

LAM RESEARCH CORP
Form DEF 14A
October 13, 2009
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SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

Preliminary proxy statement

Confidential, for use of the Commission only (as permitted by Rule 14a-6(e)(2)).

Definitive proxy statement

Definitive additional materials

Soliciting material under Rule 14a-12

LAM RESEARCH 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):

x No fee required.

.. Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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

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(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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October 13, 2009

Dear Lam Research Stockholders,

We cordially invite you to attend in person or by proxy the Lam Research Corporation 2009 Annual Meeting of Stockholders. The Annual Meeting will be held on Thursday, November 5, 2009, at 11:00 a.m. Pacific Standard Time at the principal executive offices of Lam Research Corporation, which are located at 4650 Cushing Parkway, Fremont, California 94538. You may also watch the Annual Meeting by clicking on the Calendar/Webcasts link at <http://investor.lamresearch.com>.

At this year's Annual Meeting, the agenda includes the following items:

	Agenda Item	Board Recommendation
Proposal No. 1:	Election of Directors	FOR
Proposal No. 2:	Amendment to Certificate of Incorporation to Eliminate Cumulative Voting in the Election of Directors	FOR
Proposal No. 3:	Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for fiscal 2010	FOR

Please refer to the Proxy Statement for detailed information about the Annual Meeting and each of the Proposals, as well as voting instructions. **Your vote is important, and we strongly urge you to cast your vote via the Internet, phone or mail.**

Sincerely yours,

Lam Research Corporation

/s/ James W. Bagley

James W. Bagley

Executive Chairman of the Board

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4650 Cushing Parkway
Fremont, California 94538
Telephone: 510-572-0200

NOTICE OF 2009 ANNUAL MEETING OF STOCKHOLDERS

DATE AND TIME Thursday, November 5, 2009 at 11:00 a.m. Pacific Standard Time

PLACE Principal executive offices of Lam Research Corporation, 4650 Cushing Parkway, Fremont, California, 94538

INTERNET View the Annual Meeting online by clicking on the Calendar/Webcasts link at <http://investor.lamresearch.com>. The proxy materials are also available at that website and at www.proxyvote.com.

AGENDA

Vote on Proposal No. 1:	Election of Directors to serve for the ensuing year, and until their respective successors are elected and qualified
Vote on Proposal No. 2:	Amendment to Certificate of Incorporation to Eliminate Cumulative Voting in the Election of Directors
Vote of Proposal No. 3:	Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for fiscal 2010

Transact other business that may properly come before the Annual Meeting (including any adjournment or postponement)

RECORD DATE September 10, 2009. Only stockholders of record at the close of business on the Record Date are entitled to notice of and to vote at the Annual Meeting.

VOTING Please vote as soon as possible, even if you plan to attend the Annual Meeting in person. You have three options for submitting your vote before the Annual Meeting: Internet, phone and mail. The Proxy Statement and the accompanying proxy card provide detailed voting instructions.

By Order of the Board of Directors

/s/ George M. Schisler, Jr.

George M. Schisler, Jr.

Secretary

This Proxy Statement is first being mailed to our stockholders on or about October 15, 2009

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LAM RESEARCH CORPORATION

PROXY STATEMENT

FOR

2009 ANNUAL MEETING OF STOCKHOLDERS

To Be Held November 5, 2009

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LAM RESEARCH CORPORATION

**PROXY STATEMENT FOR
2009 ANNUAL MEETING OF STOCKHOLDERS**

Our Board of Directors solicits your proxy for the 2009 Annual Meeting of Stockholders and at any adjournment or postponement of the Annual Meeting, for the purposes described in the Notice of 2009 Annual Meeting of Stockholders. The table below shows some important details about the Annual Meeting and voting. We use the terms Lam Research, Lam, the Company, we, our and us in this Proxy Statement to refer to Lam Research Corporation, a Delaware corporation.

IMPORTANT MEETING AND VOTING DETAILS

Record Date September 10, 2009. Only stockholders of record at the close of business on the Record Date are entitled to receive notice of and to vote at the Annual Meeting.

Shares Outstanding 127,126,111 shares of common stock outstanding as of September 10, 2009.

Quorum A majority of shares outstanding on the Record Date constitutes a quorum. A quorum is required to transact business at the Annual Meeting.

Inspector of Elections The Company will appoint an Inspector of Elections to determine whether a quorum is present. The Inspector will also tabulate the votes cast by proxy or in person at the Annual Meeting.

Effect of Abstentions and Broker Non-Votes Shares voted abstain and broker non-votes (shares held by brokers that do not receive voting instructions from the beneficial owner of the shares, and do not have discretionary authority to vote on a matter) will be counted as present for purposes of determining whether we have a quorum. For purposes of voting results, abstentions and broker non-votes will not be counted. They will have no effect on the election of directors or Proposal 3. However, they will have the same effect as negative votes on Proposal 2 because Proposal 2 requires the affirmative vote of a majority of all outstanding shares to pass.

Voting by Proxy

Stockholders may vote by Internet, phone, or mail, per the instructions on the accompanying proxy card.

Voting at the Meeting

Stockholders can vote in person during the Annual Meeting. Stockholders of record will be on a list held by the Inspector of Elections. Each beneficial holder (a holder who is not the record holder of their shares) must obtain a proxy from the holder's brokerage firm, bank, or other stockholder of record and present it to the Inspector of Elections with a ballot. Voting in person by a stockholder will replace any previous votes submitted by proxy.

Changing Your Vote

Stockholders of record may change their votes by revoking their proxies. This may be done at any time before the polls close by (a) submitting a later-dated proxy by telephone or by mail, (b) submitting a vote in person at the Annual Meeting, or (c) delivering voting instructions to our Corporate Secretary before the Annual Meeting, to the attention of George M. Schisler, Jr., Office of the Secretary, Lam Research Corporation, 4650 Cushing Parkway, Fremont, California 94538. If you hold shares through a bank or brokerage firm, you may revoke any prior voting instructions by contacting that firm.

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Voting Instructions

If you complete and submit your proxy voting instructions, the persons named on the proxy card as proxy holders (the Proxy Holders) will follow your instructions. If you submit proxy voting instructions but do not direct how to vote on each item, the Proxy Holders will vote as the Board recommends on each proposal for which you did not include an instruction. The Proxy Holders will vote on any other matters properly presented at the Annual Meeting in accordance with their best judgment.

Voting Results

We will announce preliminary results at the Annual Meeting. We will report final results at <http://investor.lamresearch.com> and in our Form 10-Q for the second quarter of fiscal 2010.

Availability of Proxy Materials

We mailed this Proxy Statement and the accompanying proxy card and 2009 Annual Report to stockholders entitled to vote at the Annual Meeting beginning on or about October 15, 2009. These materials are also available on our website at <http://investor.lamresearch.com> and at www.proxyvote.com. We will furnish, without charge, a physical copy of these materials and our 2009 Annual Report on request by phone (510-572-1615), by mail to Investor Relations, 4650 Cushing Parkway, Fremont, California 94538, or by email to investor.relations@lamresearch.com.

