





Home Depot, Inc. (The)

HD NYSE

Retail - Specialty

Market Capitalization USD: **\$51,418.27 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: Francis S. Blake

Age: 62 CEO Since: 2007

	2009	2010	2011
Base Salary	\$1,025,000	\$1,056,538	\$1,066,000
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$2,107,730	\$2,154,453	\$2,385,516
Benefits and Perquisites	\$266,194	\$241,687	\$241,332
TOTAL ANNUAL COMPENSATION	\$3,398,924	\$3,452,678	\$3,692,848
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$2,599,997	\$2,624,996	\$2,624,997
Stock Awards	\$3,928,652	\$4,374,997	\$4,477,108
TOTAL COMPENSATION	\$9,927,573	\$10,452,671	\$10,794,953
Median of Other Named Executive Officers Total Compensation	\$3,782,380	\$3,840,584	\$4,145,444
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$2,961,488	\$2,217,251	\$18,407,080
TOTAL REALIZED EQUITY COMPENSATION	\$2,961,488	\$2,217,251	\$18,407,080

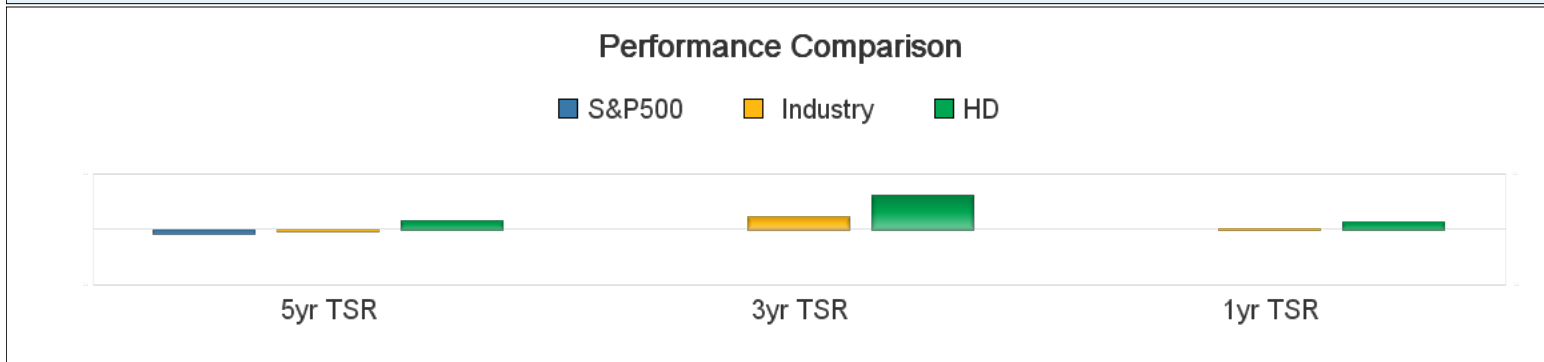
Proxy Date: 2 Apr 2012 Annual Meeting Date: 17 May 2012 Equity Reserves: 17.22% Stock Option Run Rate: 0.24%

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Peer Comparisons (TRBC) = Cyclical Consumer Goods / Services

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HD	Home Depot, Inc. (The)	\$9,927,573	\$10,452,671	\$10,794,953	\$51,418,270,874
NKE	NIKE, Inc.	\$7,306,694	\$13,118,834		\$39,930,776,062
DTV	DIRECTV	\$6,070,610	\$32,932,618	\$5,937,078	\$31,207,384,346
SBUX	Starbucks Corporation	\$12,109,792	\$21,733,013	\$16,079,480	\$27,822,069,000
LVS	Las Vegas Sands Corp.	\$5,575,149	\$11,356,866		\$27,994,897,767
F	Ford Motor Company	\$17,916,654	\$26,520,515	\$29,497,572	\$36,744,343,848
TJX	TJX Companies, Inc. (The)	\$8,719,072	\$17,362,112		\$21,483,789,933

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

AutoNation, Inc., Office Depot, Inc., Best Buy Co., Inc., Penske Automotive Group, Inc., BJ's Wholesale Club, Inc., Rite Aid Corp., Costco Wholesale Corporation, Safeway, Inc., CVS Caremark Corp., Sears Holding Corporation, Gap Inc., Staples, Inc., Genuine Parts Company, SuperValu Inc., J. C. Penney Company, Inc., Target Corporation, Kohl's Corporation, TJX Companies Inc., The Kroger Co., Walgreen Co., Lowe's Companies, Inc., Wal-Mart Stores, Inc., Macy's, Inc.

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Gregory D. Brenneman	Chairman	50	Male	12	Outside Related
Albert P. Carev	Member	60	Male	4	Outside
Armando M. Codina	Member	65	Male	5	Outside
Bonnie Guiton Hill	Member	70	Female	13	Outside Related
Ronald L. Sargent	Member	56	Male	1	Outside

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