



Hansen Medical, Inc.




HNSN NASDAQ

Medical Equipment / Supplies / Distribution

Market Capitalization USD:

\$182.21 mm

CONCERN LEVEL: AVERAGE

- 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: Bruce J. Barclay

Age: 55

CEO Since: 2010

	2009	2010	2011
Base Salary	\$291,577	\$252,273	\$458,500
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$0	\$0	\$0
Benefits and Perquisites	\$900	\$123,820	\$169,587
TOTAL ANNUAL COMPENSATION	\$292,477	\$376,093	\$628,087
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$161,670	\$1,763,750	\$159,767
Stock Awards	\$0	\$176,833	\$79,503
TOTAL COMPENSATION	\$454,147	\$2,316,676	\$867,357
Median of Other Named Executive Officers Total Compensation	\$535,630	\$608,924	\$524,045
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$0	\$11,668	\$167,920
TOTAL REALIZED EQUITY COMPENSATION	\$0	\$11,668	\$167,920

Proxy Date: 30 Mar 2012

Annual Meeting Date: 25 May 2012

Equity Reserves: 15.92%

Stock Option Run Rate: 1.82%

Hansen Medical, Inc.

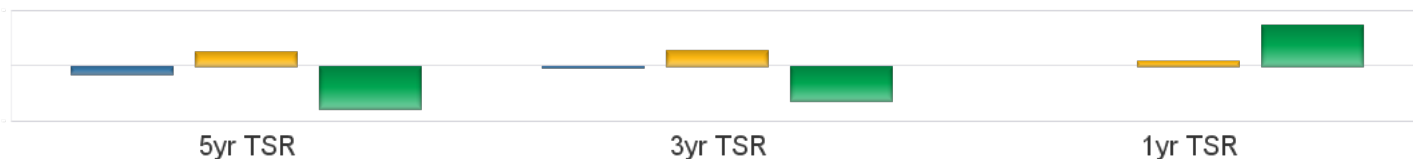
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Performance Comparison

■ S&P500 ■ Industry ■ HNSN



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

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HNSN	Hansen Medical, Inc.	\$454,147	\$2,316,676	\$867,357	\$182,213,966
QDEL	Quidel Corporation	\$6,938,236	\$1,295,038	\$1,752,307	\$543,045,398
GFF	Griffon Corporation	\$6,024,490	\$8,021,057	\$13,212,241	\$517,686,547
ICUI	ICU Medical, Inc.	\$2,458,987	\$2,690,130	\$3,639,243	\$508,980,800
LDR	Landauer, Inc.	\$1,659,441	\$2,948,855	\$1,317,238	\$466,752,999
ATRI	Atrion Corporation	\$753,137	\$952,061	\$1,090,131	\$419,775,817
OSUR	OraSure Technologies, Inc.	\$1,039,298	\$1,364,974	\$2,000,786	\$374,250,766

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
William R. Rohn	Chairman	68	Male	0	Outside
Christopher P. Lowe	Member	44	Male	6	Outside
Kevin Hvkes	Member	46	Male	3	Outside
Russell C. Hirsch	Member	49	Male	10	Outside Related

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