%. Product innovation was measured as sales from new products and new markets in the last three years which were accretive to a business unit s gross margin rate. The goal for an individual business unit is to be at or above the Company median. Actual awards are subjectively determined based on a particular business unit s performance.

The qualitative objectives are behavior-oriented toward business and process leadership. Actual awards are subjectively determined based on a business unit s performance.

The Compensation Committee may, in its discretion, further adjust the Business Performance Factor to account for environmental conditions and adjust for factors (such as acquisition consummation and integration, and performance in a challenging economic environment) not fully reflected in the quantitative and qualitative objectives. Over the past 10 years, the Business Performance Factor for the NEOs participating in the MICP has been at or above 100% for four years, and below 100% for six years. For 2009, performance against the quantitative and qualitative factors resulted in a recommended Business Performance Factor of 97% for Messrs. Romeo, Notaro and Morgan, and 81% for Mr. McMurray. For the NEOs who received a bonus under the MICP in 2009, the Personal Performance Multipliers for 2009 were 1.20 and 1.15. In view of the economic conditions of 2009, the Compensation Committee determined that the calculated Business Performance Factor for Mr. McMurray did not properly reflect the leadership exhibited by Mr. McMurray in preserving profitability during a 15% decline in revenues for his units. Accordingly, Mr. McMurray s award was adjusted upward by $100,000.

CEO

The CEO s annual incentive bonus takes the form of a cash performance award that is based on achieving a consolidated operating income target. The maximum amount of the performance award that the CEO can receive under the terms of the Company s Incentive Award Plan for any year is 2% of the Company s operating income for the year, which is greater than the maximum annual cash bonus he could receive if he were a participant in the MICP. However, the Compensation Committee is allowed to reduce (and historically always has reduced) the amount of the award based on other quantitative and qualitative criteria. The CEO receives a performance cash award rather than an annual cash bonus under the MICP in order that the award will be deductible under Internal Revenue Code Section 162(m). If the CEO was a participant in the MICP (which permits upward adjustments based on qualitative factors instead of only downward adjustments as permitted under the Company s Incentive Award Plan), the CEO s annual cash bonus under the MICP would not be deductible under Section 162(m).

In 2009, the Compensation Committee granted Mr. Kingsley a performance award with a maximum payment amount of 1% of the Company s 2009 operating income. Mr. Kingsley would receive no bonus if the Company did not achieve operating income of $141.0 million. The Compensation Committee set Mr. Kingsley s actual performance award for 2009 at $1,000,000. In setting the actual award, the Compensation Committee considered the actual performance of the Company (based on the same factors described above under the Business Performance Factor for corporate participants), its subjective assessment of Mr. Kingsley s individual performance and the amount that Mr. Kingsley would have earned as an annual cash bonus if he participated in the MICP on substantially the same terms as the other corporate NEOs.

Long-Term Incentives

Generally, long-term incentive award guidelines are established such that the value of the awards for a given executive is consistent with the Company s desire to deliver total compensation in the 50th to 75th percentile range of market. Each NEO s award level, other than Mr. Kingsley s, is based on Mr. Kingsley s recommendation to the Compensation Committee, which is based on his subjective assessment of the individual s performance and, to a lesser extent, his subjective assessment of the Company s performance. Mr. Kingsley s award level is determined by the Compensation Committee s subjective and discretionary determination of his performance and, to a lesser extent, its subjective view of the Company s performance. The actual value delivered may vary above or below the target value based on the performance of the Company s stock over time, and the timing of the executive s decision to realize such value.

Long-term incentive awards for the NEOs are structured to provide approximately 50% of the expected value in the form of stock options and 50% of the expected value in the form of restricted stock awards. The Compensation Committee believes that stock options and restricted stock incent management actions that drive the creation of stockholder value and promote executive stock ownership. However, stock options and restricted stock have different characteristics. Stock options provide value only to the extent that the Company s stock price appreciates above the stock price on the date of grant. Restricted stock awards provide value regardless of whether the Company s stock price appreciates, and help retain executives over the course of business and market cycles that may negatively impact the Company s operations and stock price in the short term. Because at the time of grant option shares have a lower expected value than restricted stock awards, relatively more option shares are awarded. Stock option and restricted stock awards are approximately equally weighted for all NEOs to reflect the Compensation Committee s belief that stock price appreciation, retention of executives and executive stock ownership are all important objectives. Stock option and restricted stock awards are generally made on an annual basis, or at the time of a special event (such as upon hiring or promotion). Historically, we have usually made awards on the date of the annual meeting, or the first Compensation Committee meeting of a year. However, we have not adopted specific guidelines as to the timing of such awards but attempt not to make awards during any periods when we have non-public information which could impact our stock price.