Proxy Solicitation Costs

The Company will bear the cost of all proxy solicitation activities. Our directors, officers and other employees may solicit proxies personally or by telephone, e-mail or other communication means, without any cost to Lam Research. We are required to request that brokers and nominees who hold stock in their names furnish our proxy materials to the beneficial owners of the stock, and we must reimburse these brokers and nominees for the expenses of doing so in accordance with statutory fee schedules.

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OTHER MEETING INFORMATION

Voting on Proposals

Each share is entitled to one vote on Proposals No. 2 and No. 3. Votes may be cast for, against, or abstain on each proposal.

Pursuant to Proposal No. 1, Board members will be elected at the Annual Meeting under a plurality voting standard, which means that the eight candidates who receive the highest number of affirmative votes will be elected to the Board. Each stockholder may cast one vote (for or withhold) per share held, for each of the eight nominees.

A stockholder may cumulate votes in the election of directors. This means that the stockholder may either give a single candidate eight votes per share held, or distribute the same number of votes among as many candidates as the stockholder chooses. Stockholders may cumulate votes for a candidate only if the candidate's name has been placed in nomination prior to the voting at the Annual Meeting.

If a stockholder desires to cumulate votes, the stockholder should mark the accompanying proxy card clearly to indicate that the stockholder desires to cumulate votes, and to indicate how the votes are to be allocated among the listed nominees for directors. A stockholder may instruct the Proxy Holders not to vote for one or more nominee(s) by writing the name(s) of the nominee(s) on the space provided on the proxy card. If a stockholder withholds authority to vote for one or more nominees, the stockholder's cumulative votes will be distributed among the remaining listed nominees as indicated on the proxy card, or at the discretion of the Proxy Holders if the stockholder does not provide instructions.

If a stockholder votes by means of the proxy solicited by this Proxy Statement and does not instruct the Proxy Holders how to vote, the Proxy Holders will have discretionary authority to cumulate the votes held by the stockholder. If the stockholder chooses to cumulate votes but does not indicate on the proxy card how to distribute cumulative votes, or votes FOR all nominees, the Proxy Holders, in their discretion, will cast the cumulative votes in a manner that will elect as many nominees nominated by the Board as they believe possible under the then-prevailing circumstances.

Voting by 401(k) Plan Participants

Each employee participant in Lam's 401(k) Savings Plus Plan (401(k) Plan) who held unitized interests in Lam's Common Stock in his or her personal 401(k) Plan account as of the Record Date will receive this Proxy Statement so that each participant may vote, by proxy, his or her interest in the Company's Common Stock as held in the 401(k) Plan. The 401(k) Plan trustee, or the Company as the 401(k) Plan Administrator, will aggregate and vote proxies in accordance with the instructions in the proxies received.

Stockholder Accounts Sharing the Same Last Name and Address

To reduce the expense of delivering duplicate proxy materials to stockholders who may have more than one account holding Lam Research stock but who share the same address, we have adopted a procedure approved by the Securities and Exchange Commission (SEC) called householding. Under this procedure, stockholders of record who have the same address and last name will receive only one copy of our Proxy Statement and Annual Report unless the stockholders notify our Investor Relations Department that they want to receive separate copies. This procedure reduces duplicate mailings and saves printing and mailing costs, as well as natural resources. Stockholders who participate in householding will continue to have access to all proxy materials at <http://investor.lamresearch.com>, as well as the ability to submit separate proxy voting instructions for each account through the Internet or by phone.

Stockholders may request separate copies of the proxy materials for multiple accounts holding Lam Research stock by contacting the Company by phone (510-572-1615), by mail to Investor Relations, 4650 Cushing Parkway, Fremont, California 94538 or by email to investor.relations@lamresearch.com. Stockholders may also request consolidation of proxy materials mailed to multiple accounts through the same points of contact.

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Stockholder-Initiated Proposals and Nominations for 2010 Annual Meeting

Proposals Submitted under SEC Rules. Stockholder-initiated proposals (other than director nominations) may be eligible for inclusion in our Proxy Statement for next year's 2010 Annual Meeting (in accordance with SEC Rule 14a-8) and for consideration at the Annual Meeting. The Company must receive a stockholder proposal no later than June 17, 2010 for the proposal to be eligible for inclusion. Any stockholder interested in submitting a proposal is advised to contact legal counsel familiar with the detailed securities law requirements for submitting proposals for inclusion in a company's proxy statement.

Proposals and Nominations Submitted under Company Bylaws. Stockholders may also submit proposals for consideration at the Annual Meeting by following certain requirements set forth in our Bylaws, as described below. These proposals will not be eligible for inclusion in the Company's proxy statement unless they are submitted in compliance with Rule 14a-8 described above, but they will be presented for discussion at the Annual Meeting if all requirements for submission described below have been satisfied. Stockholders may also nominate candidates for election to the Board. Our Bylaws establish the requirements for these stockholder proposals and nominations. Assuming that the 2010 Annual Meeting takes place at roughly the same date next year as the 2009 Annual Meeting, the principal requirements for the 2010 Annual Meeting will be as follows:

For *proposals* and for *nominations*:

1. A stockholder of record ("Stockholder") must submit the proposal or nomination in writing; it must be received by the Secretary of the Company no earlier than July 27, 2010, and no later than August 26, 2010;
2. The Stockholder's notice to the Secretary of a proposal or nomination must state for each of the Stockholder and the beneficial owner of Company Common Stock, if any, on behalf of whom the proposal or nomination is being made ("Beneficial Owner"):
 - a. the name and record address of the Stockholder and the Beneficial Owner;
 - b. the class, series and number of shares of capital stock of the Company that are owned beneficially or of record by the Stockholder and the Beneficial Owner;
 - c. a description of any options, warrants, convertible securities, or similar rights held by the Stockholder or the Beneficial Owner with respect to the Company's stock, and any other opportunities by the Stockholder or the Beneficial Owner to profit or share in any profit derived from any increase or decrease in the value of shares of the Company, including through a general or limited partnership or ownership interest in a general partner;
 - d. a description of any proxies, contracts, or other voting arrangements to which the Stockholder or the Beneficial Owner is a party concerning the Company's stock;
 - e. a description of any short interest held by the Stockholder or the Beneficial Owner in the Company's stock;
 - f. a description of any rights to dividends separated or separable from the underlying shares of the Company to which the Stockholder or the Beneficial Owner are entitled;
 - g.

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any other information relating to the Stockholder or the Beneficial Owner that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for, as applicable, the proposal and/or for the election of directors in a contested election pursuant to Section 14 of the Exchange Act and the rules and regulations pursuant thereto; and

- h. a statement whether or not the Stockholder or the Beneficial Owner will deliver a proxy statement and form of proxy to holders of, in the case of a proposal, at least the percentage of voting power of all of the shares of capital stock of the Company required under applicable law to carry the proposal or, in the case of a nomination or nominations, at least the percentage of voting power of

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all of the shares of capital stock of the Company reasonably believed by the Stockholder or the Beneficial Owner, as the case may be, to be sufficient to elect the nominee or nominees proposed to be nominated by the Stockholder.

