



Conceptus, Inc.





CPTS NASDAQ

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$327.06 mm

CONCERN LEVEL: HIGH

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap. 
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: D. Keith Grossman

Age: 51

CEO Since: 2011

	2009	2010	2011
Base Salary	\$468,826	\$483,000	\$580,641
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$348,589	\$42,987	\$0
Benefits and Perquisites	\$0	\$3,015	\$3,284,105
TOTAL ANNUAL COMPENSATION	\$817,415	\$529,002	\$3,864,746
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$1,000,180	\$824,130	\$448,118
Stock Awards	\$117,368	\$293,550	\$132,000
TOTAL COMPENSATION	\$1,934,963	\$1,646,682	\$4,444,864
Median of Other Named Executive Officers Total Compensation	\$853,553	\$724,704	\$1,936,830
Value Realized on Exercise of Stock Option	\$919,113	\$988,026	\$0
Value Realized on Vesting of Stock	\$0	\$80,565	\$53,213
TOTAL REALIZED EQUITY COMPENSATION	\$919,113	\$1,068,591	\$53,213

Proxy Date: 13 Apr 2012

Annual Meeting Date: 22 May 2012

Equity Reserves: 28.73%

Stock Option Run Rate: 3.20%

Conceptus, Inc.

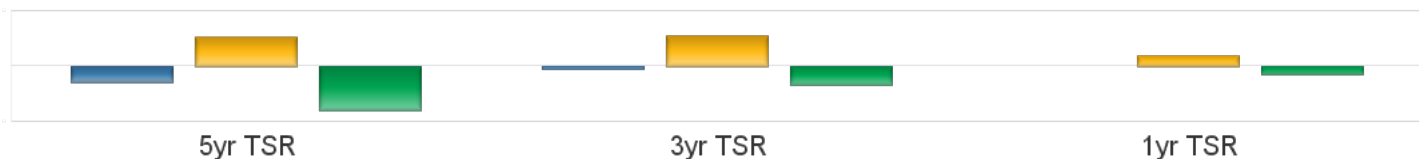
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Performance Comparison

■ S&P500 ■ Industry ■ CPTS



Peer Comparisons (TRBC) =Medical Equipment / Supplies / Distribution

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
CPTS	Conceptus, Inc.	\$1,934,963	\$1,646,682	\$4,444,864	\$327,060,205
NEOG	Neogen Corporation	\$647,705	\$960,547		\$809,982,519
DXCM	DexCom, Inc.	\$654,620	\$2,246,604		\$808,000,740
IVC	Invacare Corporation	\$4,843,901	\$3,204,967	\$3,653,640	\$736,283,543
PODD	Insulet Corporation	\$1,037,045	\$1,607,812	\$1,788,823	\$721,639,326
WMGI	Wright Medical Group, Inc.	\$2,036,517	\$2,178,104	\$4,160,077	\$704,551,440
NUVA	NuVasive, Inc.	\$6,347,034	\$6,196,223	\$6,148,370	\$680,595,922

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

ABAXIS, INC, ABIOMED, INC, ACCURAY, INC, AGA MEDICAL CORP, ALIGN TECHNOLOGY, INC, ALPHATEC, INC, CYBERONICS, INC, DEXCOM, INC, ENDOLOGIX, INC, EXACTECH, INC, HANSEN MEDICAL, INC, HEALTHTRONICS INC, INSULET CORP, KENSEY NASH CORP, LANDAUER, INC, LUMINEX CORP, MICRUS ENDOVASCULAR CORP, NATUS MEDICAL INC, NUVASIVE, INC, OMNICELL, INC, ORTHOVITA CORP, QUIDEL CORP, SONOSITE CORP, STEREOTAXIS, INC, THORATEC CORP, VOLCANO CORP.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Robert V. Toni	Chairman	71	Male	9	Outside
John L. Bishop	Member	67	Male	3	Outside
Peter L. Wilson	Member	67	Male	11	Outside Related

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