



GATX Corporation



GMT NYSE

Rails / Roads - Freights

Market Capitalization USD:

\$1,437.79 mm

CONCERN LEVEL: LOW

- 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: Brian A. Kenney

Age: 52

CEO Since: 2005

	2009	2010	2011
Base Salary	\$875,000	\$875,000	\$897,167
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$645,750	\$1,129,263
Benefits and Perquisites	\$32,050	\$0	\$7,350
TOTAL ANNUAL COMPENSATION	\$907,050	\$1,520,750	\$2,033,780
Increase in Post-Retirement Benefits	\$747,724	\$405,733	\$414,729
Stock Option Awards	\$542,943	\$777,638	\$1,041,000
Stock Awards	\$561,756	\$725,842	\$1,028,443
TOTAL COMPENSATION	\$2,759,473	\$3,429,963	\$4,517,952
Median of Other Named Executive Officers Total Compensation	\$879,486	\$1,035,742	\$1,388,171
Value Realized on Exercise of Stock Option	\$0	\$0	\$302,082
Value Realized on Vesting of Stock	\$437,181	\$378,579	\$563,436
TOTAL REALIZED EQUITY COMPENSATION	\$437,181	\$378,579	\$865,518

Proxy Date: 16 Mar 2012

Annual Meeting Date: 27 Apr 2012

Equity Reserves: 14.16%

Stock Option Run Rate: 0.89%

GATX Corporation

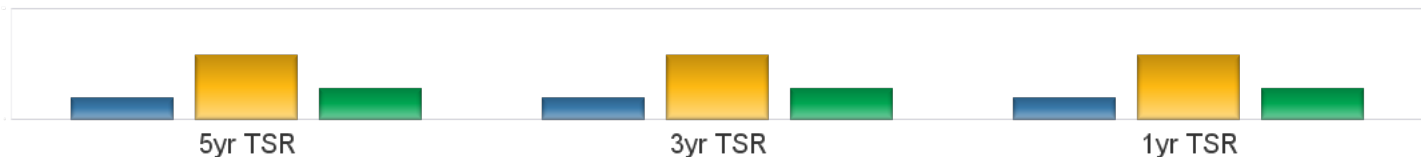
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ GMT



Peer Comparisons (TRBC) = Rails / Roads - Freights

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
GMT	GATX Corporation	\$2,759,473	\$3,429,963	\$4,517,952	\$1,437,787,340
JBHT	J.B. Hunt Transport Services, Inc.	\$3,166,995	\$3,038,445	\$5,348,736	\$4,216,323,719
GWR	Genesee & Wyoming Inc.	\$2,311,566	\$3,419,869		\$1,966,612,484
R	Ryder System, Inc.	\$4,115,885	\$5,312,879		\$1,935,046,899
LSTR	Landstar System, Inc.	\$1,778,276	\$3,573,857		\$1,887,689,583
ODFL	Old Dominion Freight Line, Inc.	\$1,267,263	\$1,981,283		\$1,664,133,096
WERN	Werner Enterprises, Inc.	\$1,614,744	\$1,716,798		\$1,516,530,545

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

NA

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
David S. Sutherland	Member	63	Male	5	Outside
James B. Ream	Member	56	Male	4	Outside
Mark G. McGrath	Member	64	Male	7	Outside

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