Additionally, for *nominations*, the notice must:

1. Set forth, as to each person whom the Stockholder proposes to nominate for election or reelection as a director, all information relating to such person as would be required to be disclosed in solicitations of proxies for the election of such nominees as directors pursuant to Regulation 14A under the Securities Exchange Act of 1934; and
2. Be accompanied by a written consent of each proposed nominee to being named as a nominee and to serve as a director if elected.

Additionally, for *proposals*, the notice must:

1. Set forth any material interest of the Stockholder or the Beneficial Owner in the proposed business; and
2. Set forth a brief description of such business, the reasons for conducting such business at the meeting and any material interest in such business of such Record Stockholder and the Beneficial Owner, if any, on whose behalf the proposal is made.

For more details, see the section entitled *Corporate Governance* below, and for a full description of the requirements for submitting a proposal or nomination, see the Company's Bylaws. Submissions or questions should be sent to: George M. Schisler, Jr., Office of the Secretary, Lam Research Corporation, 4650 Cushing Parkway, Fremont, California 94538.

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PROPOSAL NO. 1

ELECTION OF DIRECTORS

NOMINEES FOR DIRECTOR

A board of eight directors is to be elected at the 2009 Annual Meeting, consistent with resolutions adopted by the Board establishing the size of the board as eight members, effective immediately prior to the Annual Meeting. The eight nominees who receive the highest number of For votes will be elected. The term of office of each person elected as a director will be for the ensuing year, and until his or her successor is elected and qualified.

Unless otherwise instructed, the Proxy Holders will vote the proxies received by them for the eight nominees named below, each of whom is currently a director of the Company. The proxies cannot be voted for more than eight nominees. If any nominee of the Company should decline or be unable to serve as a director as of the time of the Annual Meeting, the proxies will be voted for any substitute nominee designated by the present Board of Directors to fill the vacancy. The Company is not aware of any nominee who will be unable, or will decline, to serve as a director. If additional people are nominated for election as directors, the Proxy Holders intend to vote all proxies in accordance with cumulative voting, and in a manner that will result in the election of as many of the nominees listed below as possible. The Proxy Holders will determine the specific nominees for whom their votes will be cast.

The individuals shown in the table below have been nominated for election to the Board of Directors in accordance with the criteria and procedures discussed below in *Corporate Governance*.

THE BOARD OF DIRECTORS OF THE COMPANY RECOMMENDS A VOTE FOR EACH OF THE NOMINEES FOR DIRECTOR SET FORTH BELOW.

The following table sets forth certain information concerning the nominees, which is based on information furnished by them:

Nominee Name and	Principal Occupation and Business Experience
Current Board Role(s)	
James W. Bagley , age 70	Mr. Bagley is the Executive Chairman of the Board of Directors, a position he has held since 2005. He served as Chairman from 1998 to 2005. From 1997 until 2005, Mr. Bagley also served as Lam's Chief Executive Officer.
Executive Chairman	Mr. Bagley joined Lam's Board following the 1997 merger of Lam Research and OnTrak Systems, Inc., a supplier of silicon chip cleaning equipment where Mr. Bagley served as Chairman and Chief Executive Officer prior to the merger. He was formerly Chief Operating Officer and Vice Chairman of the Board of Applied Materials, Inc., where he also served in other executive positions during his 15-year tenure.
	Mr. Bagley serves on the boards of directors of Micron Technology, Inc. and Teradyne Inc., both of which are publicly traded companies. He holds M.S. and B.S. degrees in electrical engineering from Mississippi State University.

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Nominee Name and Current Board Role(s)	Principal Occupation and Business Experience
<p>David G. Arscott, age 65</p> <p>Audit Committee member</p>	<p>Mr. Arscott has been a director of the Company since 1980, and was Chairman of the Board of Directors from 1982 to 1984. In 1988, Mr. Arscott co-founded Compass Technology Group, an investment management firm, where he has been General Partner since 1988. Prior to that, Mr. Arscott co-founded Arscott, Norton & Associates, a venture capital firm, where he served as Managing General Partner.</p> <p>Mr. Arscott serves on the boards of director of Dagnet Solutions, Inc., Percutaneous Systems, Inc., and Toolwire, Inc., each of which is a privately held company. He earned his B.A. degree from the College of Wooster in Wooster, Ohio and his M.B.A. from the University of Michigan.</p>
<p>Robert M. Berdahl, age 72</p> <p>Lead Independent Director</p> <p>Compensation Committee member</p> <p>Nominating/Governance Committee Chair</p>	<p>Dr. Berdahl has been a director of the Company since 2001. He has been the President of the Association of American Universities since 2006. From 1997 to 2004, Dr. Berdahl served as Chancellor of the University of California, Berkeley. From 2004 to 2006, he was a history professor at UC Berkeley and a professor of public policy at UC Berkeley's Goldman School of Public Policy.</p> <p>Prior to serving as Chancellor at UC Berkeley, Dr. Berdahl held several academic leadership positions, including President of The University of Texas at Austin and Vice Chancellor of Academic Affairs at the University of Illinois at Urbana-Champaign.</p> <p>Dr. Berdahl has received numerous honors and awards, including a Fulbright Research Fellowship, and election to the American Academy of Arts and Sciences. He received his B.A. from Augustana College in Sioux Falls, South Dakota, his M.A. from the University of Illinois, and his Ph.D. from the University of Minnesota.</p>
<p>Richard J. Elkus, Jr., age 74</p> <p>Audit Committee member</p> <p>Nominating/Governance Committee member</p>	<p>Mr. Elkus has been a director of Lam Research since 1997. He joined the Board following Lam's 1997 acquisition of OnTack Systems, Inc., where he was a board member.</p> <p>From 1994 to 2005, Mr. Elkus was Vice Chairman and Executive Vice President of Tencor Instruments and, following its merger with KLA, a director of KLA-Tencor. Before joining Tencor, Mr. Elkus was founder, Chairman and CEO of Prometrix Corporation, a semiconductor equipment company that merged with Tencor Instruments in 1994.</p> <p>Mr. Elkus' extensive semiconductor industry experience has also included service on the boards of directors of SOPRA, S.A. and Cameca, S.A., both French suppliers of manufacturing equipment for the semiconductor industry. He recently authored <i>Winner Take All</i>, a book about international competitiveness.</p>

Mr. Elkus is a member of the Board of Trustees of The Scripps Research Institute. He received his undergraduate degree from Stanford University and his M.B.A. in production and finance from the Tuck School of Business Administration at Dartmouth College.