In 2009, the expected values of the long-term incentive awards were approximately 25% below 2008 levels (exclusive of the special 2008 awards to Messrs. Kingsley and Romeo, and exclusive of the special 2009 awards to Messrs. McMurray and Morgan discussed below) in recognition of the challenging economic environment, to prevent any potential windfall which could result by reason of the Company s low stock price at the time of the grant, and to prudently manage share usage under the Company s Incentive Award Plan. In addition to the normal annual long-term incentive stock option and restricted stock grants, in 2009, the Compensation Committee made additional stock option grants to Messrs. McMurray and Morgan in the amount of 20,000 options and 32,500 options, respectively. These grants were intended to improve retention during a period of challenging economic conditions.

Stock Ownership

Consistent with its executive pay philosophy, the Company requires that all corporate and operating officers maintain minimum ownership levels of the Company s Common Stock. The following stock ownership guidelines for NEOs were established by the Board of Directors in 2006.

Executive	Ownership Multiple of Base Salary
CEO	5 times
CFO	3 times
Other NEOs	2-2.5 times

The CEO, CFO and the other NEOs must comply with these ownership requirements within five years of adoption in 2006, or date of hire, whichever is later. Shares that are counted for purposes of satisfying ownership requirements are shares directly owned, unvested restricted shares, and shares underlying restricted stock units and DCUs. As of December 31, 2009, the CEO, CFO and the other NEOs were proceeding towards meeting the ownership guidelines within the specified five-year period.

Currently, the Company has no explicit policy prohibiting the hedging of its stock, although the practice is discouraged.

Employee Benefits

The NEOs participate in health, welfare and qualified retirement programs available to all U.S.-based non-union employees. The Company also provides executives with nonqualified retirement plans, deferred compensation arrangements and supplemental disability benefits. Participation in these nonqualified plans is intended to provide executives with the opportunity to accumulate benefits and wealth over time. For a more complete explanation of these plans, see the narratives following the 2009 Summary Compensation Table, the Pension Benefits at 2009 Fiscal

Year End table, the Nonqualified Deferred Compensation at 2009 Fiscal Year End table, and the discussion under Potential Payments upon Termination or Change in Control.

Severance and Change in Control Benefits

Mr. Kingsley is entitled to severance benefits under the terms of his employment agreement if his employment is actually or constructively terminated without cause. Messrs. Morgan and Romeo are entitled to severance benefits under the terms of their employment offer letters with the Company in the event their employment is terminated without cause. In each case, the amount of the benefit, which varies with the individual, depends upon whether or not such termination is in connection with a change in control. Such severance benefits were the subject of negotiations with each individual at the time of their hire and were deemed a necessary condition to hiring. The level of each of Messrs. Kingsley s, Romeo s and Morgan s severance benefits is reflective of the Company s perception of the market for their positions. Mr. Kingsley s severance was adjusted upon his promotion in 2005 to include 100% of his bonus, rather than 75% as provided under his original contract. This adjustment was intended to bring his severance in line with severance for chief executive officers in general. Both Messrs. McMurray and Notaro are entitled to severance benefits under the terms of written agreements in the event that their employment is actually or constructively terminated without cause in connection with a change in control, or under the Company s severance policy in the event their employment is terminated without cause other than in connection with a change in control.

