

Donald L. Norman, Jr.

Partner

Don heads the Compensation and Employment practice of the firm, concentrating his practice in executive compensation and employee benefits. He served as in-house tax and benefits counsel at an asset management company with more than \$180 billion under management. Prior to joining the firm, Don practiced at one of the nation's largest law firms. Don offers our clients more than 25 years of experience dealing with complex compensation matters.

Don represents entities, individuals and compensation committees in all stages of the employment process, from negotiating and drafting employment arrangements to separation settlements. Don advises clients on the design and establishment of various types of compensation programs, such as cash and equity based incentive plans (stock options, stock appreciation rights, stock units, restricted stock, etc.) and related insider trading (Section 16) issues, employee stock purchase plans, phantom stock plans, retention plans, non-qualified deferred compensation plans and related rabbi and secular trusts, director compensation programs and change-in-control and severance agreements and plans.

In advising employers on compensation related matters, Don's practice includes protecting company interests with confidentiality and non-competition arrangements and other restrictive covenants.

Don has recently spent considerable time advising clients about the requirements of Code Section 409A and the executive compensation restrictions contained in the Treasury's Troubled Asset Relief Program (TARP).

Don serves on the firm's Finance Committee and Pension Committee. He is a frequent speaker on issues of director and executive compensation with a focus on the financial services industry.

News

- Don Norman discusses three key points raised at this year's Bank Director & Bank Executive Compensation conference (November 21, 2011)



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Practices

- Compensation and Employment

Education

- J.D., University of Kansas School of Law, 1986
- B.A., University of Illinois - Urbana, 1983, *Dean's List*

Bar & Court Admissions

- State of Illinois

- Troubled condition compensation restrictions (September 23, 2011)
- So, you thought you were done with TARP? (August 5, 2011)

Articles and Publications

- Client Action Alert - Application of Loan Originator Compensation Rules to Tax-Qualified Retirement Plans (April 9, 2012)
Employers funding 2011 plan year "profit-sharing" contributions to tax-qualified retirement plans before April 17, 2012 should consider new guidance from Consumer Financial Protection Bureau.
- Client Action Alert - The Federal Reserve Board's Final Rule on Loan Originator Compensation and Steering (May 27, 2011)
- Client Action Alert - New Proposed Rules on Incentive Compensation Pursuant to Dodd-Frank Act (February 18, 2011)
- Client Alert - New Non-Discrimination Rules for Insured Health Plans (December 15, 2010)
- Client Action Alert Update - Federal Reserve Finalizes Guidance on Sound Compensation Policies (September 13, 2010)
- Client Action Alert - Mortgage Loan Officers Eligible for Overtime Pay (September 2010)
- Client Action Alert - Federal Reserve's Proposed Guidance on Sound Incentive Compensation Programs (January 14, 2010)
- TARP Executive Compensation Limitations (July 2009)
- Client Action Alert - TARP Executive Compensation Restrictions - Treasury's Interim Final Rule (June 24, 2009)
- Client Action Alert - Treasury Equity Purchases are not Triggers for Payment Under §409A Plans (June 8, 2009)

Events and Speaking Engagements

- Bank Executive & Board Compensation Conference (Chicago, IL/November 2011)
- Bank Executive & Board Compensation Conference 2010 (Chicago, IL/November 2010)
- 2010 Illinois Bankers Association Annual Conference & Trade Show (Springfield, IL/June 2010)
- Insight on Oversight: 2010 Bank Audit Committee Conference (Chicago, IL/June 2010) (June 2010)
- New Strategies and Rules for Bank Incentive Compensation (Webinar/February 2010) (February 18, 2010)
- New Developments in Executive Compensation (Los Angeles, CA/January 2010) (January 29, 2010)
- Bank Executive & Board Compensation Conference (Dallas, TX/November 2009)

- "Navigating the New World of Officer and Director Compensation" (Dubuque, IA/May 2009) (May 19, 2009)
- "Structuring Long-Term Incentive Compensation Plans for Privately/Thinly Traded Banks," Bank Executive & Board Compensation Conference, November 2008
- "Director Pay Trends and Challenges for for Privately/Thinly Traded Banks," Bank Executive & Board Compensation Conference, November 2008
- "Strategies for Transition and Continuity Across the Generations," Clark Consulting Banking Forum, April 2008
- "Emerging Compensation Issues for Privately/Thinly Traded Banks," Bank Executive & Board Compensation Conference, November 2007
- "Current Executive Compensation Strategies and Concerns," Midwest De Novo Bank Conference, August 2007
- "The Tools and Strategies of Exceptional Leaders," Clark Consulting Bank Forum, April 2007
- "CEO Compensation - Private and Thinly Traded Banks," Bank Executive & Board Compensation Conference, November 2006
- "Executive Succession Planning and Corporate Governance Update," Ryan Beck Roundtable, May 2006

Professional Activities and Honors

- Member, American Bar Association, Tax Section, Executive Compensation Subcommittee
- Member, National Association of Stock Plan Professionals