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Nominee Name and Current Board Role(s)	Principal Occupation and Business Experience
<p>Grant M. Inman, age 67</p> <p>Compensation Committee member</p> <p>Nominating/Governance Committee member</p>	<p>Mr. Inman has been a director of the Company since 1981. He is currently General Partner of Inman Investment Management, a venture investment firm that he founded in 1998. He also co-founded and served as general partner of Inman & Bowman, a venture capital firm formed in 1985. Mr. Inman was a general partner of the investment banking firm Hambrecht & Quist from 1980 to 1985.</p> <p>Mr. Inman has served on the board of directors of Paychex, Inc., a publicly traded company, since 1983. In addition, he serves on the board of directors of AlphaCard Systems, a privately held company. He holds a B.A. degree in economics from the University of Oregon and an M.B.A. from the University of California, Berkeley. Mr. Inman now serves as a trustee of foundations at both institutions.</p>
<p>Catherine P. Lego, age 53</p> <p>Audit Committee Chair</p>	<p>Ms. Lego has been a director of the Company since 2006. She has been General Partner of The Photonics Fund, LLP, a venture capital investment firm that she founded, since 1999. Prior to forming The Photonics Fund, she founded Lego Ventures LLC in 1992 to provide consulting services to early stage electronics companies. Ms. Lego received her CPA in connection with her work at Coopers & Lybrand earlier in her career.</p> <p>Ms. Lego currently serves on the board of directors, and chairs the audit committee, of SanDisk Corporation, a publicly traded company. She received a B.A. from Williams College and an M.S. in Accounting from the New York University Graduate School of Business.</p>
<p>Stephen G. Newberry, age 56</p> <p>Board member</p>	<p>Mr. Newberry has been a director of the Company since 2005. He also serves as the Company's President and Chief Executive Officer. Mr. Newberry joined the Company in August 1997 as Executive Vice President and Chief Operating Officer. He was appointed President and Chief Operating Officer in July 1998, and President and Chief Executive Officer in June 2005.</p> <p>Prior to joining the Company, Mr. Newberry held various executive positions at Applied Materials, Inc. during his 17-year tenure there, including Vice President of Applied Materials Japan and Group Vice President of Global Operations and Planning.</p> <p>Mr. Newberry serves on the board of directors of Amkor Technology, Inc., a publicly traded company, and on the board of directors of SEMI, a global semiconductor industry trade association. He is a member of the Advisory Board of the Haas School of Business at the University of California, Berkeley, and of the Dean's Advisory Council at the Graduate School of Management at the University of California, Davis. Mr. Newberry is a graduate of the U.S. Naval Academy and the Harvard Graduate School of Business.</p>

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Nominee Name and	Principal Occupation and Business Experience
Current Board Role(s) Patricia S. Wolpert , age 59	Ms. Wolpert has been a director of the Company since 2006. She owns Wolpert Consulting LLC, a sales and marketing consulting firm that she founded in 2003. Ms. Wolpert held a variety of executive positions during her 30-year career with IBM, including Vice President for Sales Transformation, Americas and Vice President for the Central Region, Americas. As a member of the CEO's Senior Leadership Group, she held both strategic and tactical leadership roles across all of IBM's hardware, software and services offerings.
Compensation Committee Chair	

Ms. Wolpert is currently Chairman of the Board of Teradyne, Inc., a publicly traded company. She is a graduate of Western Kentucky University.

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The table below sets forth the beneficial ownership of shares of Lam's Common Stock by: (i) each person or entity who the Company believes beneficially owned more than 5% of Lam's Common Stock on June 30, 2009; (ii) each current director of the Company; (iii) each named executive officer (named executive) identified below in the *Executive Compensation and Other Information* section; and (iv) all current directors and current executive officers as a group. The information for directors and officers reflects holdings as of September 30, 2009, which is the most recent practicable date for determining their holdings. The percent of the class owned is calculated using 127,191,795 as the number of shares of Lam's Common Stock outstanding on that date.

Name of Person or Identity of Group	Shares Beneficially Owned ⁽¹⁾	Percent of Class
5% or Greater Stockholders		
Fidelity Management & Research Co. (FMR LLC) 1 Federal Street Boston, Massachusetts 02110	18,357,066 ⁽²⁾	14.5%
Wellington Management Company LLP 75 State Street Boston, Massachusetts 02109	7,010,000 ⁽²⁾	5.5%
Directors		
James W. Bagley	183,000	*
David G. Arscott	123,983	*
Robert M. Berdahl	50,948	*
Richard J. Elkus, Jr.	111,618	*
Jack R. Harris	96,578	*
Grant M. Inman	122,248	*
Catherine P. Lego	22,248	*
Stephen G. Newberry (also an Executive Officer)	15,900	*
Seiichi Watanabe	14,513	*
Patricia S. Wolpert	19,748	*
Executive Officers		
Martin B. Anstice	17,291	*
Richard A. Gottscho	30,945	*
Abdi Hariri	6,109	*
Ernest E. Maddock	4,708	*
All current directors and current executive officers as a group (16 people)	842,451	*

* Less than 1%

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⁽¹⁾ Includes (a) shares subject to outstanding stock options that are now exercisable or will become exercisable within 60 days after September 30, 2009 (by November 29, 2009), and (b) restricted stock units (RSUs) that will vest by that date, as follows:

James W. Bagley	1,000 options	Stephen G. Newberry	5,250 options
David G. Arscott	63,000 options	Seiichi Watanabe	8,130 RSUs
	8,130 RSUs		
Robert M. Berdahl	33,000 options	Patricia S. Wolpert	8,130 RSUs
	8,130 RSUs		
Richard J. Elkus, Jr.	57,000 options	Martin B. Anstice	2,849 options
	8,130 RSUs		
Jack R. Harris	63,000 options	Richard A. Gottscho	
	8,130 RSUs		
Grant M. Inman	51,000 options	Abdi Hariri	1,822 options
	8,130 RSUs		
Catherine P. Lego	8,130 RSUs	Ernest E. Maddock	3,050 options
		All directors and executive officers as a group	287,271 options
			65,040 RSUs

⁽²⁾ Information regarding beneficial ownership by the 5% stockholders is based on their respective publicly filed Schedule 13D, 13F, or 13G prior to June 30, 2009.

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CORPORATE GOVERNANCE

Our Board of Directors and members of management are committed to responsible corporate governance that will ensure that the Company is managed for the long-term benefit of its stockholders. To that end, the Board of Directors and management periodically review and update, as appropriate, the Company's corporate governance policies and practices. As part of that process, the Board and management review published guidelines and recommendations of institutional shareholder organizations; published guidelines of a selection of other public companies; the requirements of the Sarbanes-Oxley Act of 2002 and other rules and regulations of the SEC; and the listing standards for the NASDAQ Global Select Market (NASDAQ).

Corporate Governance Policies

We have instituted a variety of policies and procedures to foster and maintain responsible corporate governance, including the following:

Corporate Governance Guidelines. We adhere to written Corporate Governance Guidelines, adopted by the Board and reviewed from time to time by the Nominating/Governance Committee. Selected provisions of the Guidelines are discussed below, including in the *Board Nomination Policies and Procedures*, *Director Independence Policies* and *Other Governance Practices* sections below.

Code of Ethics. We maintain a Code of Ethics that applies to all employees, officers and members of the Board. The Code of Ethics contains standards reasonably designed to deter wrongdoing and to promote (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (2) full, fair, accurate, timely, and understandable disclosure in the periodic reports we file with the SEC and in other public communications; (3) compliance with applicable governmental laws, rules and regulations; (4) the prompt internal reporting of violations of the Code of Ethics to an appropriate person or persons identified in the Code of Ethics; and (5) accountability for adhering to the Code of Ethics. We will promptly disclose to the public any amendments to, or waivers from, any provision of the Code of Ethics, to the extent required by applicable laws. We intend to make this public disclosure by posting the relevant material on our website. A copy of the Code of Ethics is available on the investors' page of Lam's web site at <http://investor.lamresearch.com>.