2009 Summary Compensation Table

The table below summarizes the total compensation earned in 2009, 2008 and 2007 for the Company s CEO, CFO, and each of the three most highly compensated executive officers other than the CEO and CFO.

ame and Principal osition	Year	Salary	Stock Awards(1)	Option Awards(2)	Non-Equity Incentive Compensation Plan (3)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings(4)	All Other Compensation(5)	Total
awrence D. Kingsley hairman, President	2009	$ 825,000	$ 806,193	$ 762,848	$ 1,000,000	$ 25,114	$ 217,788	$ 3,636,943
d hief Executive	2008	825,000	9,208,438	1,085,349	876,600		224,764	12,220,151
fficer	2007	753,000	994,629	1,063,989	692,800		241,560	3,745,978
ominic A. Romeo ce President and	2009	425,000	249,350	214,430	321,600	27,388	77,781	1,315,549
hief	2008	425,000	2,784,275	310,800	281,800		73,647	3,875,522
nancial Officer	2007	359,600	220,276	235,688	205,700		84,013	1,105,278
hn L. McMurray	2009	305,100	132,467	218,614	292,800	306,319	29,024	1,284,324
ce President, Group	2008	305,100	197,700	177,600	230,900	51,781	29,479	992,560
xecutive Process echnologies(6)	2007	294,800	145,342	155,430	231,400	62,101	25,487	914,560
ank J. Notaro ce President,	2009	315,100	202,597	206,167	209,100	50,398	64,345	1,047,707
eneral	2008	315,100	155,689	139,949	183,200		60,911	854,849
ounsel and Secretary	2007	272,300	115,634	123,666	142,800		58,680	713,080
arold Morgan ce President Human esources	2009	280,000	91,309	248,425	178,100		51,360	849,194

(1) Reflects the aggregate grant date fair value in accordance with FASB ASC Topic 718 using the assumptions set forth in the footnotes to financial statements in the Company s annual report on the Form 10-K for the year ended December 31, 2009, for awards granted during the relevant year assuming no forfeitures. All shares of restricted stock are eligible for dividends.

(2) Reflects the aggregate grant date fair value in accordance with FASB ASC Topic 718 using the assumptions set forth in the footnotes to financial statements in the Company s Annual Report on the Form 10-K for the year ended December 31, 2009, for stock options granted during the relevant year assuming no forfeitures.

(3) Reflects Mr. Kingsley s annual performance award under the Incentive Award Plan (IAP), and for the other NEOs the annual cash bonus under the Management Incentive Compensation Plan (MICP), in each case earned in the year reported.

(4) Represents the aggregate increase in actuarial value under the Pension Plan and SERP (see the narrative to this table below for further details and the narrative to the Pension Benefits at 2009 Fiscal Year End table for descriptions of the Pension Plan and SERP).

(5) Includes the following:

(a) Company contributions to the 401(k) Plan and Defined Contribution Plan, and accrued benefits under the SERP (DC Excess Benefit and 401(k) Restoration Benefit) for 2009 in the following amounts: Mr. Kingsley - $136,128; Mr. Romeo - $56,544; Mr. McMurray - $6,860; Mr. Notaro - $42,356; and Mr. Morgan - $28,648.

(b) Lease, maintenance, gas and parking costs (at headquarters) for Company-provided automobile and car allowance in the following amounts for 2009: Mr. Kingsley - $26,811; Mr. Romeo - $18,314; Mr. McMurray - $19,053; Mr. Notaro - $20,118; and Mr. Morgan - $20,941.

(c) Year-end allowance for premiums paid for supplemental disability benefits in the following amounts for 2009: Mr. Kingsley - $6,196; Mr. Romeo - $1,770; Mr. McMurray - $1,884; Mr. Notaro - $1,133; and Mr. Morgan - $1,073; plus a tax gross-up on the allowance in the following amounts: Mr. Kingsley - $4,037; Mr. Romeo - $1,153; Mr. McMurray - $1,227; Mr. Notaro - $738; and Mr. Morgan - $699.

(d) For Mr. Kingsley, includes $44,615 for the personal use of the Company aircraft. The Company s methodology for calculating the value of the personal use of the Company aircraft is to calculate the incremental costs of such usage to the Company, which includes fuel, landing fees, hangar fees, catering, additional expenses related to the crew and other expenses which would not have otherwise been incurred by the Company if the aircraft had not been used for personal travel.

(6) Mr. McMurray will be retiring from the Company in April 2011.