Global Standards of Business Conduct Policy. Lam Research maintains written standards of appropriate business conduct in a variety of business situations that applies to employees worldwide. The policy addresses, among other topics, conflicts of interest, the safeguarding of Company assets, certain aspects of insider trading and communication with the investment community.

Board Committee Charters. Each of the Board's standing committees—Audit, Compensation and Nominating/Governance Committees—has a written charter adopted by the Board that establishes practices and procedures for the committee in accordance with applicable corporate governance rules and regulations. Each committee reviews its charter periodically and recommends changes to the Board, as appropriate. The committee charters are available on the investors' page of Lam's website at <http://investor.lamresearch.com>. Please also refer to *Board Meetings and Committees*, below, for a description of responsibilities of the Board's standing committees.

Board Nomination Policies and Procedures

Board Membership Criteria. Under our Corporate Governance Guidelines, nominees for director are evaluated on the basis of a range of criteria, including (but not limited to) experience, wisdom, integrity, the ability to make independent analytical inquiries, the ability to understand Lam's business environment and willingness to devote adequate time to Board duties. We also consider the appropriate balance of experience, skills, and perspectives desirable for the full Board. In addition, Board members may serve on no more than four boards of public companies (including Lam's Board); and Board nominees must be under the age of 75 years.

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Nomination Procedure. The Nominating/Governance Committee identifies, evaluates and recommends qualified candidates for election to the Board. The Committee considers recommendations from a variety of sources, including other Board members, executive officers and stockholders. Formal nominations are made by the independent members of the Board, or they may delegate nomination authority to the Nominating/Governance Committee. Additional information regarding the nomination procedure is provided in the section above captioned *Stockholder-Initiated Proposals and Nominations for 2010 Annual Meeting*.

On May 15, 2009, we amended and restated our Bylaws to make the following changes relating to the nomination or recommendation of candidates by a stockholder:

In the case of an annual meeting, the stockholder is required to provide advance notice of the nomination between 75 and 45 days prior to the anniversary of the mailing of the previous year's proxy statement;

In the case of a special meeting, the stockholder is required to provide advance notice of the nomination by the later of 90 days prior to the special meeting or the tenth day following the announcement of the date of the special meeting; and

A stockholder is required to provide additional disclosure regarding, among other things, derivative instruments and short positions in the Company's stock held by the stockholder.

Director Independence Policies

Board Independence Requirements. Our Corporate Governance Guidelines require that at least a majority of the Board members be independent in accordance with NASDAQ rules and other applicable criteria for independence. In addition, no non-employee director may serve as a consultant or service provider to the Company without the approval of a majority of the independent directors.

Current Board Member Independence. The Board has determined that the following current directors are independent in accordance with NASDAQ criteria for director independence: David Arscott, Robert Berdahl, Richard Elkus, Jr., Jack Harris, Grant Inman, Catherine Lego, Seiichi Watanabe, and Patricia Wolpert.

Board Committee Independence. All members of the Board's three standing committees - Audit, Compensation and Nominating/Governance committees - must be independent in accordance with NASDAQ and other applicable rules and regulations. See *Board Meetings and Committees* below for a description of the responsibilities of the Board's standing committees.

Lead Independent Director. Our Corporate Governance Guidelines authorize the Board to designate a Lead Independent Director from among the independent Board members. The Lead Independent Director is responsible for coordinating the activities of the independent members of the Board and acting as the principal liaison between the independent directors and our management directors (the Executive Chairman and the CEO). Director Robert Berdahl has served as the Lead Independent Director since 2004.

Executive Sessions of Independent Directors. The Board and its standing committees periodically hold meetings of the independent directors or Committee members, without management present.

Board Access to Independent Advisors. The Board as a whole, and each of the Board committees separately, may retain, at Lam's expense, and terminate, in their discretion, any independent consultants, counselors, or advisors as they deem necessary or appropriate to fulfill their obligations as Board and committee members.

Other Governance Practices

In addition to the principal policies and procedures described above, we have established a variety of other practices to enhance our corporate governance, including the following.

Board Continuing Education. Under the Corporate Governance Guidelines, directors are expected to attend one or more educational sessions or conferences to enhance their ability to fulfill their responsibilities as Board members. Each director who served during fiscal 2009 fulfilled this expectation.

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Board and Committee Assessments. At least bi-annually, the Nominating/Governance Committee conducts a review of the functioning of the Board and reports its evaluation to the Board for assessment.

Director Resignation or Notification of Change in Executive Officer Status. Under our Corporate Governance Guidelines, any Lam Research director who is also an executive officer of the Company must offer to submit his or her resignation as a director to the Board if the director ceases to be an executive officer of Lam Research. The Board may accept or decline the offer, in its discretion. The Corporate Governance Guidelines also require a non-employee director to notify the Nominating/Governance Committee if the director changes his or her executive positions at another company. The Nominating/Governance Committee will review the appropriateness of the director’s continued Board membership under the circumstances, and the director will be expected to act in accordance with the Nominating/Governance Committee’s recommendations.

Director and Executive Stock Ownership. Under the Corporate Governance Guidelines, each director is expected to own at least 5,000 shares of Lam Research Common Stock by the later of five years after commencing service on the Board or November 2010. We also have guidelines for stock ownership by other members of the executive management team, including the Chief Executive Officer, the Chief Financial Officer, and other officers designated by the Compensation Committee. These executives are expected to own a number of shares of Lam Research Common Stock equal in value to a multiple of each executive’s base annual salary or a specified minimum number of shares, whichever is lower. The salary multiple or specific number of shares varies according to the seniority of the office.

In February 2009, we amended our stock ownership guidelines to bring them in line with the practices of companies comparable to Lam Research, as well as to recognize the limitations of our stock ownership guideline structure in a cyclical business. Specifically, the guidelines are expressed as the lesser of a dollar amount or a share amount, to allow for changes in the trading price of Lam’s stock. As amended, each designated executive is expected to acquire and maintain ownership of shares of our common stock, in the quantities indicated below, by the later of December 31, 2011, or the fifth anniversary of the executive officer’s hire or promotion date:

Position	Stock Ownership Guideline
Chief Executive Officer	Lesser of three times base salary, or 65,000 shares
Chief Operating Officer; Chief Financial Officer	Lesser of two times base salary, or 25,000 shares
Other designated executives	Lesser of two times base salary, or 20,000 shares

Insider Trading Restrictions. We maintain an Insider Trading Policy that applies to all employees, officers and directors. The policy primarily addresses trading in Lam Research securities when a covered individual possesses material non-public information. In addition, our Global Standards of Business Conduct Policy prohibits employees from engaging in short sales of Lam Research securities and purchasing put or call options for Lam Research securities (other than through our equity incentive plans or employee stock purchase plans). These measures help to ensure that our employees will not benefit from a decline in Lam’s stock price, but will remain focused on our business success.

Communications with Board Members. Any stockholder who wishes to communicate directly with the Board of Directors, any Board Committee or with any individual director regarding the Company may write to the Board or the director c/o George M. Schisler, Jr., Office of the Secretary, Lam Research Corporation, 4650 Cushing Parkway, Fremont, CA 94538. The Office of the Secretary will forward all such communications to the appropriate director(s).

Any stockholder, employee, or other person may communicate any complaint regarding any accounting, internal accounting control, or audit matter to the attention of the Board’s Audit Committee by sending written correspondence to: Lam Research Corporation, Attention: Board Audit Committee, P.O. Box 5010, Fremont, CA 94537. The Audit Committee has established procedures to ensure that employee complaints or concerns regarding audit or accounting matters will be received and treated anonymously (if the complaint or concern is submitted anonymously) and confidentially.

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We expect our directors to attend the annual meeting of stockholders each year and to respond to appropriate questions. All our directors attended the 2008 annual meeting.

Board Meetings and Committees

Meeting Attendance. Our Board of Directors held a total of twelve meetings during fiscal 2009. All of the directors who served for the entire fiscal year attended at least 75% of the aggregate number of Board meetings that they were entitled to attend and meetings of Board committees on which they served during fiscal 2009. The Board of Directors has as standing committees an Audit Committee, a Compensation Committee, and a Nominating/Governance Committee.

Audit Committee. The purpose of the Audit Committee is to oversee Lam's accounting and financial reporting processes and the audits of our financial statements. The Audit Committee is not, however, responsible for planning or conducting our audits, or determining whether our financial statements are complete and accurate or in accordance with generally accepted accounting principles.

During fiscal 2009, the Audit Committee consisted of Board members Arscott, Lego and Watanabe (who served the entire fiscal year), Mr. Inman (who served from July 2008 to February 2009), and Mr. Elkus (who joined the Committee in February 2009). The Audit Committee held eight meetings during fiscal 2009. The Board concluded that all Audit Committee members are non-employee directors who are independent in accordance with the NASDAQ criteria for audit committee member independence. The Board also determined that Ms. Lego, the chair of the committee during fiscal 2009, is a financial expert as defined in SEC rules.

The Audit Committee's responsibilities include (but are not limited to) the following:

Appoint and provide for the compensation of Lam's independent registered public accounting firm (the Firm), and approve, in accordance with and in a manner consistent with the laws, rules and regulations applicable to the Company, all professional services to be provided to Lam Research by the Firm

Oversee the work of, and evaluate the performance of, the Firm

Meet with management and the Firm to discuss the annual financial statements and the Firm's report on them, and to discuss the adequacy of internal control over financial reporting

Meet quarterly with management and the Firm to discuss the quarterly financial statements prior to the filing of the Company's Form 10-Q with the SEC

Review and approve all related party transactions

Compensation Committee. The purpose of the Compensation Committee is to discharge certain responsibilities of the Board relating to executive compensation, to oversee incentive, equity-based and other compensatory plans in which Lam's executive officers and directors participate and to produce an annual report on executive compensation for inclusion as required in the Company's proxy statement.

During fiscal 2009, the Compensation Committee consisted of Board members Berdahl, Harris, and Wolpert (each of whom served the entire fiscal year), Mr. Elkus (who served from July 2008 until February 2009) and Mr. Inman (who joined the Committee in February 2009). The Board concluded that all members of the Compensation Committee are non-employee directors who are independent in accordance with the NASDAQ criteria for director independence. The Compensation Committee held ten meetings during fiscal 2009.

The Compensation Committee's responsibilities include (but are not limited to) the following:

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Develop and from time to time review compensation policies and practices applicable to Lam's executive officers, including the criteria upon which executive compensation is based and the composition of executive compensation in terms of base salary, deferred compensation, incentive- or equity-based compensation and other benefits

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Establish and review corporate goals and objectives as relevant to the Chief Executive Officer and the Executive Chairman, evaluate their performance in light of these goals and objectives and based on this evaluation recommend the CEO's and Executive Chairman's compensation packages for approval by the independent members of the Board

Determine compensation packages for other executive officers consistent with policies approved by the independent members of the Board

Review and recommend to the Board for final approval all cash, equity-based or other compensation arrangements applicable to the independent members of the Board

Review and approve, subject to stockholder or Board approval as required, the creation or amendment of any equity-based compensatory plans and other compensatory plans as the Board designates

Nominating/Governance Committee. The purpose of the Nominating/Governance Committee is to identify individuals qualified to serve as members of the Board of the Company; recommend nominees for election as directors of the Company; evaluate the Board's performance; develop and recommend to the Board corporate governance guidelines; and provide oversight with respect to corporate governance and ethical conduct.

During fiscal 2009, the Nominating/Governance Committee consisted of Board members Berdahl, Elkus, and Inman. The Board concluded that all Nominating/Governance Committee members are non-employee directors who are independent in accordance with the NASDAQ criteria for director independence. The Nominating/Governance Committee held eight meetings during fiscal 2009.

The Nominating/Governance Committee's responsibilities include (but are not limited to) the following:

Recommend to the independent members of the Board nominees for election as directors of the Company at the next annual or special meeting of stockholders at which directors are to be elected; and identify, evaluate and recommend individuals to fill any vacancies or newly created directorships that may occur between meetings

Make recommendations to the Board annually after consultation with the Chairman of the Board and the Lead Independent Director, if any, with respect to assignment of Board members to committees and for committee chairs

Recommend to the Board the adoption of corporate guidelines, and from time to time review and assess the guidelines and recommend changes for approval by the Board

Conduct from time to time a review of the Board and the Board committees in accordance with the Company's Corporate Governance Guidelines and the committee charters, and report the evaluation to the Board.

The Nominating/Governance Committee, upon duly delegated authority from the Board, recommended the slate of nominees for director set forth in Proposal No. 1 above. The independent members of the Board approved the recommendations and nominated the proposed slate of nominees.

The Nominating/Governance Committee will consider for nomination persons properly nominated by stockholders in accordance with the Company's Bylaws and other procedures described above in the section captioned *Stockholder-Initiated Proposals and Nominations for 2010 Annual Meeting*. Stockholder nominations for director will be evaluated by Lam's Nominating/Governance Committee in accordance with the same criteria as are applied to candidates identified by the Board, its Nominating/Governance Committee, or other sources.

Table of Contents**DIRECTOR COMPENSATION**

Board members who are also employees do not receive any additional compensation for service on the Board. The compensation of our non-employee directors is reviewed and determined annually by the Board, upon recommendation from the Compensation Committee. All non-employee directors currently receive a base cash retainer and equity compensation in the form of RSUs. In addition, committee chairs and the lead independent director receive additional cash retainers. The Board endeavors to maintain forms and amounts of director compensation that will attract and retain directors of the caliber desired by the Company and that align director interests with those of stockholders.

Our director compensation plans run on a calendar-year basis. However, SEC rules require us to report compensation in this Proxy Statement on a fiscal-year basis. For calendar year 2009 (the first half of which is part of fiscal year 2009), each of the Company's non-employee directors received an annual retainer of \$42,000. An additional \$7,500 fee was paid to the lead independent director and to the chairs of the Compensation Committee and the Nominating/Governance Committee, and an additional \$10,000 to the chair of the Audit Committee.