Narrative to Summary Compensation Table

Perquisites and Supplemental Disability

In addition to benefits generally available to all other U.S.-based non-union employees, the CEO and other NEOs receive a car allowance and participate in a supplemental long-term disability program. The supplemental disability benefit is in addition to the group long-term disability benefit generally available to all U.S.-based non-union employees. The group long-term disability plan provides an annual benefit of 60% of the first $200,000 of base salary, or an annual maximum benefit of $120,000 per year. For the NEOs other than the CEO, the supplemental program provides an annual benefit of 60% of their base salary above $200,000, with a maximum supplemental benefit of $36,000 per year. For the CEO, the supplemental program provides an annual benefit of 60% of base salary above $200,000, with a maximum supplemental benefit of $240,000 per year. The NEOs pay the premiums on all such insurance, but the Company provides a year-end allowance to the executives equal to the supplemental program premium costs together with a gross-up on the taxes associated with such year-end allowance. The CEO is also offered the personal use of corporate aircraft (limited to 25 hours per year), and a Company-paid membership at a country club. To date, Mr. Kingsley has elected not to utilize the country club membership.

Retirement Benefits

The Company maintains three tax-qualified retirement plans for all U.S.-based non-union employees in which the CEO and other NEOs may participate. The IDEX Corporation Retirement Plan (the Pension Plan) is a defined benefit pension plan, in which only one NEO actively participates. The CEO and NEOs who are not actively participating in the Pension Plan participate in the IDEX Corporation Defined Contribution Plan (the Defined Contribution Plan). Additionally, all NEOs are eligible to participate in the IDEX Corporation Savings Plan (the 401(k) Plan), which is a 401(k) plan with a prescribed Company matching contribution.

Defined Contribution Plan

The Defined Contribution Plan is an ongoing, tax-qualified, defined contribution plan that provides an annual contribution based on a participant s compensation for that year and a combination of the participant s age and years of service as shown below:

Age + Years of Service	Company Contribution
Less than 40	3.5% of Eligible Annual Compensation
40 but less than 55	4.0% of Eligible Annual Compensation
55 but less than 70	4.5% of Eligible Annual Compensation
70 or more	5.0% of Eligible Annual Compensation

Under the Defined Contribution Plan, participants are entitled to receive the lump sum value of their vested account at termination of employment subject to distribution rules under the law.

401(k) Plan

The 401(k) Plan is an on-going, tax-qualified, 401(k) plan that provides a matching contribution based on the employee s contribution up to 8% of eligible compensation. The maximum matching contribution by the Company is either 2.8% of eligible compensation, if the employee is currently accruing benefits under the Pension Plan, or 4.0% of eligible compensation, if the employee participates in the Defined Contribution Plan.

Pension Plan

During 2005, the Company redesigned its retirement plans to eliminate the Pension Plan for employees hired after 2004 and provide them only the Defined Contribution Plan. Employees who participated in the Pension Plan as of December 31, 2005, and who met certain age and service requirements, were given the one-time opportunity to choose:

To stay in the Pension Plan with the then current match in the 401(k) Plan (maximum match of 2.8% of eligible pay); or

To begin participating in the Defined Contribution Plan as of January 1, 2006, with an enhanced match in the 401(k) Plan (maximum match of 4.0% of eligible pay). Employees who chose this option retain, by law, a frozen benefit in the Pension Plan as of December 31, 2005.

Mr. McMurray is the only NEO actively participating in the Pension Plan. Based on their individual elections, Messrs. Kingsley, Romeo and Notaro chose to begin participation in the Defined Contribution Plan and not to accrue benefit credits after December 31, 2005 under the Pension Plan. Each of them still has a frozen benefit under the Pension Plan as of December 31, 2005. Therefore, the monthly accrued benefit for Messrs. Kingsley, Romeo and Notaro under the Pension Plan upon retirement at age 65 will not change, although the present value of such benefit will change from year to year. Mr. Morgan was hired in 2008, and therefore is ineligible for the Pension Plan.

2009 Grants of Plan-Based Awards

The following table provides information on plan-based awards for all NEOs for 2009.