In addition, each non-employee director is eligible to receive an annual equity grant with a targeted grant date value equal to \$200,000 (calculated as the fair market value of a share of the Company's common stock on the grant date, times the number of shares granted). For calendar year 2009, due to the economic environment, the Board decided to reduce the dollar value of the awards by 20%, to \$160,000. Each non-employee director received a grant of 8,130 RSUs for services during calendar year 2009. Each RSU grant was issued on February 2, 2009, and, subject to a director's continued service on the Board, vests in full on November 1, 2009, with receipt deferred until January 29, 2010.

Director cash compensation for calendar year 2008 (the second half of which is part of fiscal year 2009) was the same as for calendar year 2009.

The following table shows cash and equity compensation for fiscal 2009:

Director Compensation

Name	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾ (2) (3) (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation	Total
David G. Arscott	\$ 42,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 264,483
Robert M. Berdahl	\$ 57,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 279,483
Richard J. Elkus, Jr.	\$ 42,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 264,483
Jack R. Harris	\$ 42,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 264,483
Grant M. Inman	\$ 42,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 264,483
Catherine P. Lego	\$ 52,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 274,483
Seiichi Watanabe	\$ 42,000	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 264,483
Patricia S. Wolpert	\$ 49,500	\$ 222,483	\$ 0	\$ 0	\$ 0	\$ 0	\$ 271,983

(1) On May 2, 2008, each Director was granted 4,678 restricted stock units based on the closing price of the Company's Common Stock of \$42.75, for a target value of \$200,000. The units vested on November 1, 2008, with receipt deferred until January 31, 2009.

(2) On February 2, 2009, each Director was granted 8,130 restricted stock units based on the closing price of the Company's Common Stock of \$19.68, for a target value of \$160,000. The units vest on November 1, 2009, with receipt deferred until January 29, 2010.

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(3) Amounts shown do not reflect the target values described in notes 1 and 2. Instead, the amounts shown are the compensation expenses recognized by Lam Research in the fiscal year for restricted stock units as determined pursuant to Statement of Financial Accounting Standards (SFAS) 123(R). These compensation expenses reflect restricted stock units expensed in the fiscal year.

In addition, members of Lam's Board of Directors who have retired from the Board can participate in the Company's Executive Retirement Medical and Dental Plan if they meet certain eligibility requirements. The most recent valuation of Lam Research's accumulated post-retirement benefit obligation under SFAS No. 106, as of June 2009, for the current directors who may become eligible is shown below:

Name*	FY 2009
David G. Arscott	\$ 54,000
Robert M. Berdahl	\$ 44,000
Richard J. Elkus, Jr.	\$ 40,000
Jack R. Harris	\$ 52,000
Grant M. Inman	\$ 50,000
Catherine P. Lego	\$ 46,000
Seiichi Watanabe	\$ 38,000
Patricia S. Wolpert	\$ 36,000

* Excludes Board members who are also eligible to participate based on their employment as executives of Lam Research.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our executive officers, directors, and people who own more than 10% of a registered class of our equity securities to file an initial report of ownership (on a Form 3) and reports on subsequent changes in ownership (on Forms 4 or 5) with the SEC by specified due dates. Our executive officers, directors, and greater-than-10% stockholders are also required by SEC rules to furnish Lam Research with copies of all Section 16(a) forms they file. We are required to disclose in this Proxy Statement any failure to file any of these reports on a timely basis. Based solely on our review of the copies of the forms that we received from the filers, and on written representations from certain reporting persons, we believe that all of these requirements were satisfied during fiscal 2009.

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EXECUTIVE COMPENSATION AND OTHER INFORMATION

COMPENSATION DISCUSSION & ANALYSIS

Overview

This Compensation Discussion and Analysis (CD&A) describes the Company s executive compensation program and discusses how we made executive compensation decisions for our executive officers during fiscal 2009.

For fiscal 2009, our named executive officers (as defined in SEC rules) were:

Stephen G. Newberry, our President and Chief Executive Officer;

Ernest E. Maddock, our Senior Vice President and Chief Financial Officer;

Richard A. Gottscho, our Group Vice President and General Manager, Etch Businesses;

Martin B. Anstice, our Executive Vice President and Chief Operating Officer; and

Abdi Hariri, our Group Vice President, Global Operations.

We refer to these individuals collectively in this CD&A as the Named Executive Officers or NEOs.

The compensation tables included in this CD&A report the compensation of the Named Executive Officers for fiscal 2009. However, our executive compensation program is designed and evaluated on a calendar-year basis rather than a fiscal-year basis to correspond with our annual business planning, performance goal-setting, pay, and benefit cycles. Therefore, the discussion of our compensation programs and our compensation decisions reflects this calendar year orientation.

Our standard compensation program for NEOs includes five primary components: base salary, annual incentive awards, long-term incentive awards, participation in benefit programs, and eligibility for certain post-termination employment benefits. Each of these compensation components is reviewed periodically by the Compensation Committee of our Board of Directors (Committee). Compensation for NEOs other than Mr. Newberry is determined by the Committee. Mr. Newberry s compensation is recommended by the Committee to the independent members of the Board for approval.

We design and operate our executive compensation program to achieve specific objectives including: market competitiveness to attract, retain and motivate our executives, pay-for-performance, long-term orientation, and cost-effectiveness (further described in the section entitled *Compensation Objectives* below). In the cyclical environment in which Lam Research operates, applying these objectives leads to changes in our program from time to time. For example, prior to the economic downturn, our variable incentive programs focused primarily on operating profit performance. In response to the downturn we experienced in fiscal 2009, we modified our programs to focus on other important business objectives and strategic initiatives that will position the Company for long-term success once the recovery occurs. Throughout the business cycle, we believe that our compensation programs reward behaviors aligned with our Compensation Objectives and promote retention of our executives.

The following bullet points highlight the key actions related to the compensation of our NEOs in fiscal 2009. Each of these items is discussed in greater detail in the applicable section of this CD&A.

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In light of the difficult business environment at the start of calendar 2009, the CEO recommended and the Committee approved a temporary reduction in the base salaries for each of our NEOs of between 10% and 17.5%, effective in February 2009. Base salaries for NEOs have not yet been restored to their prior levels.

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In September 2008, increased the base salaries for Mr. Anstice and for Mr. Maddock in connection with their promotions to their current positions. Their base salaries were subsequently reduced by 12.5% as part of the temporary reduction noted above.

Approved payments under our Annual Incentive Program (AIP) for calendar year (sometimes referred to as CY) 2008 that were on average equal to less than half of the target award amounts for the NEOs. These payments were reduced from what would otherwise have been earned because our CEO recommended and the Committee approved reducing the corporate performance portion of the payout to zero in the second half of CY 2008 in light of business conditions.

Approved payments under the 2007 Multi-Year Incentive Program (MYIP), which covered performance for CY 2007 and CY 2008, that were on average equal to slightly above the target award amounts. The performance factor under the 2007 MYIP was based on ongoing operating income and provided for payments as high as 2.5 times target. Strong operating profit performance in CY 2007 and early CY 2008 offset poor performance in late CY 2008. As with the 2008 AIP, our CEO recommended and the Committee approved reducing the amount that otherwise would have been earned for the last quarter of the 2007 MYIP to zero.