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards(1) Threshold	Target	Maximum	All Other Stock Awards: Number of Shares of Stock or Units(2)	All Other Option Awards: Number of Securities Underlying Options (2)	Exercise or Base Price of Option Awards ($ per Share)(3)	Grant Date Fair Value of Stock and Option Awards
Lawrence D. Kingsley	02/24/2009	$ 0	N/A	$ 1,849,000	40,350	145,860	$ 19.98	$ 1,569,041
Dominic A. Romeo	02/24/2009	103,600	276,300	718,400	12,480	41,000	19.98	463,780
John L. McMurray	02/24/2009	74,400	198,300	515,600	6,630	41,800	19.98	351,081
Frank J. Notaro	02/24/2009	67,400	179,600	467,000	10,140	39,420	19.98	408,764
Harold Morgan	02/24/2009	59,900	159,600	415,000	4,570	47,500	19.98	339,734

(1) For Mr. Kingsley, amount reflects minimum and maximum payment under Incentive Award Plan. See Short-Term Incentives Annual Bonus under Compensation Discussion and Analysis. For NEOs other than Mr. Kingsley, amounts reflect payment levels under the MICP based upon 2009 salary levels, a Business Performance Factor of 50% for threshold, 100% for target and 200% for maximum, and a Personal Performance Modifier of 0.75 for threshold, 1.00 for target, and 1.30 for maximum. The amounts actually paid to the NEOs are reflected in the Non-Equity Incentive Plan Compensation column in the 2009 Summary Compensation Table.

(2) See Outstanding Equity Awards at 2009 Fiscal Year End Table for vesting of options, restricted stock and restricted stock units.

(3) Reflects closing price of the Company s Common Stock on the grant date, which is the fair market value of the stock under the terms of the Incentive Award Plan.

Narrative to 2009 Grants of Plan-Based Awards Table

Stock options awarded to the NEOs in 2009 had the following characteristics:

All are nonqualified stock options;

All have an exercise price equal to the closing price of the Company s stock on the grant date;

- All vest annually in equal amounts over a four-year period;
- All vest upon retirement if retirement eligible (NEO is at least age 50, with a minimum of five years of IDEX service, and the NEO s age plus years of service equals 70); and
- All expire 10 years after the date of grant.

Restricted stock awards to the NEOs in 2009 had the following characteristics:

- All annual awards cliff-vest three years after the grant date;
- All shares vest upon retirement if retirement eligible (NEO is at least age 50, with a minimum of five years of IDEX service, and the NEO s age plus years of service equals 70); and
- All shares receive dividends in the same amount as paid on the Company s Common Stock at the time such dividends are paid.

Outstanding Equity Awards at 2009 Fiscal Year End

The following table provides information on all restricted stock and stock option awards held by the NEOs and the value of those awards as of December 31, 2009. All outstanding equity awards are in or exercisable for shares of the Company s Common Stock.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options Exercisable(1)	Number of Securities Underlying Unexercised Options Unexercisable(1)	Option Exercise Price	Option Expiration Date	Number of Shares or Units of Stock that Have Not Vested(2)	Market Value of Shares or Units of Stock that Have Not Vested(3)
Lawrence D. Kingsley	217,500	0	$ 20.58	08/23/2014	376,233	$ 11,719,658
	82,590	0	26.90	03/22/2015		
	78,795	26,265	34.18	04/04/2016		
	56,475	56,475	34.03	04/03/2017		
	30,556	91,668	32.95	04/08/2018		
	0	145,860	19.98	02/24/2019		
Dominic A. Romeo	112,500	0	18.45	01/12/2014	96,940	3,019,681
	37,500	0	18.22	03/23/2014		
	18,750	0	26.90	03/22/2015		
	15,000	0	28.31	09/27/2015		
	16,875	5,625	34.18	04/04/2016		
	12,510	12,510	34.03	04/03/2017		
	8,750	26,250	32.95	04/08/2018		
	0	41,000	19.98	02/24/2019		
John L. McMurray	38,250	0	12.65	03/28/2011		
	40,500	0	16.87	03/26/2012		
	47,250	0	13.11	03/27/2013		
	45,000	0	18.22	03/23/2014		