Also in light of the difficult business environment, the Committee made several changes to the AIP and long-term incentive program to focus our executives on actions that will position the Company for long-term success once the recovery occurs and to help retain executives:

Modified the long-term incentive program by adding equity components to what had been an all-cash program and by changing the performance factor from ongoing operating profit to a metric related to ongoing operating cash flow.

Modified the AIP performance factors to align with business strategies for the downturn, reduced the amount of potential incentive payments, and provided for payment in stock rather than cash (in whole or in part) at the option of the Committee.

Modified the executive stock ownership guidelines to better align with market norms and reflect the cyclical nature of the industry in which we operate.

We also conducted a comprehensive review of our employment contract and change of control practices in relation to market practices in our industry and among other comparable companies. We entered into the following agreements effective July 1, 2009:

A new employment agreement with Mr. Newberry that, unlike his prior agreement, does *not* include a tax gross-up for Internal Revenue Code Section 280G excise taxes.

Employment agreements with Messrs. Anstice and Maddock.

Change of control agreements with other executive officers, including our NEOs.

Governance of Executive Compensation Program

Role of the Compensation Committee. The Committee discharges certain responsibilities of the Board relating to executive compensation and oversees the incentive, equity-based and other compensation plans in which executive officers (including the NEOs) participate, pursuant to a charter that can be viewed at <http://investor.lamresearch.com>. The Committee's key responsibilities with respect to executive compensation include the following:

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Develop and from time to time review compensation policies and practices applicable to Lam's executive officers, including the criteria upon which executive compensation is based and the composition of executive compensation in terms of base salary, deferred compensation, incentive- or equity-based compensation and other benefits

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Establish and review corporate goals and objectives as relevant to the Chief Executive Officer and the Executive Chairman, evaluate their performance in light of these goals and objectives and based on this evaluation recommend the CEO's and Executive Chairman's compensation packages for approval by the independent members of the Board¹

Determine compensation packages for other executive officers (including the NEOs) consistent with policies approved by the independent members of the Board

Review and approve, subject to stockholder or board approval as required, the creation or amendment of any equity-based compensatory plans of the Company

Within this framework, the Committee receives and reviews information, analysis, and compensation proposals provided by management and by the Committee's compensation consultant and other advisors.

Role of Executive Officers. Mr. Newberry, assisted by specialists from our Human Resources, Finance, and Legal Departments, develops recommendations for the compensation of our executive officers, including our NEOs. Typically, these recommendations cover the base salaries, annual incentive award opportunities, and long-term incentive award opportunities for our executive officers, as well as the criteria upon which these award opportunities may be earned.

The Committee considers Mr. Newberry's recommendations in light of competitive compensation data, the Committee's pay philosophy and objectives, and current business conditions, and obtains advice from outside advisors as noted below. At the request of the Committee, our Executive Chairman provides input to the Committee on Mr. Newberry's compensation and compensation recommendations.

Mr. Newberry generally attends Compensation Committee meetings as requested by the Committee. He leaves the meeting for any discussion of his own compensation.

Role of Committee Advisors. The Committee is authorized to engage its own advisors to assist in carrying out its responsibilities. In November 2008, the Committee engaged the services of Compensia, Inc., a national compensation consulting firm ("Compensia"). Compensia provides the Committee and our Board of Directors with guidance regarding the amount and types of compensation that we provide to our executive officers and how these compare to other compensation practices. Compensia also provides advice regarding other compensation-related matters.

Representatives of Compensia attend meetings of the Committee as requested and also communicate with the Committee Chair outside of meetings. Compensia reports to the Committee rather than to management, although Compensia meets with members of management, including Mr. Newberry, for purposes of gathering information on proposals that management may make to the Committee. During fiscal 2009, Compensia met with various executives to collect data and obtain management's perspective on our compensation practices for executive officers. The Committee may replace Compensia or hire additional advisors at any time. Compensia has not provided any other services to the Committee or to management, and has received no compensation other than with respect to the services described above.

¹ The independent members of our Board of Directors, upon recommendation from the Committee, approve the elements of Mr. Newberry's compensation package. For purposes of this CD&A, a reference to a compensation action or decision by the Committee with respect to the NEOs means, in the case of Mr. Newberry, an action or decision by the independent members of our Board of Directors, unless otherwise expressly noted.

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Executive Compensation Philosophy

Compensation Objectives. We design and operate our executive compensation program to achieve the following principal objectives:

Maintain plans to attract, retain, and motivate high-caliber senior executives by developing compensation arrangements for our executive officers that are competitive with similarly-situated executives in technology companies;

Pay for performance, by appropriately rewarding our senior executives for their achievement of both short-term and long-term business objectives;

Establish a long-term orientation by focusing the efforts of our senior executives on our long-term financial performance, customer relationships and stockholder value creation; and

Structure cost-effective compensation plans to take into account the accounting treatment and tax deductibility of compensation expense.

Compensation Elements. Our executive compensation program consists of several principal elements intended to achieve the objectives described above. We consider each element to be appropriate to meet one or more of the principal objectives of our executive compensation philosophy.

Compensation Element	Objective(s)	Target Market Position*
Base salary	Market competitiveness to attract, retain and motivate	50 th 60 th percentile of Peer Group
Annual incentive awards	Market competitiveness to attract, retain and motivate	50 th 75 th percentile of Peer Group, depending on performance results
	Pay for performance by rewarding executives for achieving shorter-term corporate and individual performance objectives	
Long-term incentives, including MYIP and equity awards	Market competitiveness to attract, retain and motivate	50 th 75 th percentile of Peer Group, depending on performance results
	Pay for performance	
	Long-term/stockholder orientation	
	Cost-effectiveness	
Retirement benefits	Provide competitive benefits	50 th percentile of Peer Group
	Promote executive retention	
Deferred compensation benefits	Provide competitive benefits	N/A
	Promote executive retention	
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control benefits	Market competitiveness to attract, retain and motivate	50 th 60 percentile of Peer Group
	Long-term/stockholder orientation	
Other benefit programs	Market competitiveness to attract, retain and motivate	50 th percentile of Peer Group

* See *Peer Group of Comparable Companies* and *Benchmarking and Target Pay Positioning*, below for further explanation of the information in this column.

In setting individual pay, the Committee considers a variety of factors, such as job performance, job scope and responsibilities, skill set, prior experience, the executive officer's time in his or her position with us, internal

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equity regarding pay levels for similar skill levels or positions, external pressures to attract and retain executive talent, and general market conditions. In general, the differences in total compensation, as well as differences in the amounts of individual compensation elements among our executive officers, reflect these factors. We believe that these differences are consistent with the pay differentials among similar positions at comparable companies.

Peer Group of Comparable Companies. The Committee considers compensation data from a group of comparably-sized companies in the technology industry (the Peer Group) as one element in establishing the compensation levels of our executive officers, including the NEOs, as well as the mix and weighting of individual compensation elements. Typically, the companies constituting our Peer Group are selected for their comparability to us based on annual revenues, market capitalization, lines of business, and industry, and because we believe we are likely to compete with them for executive talent. Based on these criteria, the Peer Group may be modified from year to year. For calendar year 2008, the Peer Group consisted of the following companies: