

WEINGARTEN REALTY INVESTORS /TX/  
Form DEF 14A  
March 15, 2013  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
SCHEDULE 14A  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934  
Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Weingarten Realty Investors  
(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

April 30, 2013

9:00 a.m., Central Time

2600 Citadel Plaza Drive, Houston, Texas 77008

The 2013 Annual Meeting of Shareholders of Weingarten Realty Investors (the "Annual Meeting") will be held at our principal office located at 2600 Citadel Plaza Drive, Houston, Texas 77008, on Tuesday, April 30, 2013, at 9:00 a.m., Central Time. The purpose of the Annual Meeting is as follows:

1. To elect the 11 Trust Managers named in the proxy statement to serve until their successors are elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013;
3. To hold an advisory vote to approve executive compensation; and
4. To transact such other business as may properly come before the meeting.

Shareholders of record, at the close of business on March 4, 2013, are entitled to notice of and to vote at the Annual Meeting.

We will make available a list of shareholders of record as of the close of business on March 4, 2013 for inspection by shareholders for any purpose suitable to the Annual Meeting during regular business hours from April 20 through April 29, 2013 at our principal place of business. This list will also be available to shareholders at the meeting.

Your vote is very important. Prior to the meeting we encourage you to sign and return your proxy card, or use telephone or internet voting so that your shares may be represented and voted during the meeting. See our "Questions and Answers About the Meeting and Voting" section for information about voting by telephone or internet, how to revoke a proxy and how to vote shares in person beginning on page 3.

Please contact our Investor Relations Department at (800) 298-9974 or (713) 866-6000 if you have any questions.

By Order of the Board of Trust Managers,

Joe D. Shafer  
Senior Vice President and Secretary

March 15, 2013

Houston, Texas

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2600 Citadel Plaza Drive  
Houston, Texas 77008

March 15, 2013

**PROXY STATEMENT**

The Board of Trust Managers of Weingarten Realty Investors (the "Board") is furnishing you this proxy statement to solicit proxies on its behalf to be voted at our 2013 Annual Meeting of Weingarten Realty Investors. The meeting will be held at our principal executive office located at 2600 Citadel Plaza Drive, Houston, Texas 77008, on Tuesday, April 30, 2013, at 9:00 a.m., Central Time. The proxies also may be voted at any adjournments or postponement of the meeting.

Our proxy materials, including this Proxy Statement, the Notice of Annual Meeting of Shareholders, the proxy card, notice of internet availability or voting instruction card (collectively, the "Notice") and our 2012 Annual Report are being distributed and made available on or about March 15, 2013. As used herein, "Weingarten" or the "Company" refers to Weingarten Realty Investors, a Texas real estate investment trust.

All properly executed written proxies, and all properly completed proxies submitted by telephone or internet, that are delivered pursuant to this solicitation will be voted at the meeting in accordance with the directions given in the proxy, unless the proxy is revoked prior to completion of voting at the meeting.

Only owners of record of common shares of beneficial interest of the Company ("Common Shares") as of the close of business on March 4, 2013, the record date, are entitled to notice of, and to vote at, the meeting or at any adjournments or postponements of the meeting. Each record owner on the record date is entitled to one vote for each Common Share held. On March 4, 2013, there were 121,711,182 Common Shares issued and outstanding.

Important Notice Regarding Availability of Proxy Materials for our  
Annual Meeting of Shareholders to be held on April 30, 2013

The Notice of the Annual Meeting, Proxy Statement and our Annual Report on Form 10-K for the year ended December 31, 2012 which contains detailed information relating to our activities and operating performance are available at [www.proxyvote.com](http://www.proxyvote.com) and under the Investor Relations section of our website at [www.weingarten.com](http://www.weingarten.com) under "SEC Filings."

QUESTIONS AND ANSWERS ABOUT THE  
MEETING AND VOTING

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QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

1. What is a proxy statement and what is a proxy?

A proxy statement is a document that the Securities Exchange Commission ("SEC") regulations require us to give you when we ask you to sign a proxy designating individuals to vote on your behalf. A proxy is your legal designation of another person to vote the shares you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or proxy card. We have designated two of our executive officers as proxies for the 2013 Annual Meeting. These executive officers are Andrew M. Alexander and Stanford Alexander.

2. What is the difference between holding shares as a shareholder of record and as a beneficial shareholder?

If your shares are registered directly in your name with our register and transfer agent, Computershare Trust Company, N.A., you are considered a shareholder of record with respect to those shares. If your shares are held in a brokerage account or bank, you are considered the "beneficial owner" of those shares.

3. What different methods can I use to vote?

By Written Proxy. All shareholders of record can vote by written proxy card. If you are a beneficial owner, you may request a written proxy card or a vote instruction form from your bank or broker.

By Telephone or Internet. All shareholders of record also can vote by touchtone telephone using the toll-free telephone number on the proxy card, or through the internet, using the procedures and instruction described on the proxy card. Beneficial owners may vote by telephone or internet if their bank or broker makes those methods available, in which case the bank or broker will include instructions with the proxy materials. The telephone and internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to vote their shares and to confirm that their instructions have been recorded properly.

In Person. All shareholders of record may vote in person at the meeting. Beneficial owners may vote in person at the meeting if they have a legal proxy, as described in the response to question 5 below.

4. What shares are included in the proxy card?

If you are a shareholder of record, you will receive only one proxy card for all the Common Shares you hold in certificate form, in book-entry form and in any Company benefit plan. If you hold Common Shares in any Company benefit plan and do not vote your shares or specify your voting instructions on your proxy card, the administrators of the benefit plans will not vote your benefit shares.

You may receive multiple proxy cards if you hold Common Shares in different ways (such as, trusts and custodial accounts) or in multiple accounts. You should vote and sign each proxy card you receive.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

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5. How can I vote at the meeting if I am a beneficial owner?

You will need to ask your broker, bank or other intermediary to furnish you with a legal proxy. You will need to bring the legal proxy with you to the meeting and hand it in with a signed ballot that will be provided to you at the meeting. You will not be able to vote your Common Shares at the meeting without a legal proxy. Accordingly, we encourage you to vote your Common Shares in advance, even if you plan to attend the meeting.

Please note that if you request a legal proxy, any previously executed proxy will be revoked, and your vote will not be counted unless you appear at the meeting and vote in person or legally appoint another proxy to vote on your behalf.

6. What are my voting choices for each of the proposals to be voted on at the 2013 Annual Meeting?

Proposal	Voting Choices and Board Recommendation
<p>Proposal One: Election of Trust Managers</p>	<ul style="list-style-type: none"> <li>• vote in favor of all nominees;</li> <li>• vote in favor of specific nominees;</li> <li>• vote against all nominees;</li> <li>• vote against specific nominees;</li> <li>• abstain from voting with respect to all nominees; or</li> <li>• abstain from voting with respect to specific nominees.</li> </ul> <p>The Board recommends a vote FOR each of the nominees.</p>
<p>Proposal Two: Ratification of Independent Registered Public Accounting Firm</p>	<ul style="list-style-type: none"> <li>• vote in favor of the ratification;</li> <li>• vote against the ratification; or</li> <li>• abstain from voting on the ratification.</li> </ul> <p>The Board recommends a vote FOR the ratification.</p>
<p>Proposal Three: Advisory Proposal to Approve Executive Compensation</p>	<ul style="list-style-type: none"> <li>• vote in favor of the advisory proposal;</li> <li>• vote against the advisory proposal; or</li> <li>• abstain from voting on the advisory proposal.</li> </ul> <p>The Board recommends a vote FOR the advisory vote to approve executive compensation.</p>

7. What if I am a shareholder of record and do not specify a choice for a matter when returning a proxy?

Shareholders should specify their choice for each matter on the proxy card. If no specific instructions are given, proxies which are signed and returned will be voted:

- FOR the election of all Trust Manager nominees as set forth in this proxy statement;
- FOR the proposal to ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm; and
- FOR the advisory proposal to approve executive compensation.





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8. What if I am a beneficial owner and do not give voting instructions to my broker?

As a beneficial owner, in order to ensure your Common Shares are voted in the way you would like, you must provide voting instructions to your bank, broker or other nominees by the deadline provided in the materials received from your banker, broker or other nominee. If you do not provide voting instructions to your bank, broker or other nominee, whether your Common Shares can be voted by such person depends on the type of item being considered for vote. Non-Discretionary Items. The election of the Trust Managers and the advisory proposal to approve executive compensation are non-discretionary items and may not be voted by banks, brokers or other nominees who have not received specific voting instructions from beneficial owners.

Discretionary Items. The ratification for the appointment of Deloitte & Touche LLP as our independent registered public accounting firm is a discretionary item. Generally, banks, brokers or other nominees that do not receive specific voting instructions from beneficial owners may vote on this proposal at their discretion.

9. How are abstentions and broker non-votes counted?

Abstentions and broker non-votes are included in determining whether a quorum is present and will have the following effects on each proposal:

Proposal	Abstentions	Broker Non-Votes
Proposal One: Election of Trust Managers	Not counted and no effect on vote.	Not counted and no effect on vote.
Proposal Two: Ratification of Independent Registered Public Accounting Firm	Counted and considered a cast against proposal.	Counted and considered a cast against proposal.
Proposal Three: Advisory Proposal to Approve Executive Compensation	Counted and considered a cast against proposal.	Not counted and no effect on vote.

10. What can I do if I change my mind after I vote my shares?

Shareholders can revoke a proxy prior to the completion of voting at the meeting by:

- giving written notice to our Secretary;
- delivering a later-dated proxy; or
- voting in person at the meeting (unless you are a beneficial owner without a legal proxy, as described in the response to question 5 above).

11. Are votes confidential? Who counts the votes?

We will continue our practice of holding votes of all shareholders in confidence from Trust Managers, officers and employees except:

- as necessary to meet applicable legal requirements and to assert or defend claims for or against the Company;
- in the case of a contested proxy solicitation;
- if a shareholder makes a written comment on the proxy card or otherwise communicates his or her vote to management; or
- to allow the independent inspectors of the election to certify the results of the vote.

We also will continue to retain an independent tabulator to receive and tabulate the proxies and independent inspectors of the election to certify the results.

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MEETING AND VOTING

12. When will the Company announce the voting results?

We will announce the preliminary voting results at the Annual Meeting. The Company will report the final results in a Current Report on Form 8-K filed with the SEC which can be accessed on our website.

13. Does the Company have a policy about Trust Managers' attendance at the Annual Meeting of Shareholders?

We do not have a policy about Trust Managers' attendance at the Annual Meeting; however, we strongly encourage their attendance. 100% of the persons who were serving as Trust Managers at the time attended the 2012 Annual Meeting of Shareholders.

14. Can I access the Notice of the Annual Meeting, Proxy Statement and Annual Report on Form 10-K on the internet?

The Notice of the Annual Meeting, Proxy Statement and Annual Report on Form 10-K for the year ended December 31, 2012 (the "Form 10-K") are available at [www.proxyvote.com](http://www.proxyvote.com). In addition, shareholders are able to access these documents under the Investor Relations section of our website at [www.weingarten.com](http://www.weingarten.com) under "SEC Filings." Instead of receiving future copies of our Notice of the Annual Meeting, Proxy Statement and Form 10-K by mail, shareholders can elect to receive an e-mail that will provide electronic links to these documents. Opting to receive your proxy materials online will save us the cost of producing and mailing your documents to your home or business, and also will give you an electronic link to the proxy voting site.

Shareholders of Record. If you vote on the internet at [www.proxyvote.com](http://www.proxyvote.com), simply follow the prompts for enrolling in the electronic proxy delivery service. You also may enroll in the electronic proxy delivery service at any time in the future by going directly to [www.proxyvote.com](http://www.proxyvote.com) and following the enrollment instructions.

Beneficial Owners. If you hold your Common Shares in a bank or brokerage account, you also may have the opportunity to receive copies of these documents electronically. Please check the information provided in your proxy material provided to you by your bank or broker regarding the availability of this service.

15. How are proxies solicited and who bears the cost?

We bear all expenses incurred in connection with the solicitation of proxies. We will reimburse brokers, fiduciaries and custodians for their costs in forwarding proxy materials to beneficial owners of our Common Shares.

Our Trust Managers, officers and employees also may solicit proxies by mail, telephone and personal contact. They will not receive any additional compensation for these activities.

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ELECTION OF TRUST MANAGERS -  
PROPOSAL ONE

ELECTION OF TRUST MANAGERS - PROPOSAL ONE

The Board is elected by shareholders to oversee their interest in the long-term health and overall success of our business and financial strength. The Board serves as the ultimate decision-making body of the Company, except for those matters reserved to or shared with the shareholders. The Board selects and oversees members of our senior management, who are charged by the Board with conducting the business of the Company.

Election Process

The Texas Business Organizations Code, our amended and restated declaration of trust and our amended and restated bylaws provide for the annual election of our Trust Managers. The Board, in accordance with our bylaws, has set the number of Trust Managers constituting our Board at 11. At the Annual Meeting, Trust Managers will be elected by the shareholders and will serve until his or her successor has been duly elected and qualified, or until the earliest of his or her death, resignation or retirement. Regardless of the number of votes each nominee receives, pursuant to the Texas Business Organizations Code, each Trust Manager will continue to serve unless another nominee receives the affirmative vote of the holders of 66 2/3% of the votes cast at a meeting of shareholders at which a quorum is present.

Trust Manager Nominations

The Governance and Nominating Committee is responsible for identifying and evaluating nominees for a Trust Manager and for recommending to the Board a slate of nominees for election at each Annual Meeting of Shareholders. Nominees may be suggested by Trust Managers, members of management, shareholders or, in some cases, by a third-party firm.

Shareholders who wish the Governance and Nominating Committee to consider their recommendations for nominees for the position of Trust Manager should submit their recommendations in writing to Joe Shafer, Senior Vice President and Secretary, at P.O. Box 924133, Houston, Texas 77292-4133. Shareholder nominee recommendations need to include the nominee's name, address and an explanation of the nominee's qualifications. Nominee qualifications should include biographical information evidencing that the proposed nominee meets the minimum qualifications and possesses the skills and expertise as required by the Board and as described below under "Trust Manager Qualifications." The submission must also include the candidate's written consent to the nomination and to serve if elected. Recommendations made by shareholders in accordance with these procedures will receive the same consideration by the Governance and Nominating Committee as other suggested nominees.

Trust Manager Qualifications

The Trust Managers are responsible for overseeing the Company's business consistent with their fiduciary duty to shareholders. This significant responsibility requires highly skilled individuals with various qualities, attributes and professional experience. The Board believes that there are general requirements for service on the Board that are applicable to all Trust Managers and that there are other skills, expertise and experience that should be represented on the Board as a whole, but not necessarily by each Trust Manager. The Board and the Governance and Nominating Committee consider the qualifications of the Trust Managers and Trust Manager nominees individually and in the broader context of the Board's overall composition and the Company's current and future needs.

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PROPOSAL ONE

The Governance and Nominating Committee seeks to ensure that the Board is composed of members whose particular experience, qualifications, attributes and skills, when taken together, will allow the Board to satisfy its oversight responsibilities effectively. In identifying Trust Manager nominees, the Governance and Nominating Committee considers the following:

- the comments and recommendations of Trust Managers regarding the qualifications and effectiveness of the existing Board or additional qualifications that may be required when selecting new Trust Managers that may be made in connection with our annual Board's self-examination;
- the required expertise and diversification comprising the current Board's membership;
- the independence of Trust Managers and any other possible conflicts of interest of existing and potential Trust Managers; and
- any other factors the Board deems appropriate to consider.

The minimum qualifications for prospective Board members are a successful professional career, as well as the potential to contribute to the effectiveness of the Board. Potential candidates must be at least 18 years of age and not more than 75 years old. Trust Managers who started serving on the Board as of April 1, 2000 are exempt from this prerequisite. Beyond these minimum qualifications, the first priority in selecting members of the Board is to attract a group of individuals that will maximize shareholder value, which generally means attracting individuals of the highest capabilities. Another focus is on individuals who demonstrate the highest ethical standards. Critical Board functions involve setting the Company's basic strategy, monitoring senior management and offering insight/expertise in the selection of tactics and operational policies drawing on Trust Managers' outside experiences. While the Governance and Nominating Committee does not have a specific diversity policy, it believes that diversity of experience and perspectives is valuable to the Board in discharging its responsibilities. In considering the Board's composition and nomination of new Trust Managers, the Governance and Nominating Committee focuses on several aspects of prior experience including real estate experience, experience as a Chief Executive Officer of a public company, accounting/audit experience, finance experience, legal experience and academic experience.

#### 2013 Nominees for Trust Manager

Upon the recommendation of the Governance and Nominating Committee, the Board has nominated each of Andrew M. Alexander, Stanford Alexander, Shelaghmichael Brown, James W. Crownover, Robert J. Cruikshank, Melvin A. Dow, Stephen A. Lasher, Thomas L. Ryan, Douglas W. Schnitzer, C. Park Shaper, and Marc J. Shapiro for election as Trust Manager. All of the nominees are independent under the New York Stock Exchange ("NYSE") corporate governance rules, except Andrew M. Alexander and Stanford Alexander.

Each of the Trust Manager nominees currently serves on the Board and was elected by the shareholders at the 2012 Annual Meeting, other than Ms. Brown and Mr. Ryan, who were appointed to the Board after that meeting. Ms. Brown and Mr. Ryan were each identified as a potential Trust Manager by the Governance and Nominating Committee, which determined that each qualified under the committee's criteria. If elected, each nominee will hold office until the 2014 Annual Meeting and until his or her successor is elected and qualified.

All nominees have consented to serve as Trust Managers. The Board has no reason to believe any of the nominees will be unable to act as Trust Manager. However, if a Trust Manager is unable to stand for re-election, the Board may either reduce the size of the Board or the Governance and Nominating Committee may designate a substitute. If a substitute nominee is named, the proxies will vote for the election of the substitute.

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ELECTION OF TRUST MANAGERS -  
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The Board believes that the combination of the various qualifications, skills and professional experiences of the 2013 Trust Manager nominees will contribute to an effective and well-functioning Board. The Board and the Governance and Nominating Committee believes that, individually and as a whole, the Trust Managers possess the necessary qualifications to provide effective oversight of the business and quality advice and counsel to our management. Included in each Trust Manager nominee's biography below is an assessment of the specific qualifications, attributes, skills and professional experience of such nominee based on the qualifications described above. The Board of Trust Managers unanimously recommends that you vote FOR the election of each of the Trust Manager nominees.

Andrew M. Alexander  
Trust Manager since 1983  
Age 56

Mr. A. Alexander has been Chief Executive Officer of the Company since 2001 and served as President of the Company since 1997. From 1993 to 1996, Mr. A. Alexander served as Executive Vice President/Asset Manager. Since 1995, Mr. A. Alexander served as President of Weingarten Realty Management Company. He also served as Senior Vice President/Asset Manager of Weingarten Realty Management Company from 1990 to 1993, and Vice President of the Company from 1984 to 1990. Mr. A. Alexander has been our employee since 1978. Formerly, he was a director of Academy Sports & Outdoors, Inc., which was sold in 2011.

Qualifications, Attributes, Skills and Experience:

Relevant Chief Executive Officer/President Experience - Mr. A. Alexander has served as the Company's President and/or Chief Executive Officer for over 10 years.

Extensive Knowledge of the Company's Business or Industry - Over 30 years of Weingarten Realty system and process experience including extensive experience in leasing and complex financial and real estate transactions. Since joining the Company in 1978, he has held a variety of leasing and divisional roles during his tenure. Mr. A. Alexander is a member of NAREIT and ICSC, our trade associations.

Community Involvement - Mr. A. Alexander is active in a number of civic and charitable organizations. He serves as a director of The Houston Food Bank, The Texas Medical Center and The Greater Houston Partnership. He has previously served on a number of boards including Houston Achievement Place and The Gladney Center.

Professional Recognition - Mr. A. Alexander is a Trustee and served as Chairman of ICSC. He has also served on the Board of NAREIT.

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Stanford Alexander

Chairman since 2001/Trust Manager since 1956

Age 84

Mr. S. Alexander is Chairman of the Board. He formerly served as Chief Executive Officer of the Company from 1997 to 2000 and President of the Company from 1962 to 1993. He has served as a Trust Manager since 1956 and has been an employee of the Company since 1955.

Qualifications, Attributes, Skills and Experience:

Relevant Chief Executive Officer/President Experience - Mr. S. Alexander served as the Company's President and/or Chief Executive Officer for over 30 years and has served as Chairman of our Board for over 10 years.

Extensive Knowledge of the Company's Business or Industry - Mr. S. Alexander has over 50 years of experience and knowledge in the real estate industry. During Mr. S. Alexander's tenure, he served as Chief Executive Officer from 1997 to 2000 and as President from 1962 to 1993. Mr. S. Alexander is a member of NAREIT and ICSC, our trade associations.

Community Involvement - Other current board positions include The University of Texas, M.D. Anderson Cancer Center Board of Visitors and Development Board, the National Trustee of National Jewish Medical and Research Center and the University of Houston-Downtown Advisory Board.

Professional Recognition - Mr. S. Alexander served as Chairman of the Board of NAREIT.

Shelaghmichael Brown

Trust Manager since 2012

Age 63

Ms. Brown has been a member of the Board of Directors of BBVA Compass Bancshares and Compass Bank (Risk Committee) since 2011. Ms. Brown retired in June 2011 as Senior Executive Vice President and Executive Officer of BBVA Compass Retail Banking, a position she held for four years.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Ms. Brown has completed a 30-year career in the financial services industry. As Senior Executive Vice President and Executive Officer of BBVA Compass Retail Banking, Ms. Brown was responsible for a branch distribution system of 717 branches, online and mobile banking, ATMs, telephone banking, traditional consumer and small business credit and deposit products, investment sales, mortgage products and business, and brand marketing. She recently retired from the Board of the Consumer Bankers Association, where she served as the Chairman of its Government Relations Council and currently serves on the Finance Committee.

Community Involvement - Ms. Brown is on the CanCare Board of Directors where she has served as Chairman.

Professional Recognition - Ms. Brown was recognized in 2009, 2010 and 2011 by U.S. Banker as one of the top 25 most powerful women in banking.

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ELECTION OF TRUST MANAGERS -  
PROPOSAL ONE

James W. Crownover  
Trust Manager since 2001  
Age 69

Mr. Crownover is the Chairman of the Board of Republic Services, Inc. (previously Audit Committee member and Integration Committee member). He also serves as a Director of Chemtura Corporation (Environmental Health and Safety Committee Chairman, Compensation Committee member and Nominating and Governance Committee member) and FTI Consulting, Inc. (Compensation Committee Chairman and Nominating and Corporate Governance Committee member). Previously Mr. Crownover served on the Boards of Unocal Corporation (Audit Committee Chairman and Pension Committee Chairman), Great Lakes Chemical Corporation (Presiding Director) which merged into Chemtura Corporation, and Allied Waste Industries (Governance Committee Chairman and Audit Committee member) which merged into Republic Services, Inc.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Crownover completed a 30-year career with McKinsey & Company, Inc. ("McKinsey"), an international consulting firm, in 1998. He was managing partner of its southwest practice from 1984 to 1994 and a member of its Board of Directors from 1990 to 1998. Mr. Crownover was a leader of McKinsey's energy practice through much of this period, working Asia, Europe and Latin America, as well as the United States. This practice dealt with strategic, organizational and operational issues.

Community Involvement - Among several charitable roles, he serves as Chairman of the Board of Trustees of Rice University.

Broad Board of Director Experience - Mr. Crownover has served on numerous boards; including a multitude of board committees including: Audit, Integration, Environmental Health and Safety, Compensation, Pension and Nominating and Governance committees.

Robert J. Cruikshank  
Trust Manager since 1997  
Age 82

Mr. Cruikshank is on the Board of MAXXAM, Inc. (Audit, Conflicts, Compliance and Compensation Committee member) and has served on this Board since 1993. Mr. Cruikshank retired as Senior Partner of Deloitte & Touche LLP in 1993. He also served on the Boards of Kaiser Aluminum Corporation (Audit Committee member and Compensation Committee member) from 1997 to 2007 and Encysive Pharmaceuticals Inc. (Audit Committee Chairman) from 1993 to 2008.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Cruikshank worked for Deloitte & Touche LLP, a major, internationally recognized audit firm, primarily in the audit function for 37 years. Additionally, Mr. Cruikshank served as visiting lecturer at Rice University where he taught auditing to fifth year students from 1989 to 1993. Mr. Cruikshank is a certified public accountant ("CPA").

Risk Oversight/Management Expertise - Mr. Cruikshank's training as a CPA emphasized statistical sampling methods, risk management assessment and technical auditing and GAAP applications. This knowledge and experience enables him to understand, as well as question, both our internal and external auditors. His prior Audit Committee experience, primarily while on the board of a trading business, required extensive risk management knowledge and the establishment of acceptable risk tolerance ranges for monetary investments.

Extensive Knowledge of the Company's Business or Industry - Part of Mr. Cruikshank's tenure with Deloitte & Touche LLP was on our engagement. In addition, he has been a Trust Manager for 15 years. This experience has exposed him to complex financial and real estate transactions engaged in both by the Company and other real estate companies.





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ELECTION OF TRUST MANAGERS -  
PROPOSAL ONE

Melvin A. Dow

Trust Manager since 1984

Age 85

Mr. Dow has been of counsel with Haynes and Boone, LLP since April 2012, where he previously served as a partner since 2010.

Qualifications, Attributes, Skills and Experience:

High Level of Legal Literacy - Mr. Dow's career as a legal professional has spanned over 30 years. Mr. Dow was a partner with Haynes and Boone, LLP since 2010 and previously served as a Shareholder with Winstead P.C. (Formally Winstead, Sechrest & Minick P. C.) from 2001 to 2009. He was Chairman/Chief Executive Officer of Dow, Cogburn & Friedman, P.C. (which merged with Winstead, Sechrest & Minick P.C. in 2001) from 1995 to 2001. Mr. Dow was a founding partner of Dow, Cogburn & Friedman, P.C. law firm. Mr. Dow is a charter member of the American College of Real Estate Lawyers. He also served as a member of the Harvard Law School Board of Overseers' Visiting Committee.

Extensive Knowledge of the Company's Business or Industry - With over 25 years as a Trust Manager and in professional experience, Mr. Dow has extensive experience with a wide-range of sophisticated business and commercial real estate transactions, including the structuring of transactions, negotiation of business issues and the supervision of complex documentation. His work involves a broad range of properties, including shopping centers, office buildings, subdivision developments, warehouse/industrial properties and unimproved land.

Professional Recognition - Mr. Dow was included in Best Lawyers in America for 26 consecutive years (based on election by peers).

Stephen A. Lasher

Trust Manager since 1980

Age 64

Mr. Lasher has been the Managing Director of The GulfStar Group, Inc. since 1990 and since 1991 has served as President of The GulfStar Group, Inc. He previously served as a Director of Conservatek Industries (Compensation Committee) from 1995 to 2009.

Qualifications, Attributes, Skills and Experience:

High level of Financial Literacy - Mr. Lasher is a co-founder of The GulfStar Group, Inc. and has more than 30 years experience in the securities industry. Mr. Lasher began his career in 1970 at Rotan Mosle Inc. where he served in a variety of positions, including Executive Vice President of Sales and Marketing. From 1985 to 1990, Mr. Lasher managed Rotan Mosle Inc.'s Corporate Finance Department.

Extensive Knowledge of Company's Business or Industry - Since its founding, The GulfStar Group, Inc. has become a leading middle-market investment banking firm focused on the needs of private business owners that bring quality deal flow to the institutional financial community and strategic buyers. Additionally, Mr. Lasher has been a Trust Manager for over 30 years. Mr. Lasher has extensive experience with a wide-range of complex business and commercial real estate transactions, including the structuring of transactions and negotiation of business issues.

Broad Board of Director Experience - Mr. Lasher is currently a director of several private companies and has served on several other publicly-listed company boards.

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ELECTION OF TRUST MANAGERS -  
PROPOSAL ONE

Thomas L. Ryan

Trust Manager since 2012

Age 47

Mr. Ryan has served as Chief Executive Officer since 2005 and President since 2002 of Service Corporation International ("SCI"), the largest provider of death care products and services in North America. He also serves on SCI's Board and began serving on the Board of Texas Industries, Inc. in 2012.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Ryan joined SCI in 1996, where he has served in a variety of operational and financial roles including Chief Operating Officer and Chief Executive Officer of the European operations. Before joining SCI, Mr. Ryan was a CPA with Coopers & Lybrand LLP for eight years.

Relevant Chief Executive Officer/President Experience - Mr. Ryan has served as SCI's President and Chief Executive Officer since 2005.

Community Involvement - Mr. Ryan serves as Chairman of the Board of Trustees of the United Way of Greater Houston. He also serves on the Board of Directors of the Greater Houston Partnership, the Salvation Army Greater Houston Area Advisory Board, the University of Texas McCombs Business School Advisory Council and the Greater Houston Community Foundation Council.

Risk Oversight/Management Expertise - Mr. Ryan's training as a CPA emphasized statistical sampling methods, risk management assessment and technical auditing and GAAP applications. Additionally in his current role, he has been exposed to a highly regulated industry which includes complex regulations and transactions.

Douglas W. Schnitzer

Trust Manager since 1984

Age 56

Mr. Schnitzer has been Chairman and Chief Executive Officer of Senterra Corporation, a holding company for numerous entities primarily involving real estate and luxury automobile dealerships owned by the Schnitzer family since 1994.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Schnitzer is the Chairman and Chief Executive Officer of Senterra Corporation as well as, a founding partner in Park Place Motorcars, one of the largest privately held luxury automotive groups in the United States, with twelve car dealerships located in the Dallas/Ft. Worth market.

Extensive Knowledge of Company's Business or Industry - One of the Schnitzer family's most visible assets was its interest ownership in the 4.3 million square foot mixed-use development project known as Greenway Plaza. Mr. Schnitzer was responsible for all facets of ownership and operations prior to negotiating and structuring the sale of Greenway in October 1996 to Crescent Real Estate Equities Company, a publicly traded REIT founded by Mr. Richard Rainwater. Additionally, through Senterra, he is developing the luxury residential community in Los Cabos, Mexico known as Villas del Mar. The \$500 million development adjacent to the famous One & Only Palmilla Resort is approximately 90% complete. Villas del Mar sets the standard for luxury resort living throughout Mexico with homes ranging from \$2 million to \$10 million. Also, Mr. Schnitzer is developing Espiritu Del Mar and Oasis Palmilla, both located in Los Cabos, with an estimated complete investment of over \$500 million.

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ELECTION OF TRUST MANAGERS -  
PROPOSAL ONE

C. Park Shaper

Trust Manager since 2007

Age 44

Mr. Shaper has been President of Kinder Morgan, Inc., Kinder Morgan Energy Partners, L.P. and Kinder Morgan Management, LLC, since 2005 and will be retiring from these positions on March 31, 2013. Also since May 2012, he has served as Director and President of the general partner of El Paso Pipeline Partners, L. P. Currently, Mr. Shaper serves as a Director on the Boards of Kinder Morgan G.P., Inc. (General Partner of Kinder Morgan Energy Partners, L.P.) and Kinder Morgan Management, LLC since 2003 and Kinder Morgan, Inc. since 2007.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Shaper has worked for Kinder Morgan, Inc. and its affiliates, one of the largest pipeline transportation and energy storage companies in North America, since 2000. Mr. Shaper served as Executive Vice President and Chief Financial Officer from 2004 to 2005 and served as Vice President and Chief Financial Officer from 2000 to 2004. In addition, he has served as Vice President and Chief Financial Officer for First Data Analytics, a wholly-owned subsidiary of First Data Corporation. Mr. Shaper has also been a consultant for The Boston Consulting Group, as well as the Strategic Services Division of Andersen Consulting, and has previous experience with TeleCheck Services, Inc.

Relevant Chief Executive Officer/President Experience - As President of Kinder Morgan, Mr. Shaper's responsibilities include developing and executing the company's vision and strategy and allocating capital to Kinder Morgan's business units in a disciplined manner. He has also been instrumental in spearheading the company's transparent financial reporting and communication to the investment community. Prior to joining Kinder Morgan, Mr. Shaper served as President and Director of Altair Corporation, an enterprise focused on the distribution of web-based investment research for the financial services industry.

Marc. J. Shapiro

Trust Manager since 1985

Age 65

Since 2003, Mr. Shapiro has served as a consultant to J. P. Morgan Chase & Co. as a non-executive Chairman of its Texas operations. Formerly, he was Vice Chairman for Finance and Risk Management of J. P. Morgan Chase & Co. from 1997 through 2003. He currently serves as a Director on the Boards of Kimberly-Clark Corporation and The Mexico Fund, Inc. (Audit Committee member). From 1995 to 2010, he served on the Board of Burlington Northern Santa Fe Corporation (Management Development and Compensation Committee Chairman) which was acquired by Berkshire Hathaway Inc.

Qualifications, Attributes, Skills and Experience:

High Level of Financial Literacy - Mr. Shapiro has completed a 40-year career in finance and management with J. P. Morgan Chase & Co. and its affiliates, a leader in investment banking, financial services for consumers, small business and commercial banking, financial transaction processing and asset management and private equity. Mr. Shapiro was Vice Chairman for Finance and Risk Management of J. P. Morgan Chase & Co. from 1997 through 2003, and he served as Chairman and Chief Executive Officer of Chase Bank of Texas from 1989 to 1997.

Community Involvement - Mr. Shapiro also serves as a trustee on several not-for-profit boards.

Risk Oversight/Management Expertise - Mr. Shapiro's role as Vice Chairman of Finance and Risk Management has afforded him extensive experience with a highly regulated industry.

Broad Board of Director Experience - Mr. Shapiro has served on several public company boards. He has gained experience on various boards' committees, including service as Chairman.

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ELECTION OF TRUST MANAGERS -  
PROPOSAL ONE

Trust Manager Relationships

Andrew M. Alexander is the son of Stanford Alexander. Douglas W. Schnitzer is the first cousin of Stephen A. Lasher.

TRUST MANAGER COMPENSATION

Trust Managers who serve as employees to the Company do not receive payment for their services as a Trust Manager. The Governance and Nominating Committee is responsible for reviewing and making recommendations to the Board regarding matters pertaining to compensation and benefits paid to the Board and committee chair services. Under the Governance and Nominating Committee's charter, the committee is authorized to engage consultants or advisors in connection with its review and analysis of Trust Manager compensation.

In making non-employee Trust Manager compensation recommendations, the Governance and Nominating Committee takes into consideration various factors, including, but not limited to, the responsibilities of the Trust Managers generally, as well as committee chairs, and the forms of compensation paid to Directors of comparable REITs. The Board reviews the recommendations of the Governance and Nominating Committee and determines the form and amount of Trust Manager compensation.

2012 Annual Compensation

2012 annual compensation to non-employee Trust Managers consisted of an annual cash retainer fee in the amount of \$30,000, paid in quarterly installments (approximately 25% of total compensation) and approximately \$90,500 in restricted share awards (approximately 75% of total compensation). The number of shares awarded to non-employee Trust Managers is equal to the number of shares of Common Shares that could be purchased for \$90,500 on August 13, 2012. Compensation paid to Trust Managers who began their service on the Board in 2012 was prorated.

In addition, each non-employee Trust Manager who served as a committee chair in 2012 received an additional \$6,000 for all committees with exception to the Audit Committee, who received \$10,000. All non-employee Trust Manager committee members received an additional \$4,000 with exception of the Audit Committee members, who received \$5,000. Members of the Executive and Pricing Committees receive no additional compensation for their services. Committee compensation is also paid in quarterly installments.

The Board believes that this compensation program:

• ties the majority of the Trust Manager's compensation to shareholder interests because the value of the share awards fluctuate depending on stock price;

• is simple to understand and communicate; and

• is equitable based on work required of Trust Managers serving an entity of the Company's size and scope.

Table of ContentsTRUST MANAGER  
COMPENSATION

The following table provides compensation information for the period ended December 31, 2012 for each non-employee Trust Manager of our Board.

## Trust Manager Compensation Table

Name	Fees Earned or Paid in Cash (\$)	Share Awards (\$ (1))	Total (\$)
Shelaghmichael Brown <sup>(2)</sup>	\$17,000	\$67,431	\$84,431
James W. Crownover	40,000	90,516	130,516
Robert J. Cruikshank	39,000	90,516	129,516
Melvin A. Dow	30,000	90,516	120,516
Stephen A. Lasher	44,000	90,516	134,516
Thomas L. Ryan <sup>(2)</sup>	16,250	67,431	83,681
Douglas W. Schnitzer	39,000	90,516	129,516
C. Park Shaper	39,000	90,516	129,516
Marc J. Shapiro	40,000	90,516	130,516

(1) Restricted shares were valued at the closing price of our Common Shares on the date of grant on August 13, 2012 at \$27.19 per share.

(2) Shelaghmichael Brown and Thomas L. Ryan were appointed to the Board on August 7, 2012.

## GOVERNANCE

We are committed to the values of effective corporate governance and the highest ethical standards. The Board's governance policies, which include information regarding the Board's and its Trust Managers' responsibilities, Trust Manager qualifications and determination of Trust Manager independence and other guidelines, are available on the Company's website, [www.weingarten.com](http://www.weingarten.com), by clicking on the "Investor Relations," and then "Governance Documents." This section of the website makes available all of the Company's governance materials, including the charters for each significant Board committee, the Company's Codes of Conduct and Ethics and information about how to report concerns about the Company. Instructions on how to communicate with the Board are included in the "Question and Answers About Communications, Shareholder Proposals and Company Documents" section beginning on page 50. Our Board reviews our policies on an ongoing basis to ensure they sufficiently meet our needs.

## Board Leadership Structure

One of our Board's key responsibilities is to evaluate and determine the optimal leadership structure in which to provide independent oversight. While acknowledging that there is no single established guideline on board leadership structure and given the competitive and changing environment in which we operate, the proper board leadership structure may vary as circumstances warrant.

In making leadership structure determinations, the Board considers many factors, including the specific needs of the business and what is in the best interests of our shareholders. Since 2001, we have operated under a board leadership structure with separate roles for our Chief Executive Officer and Chairman of the Board ("Chairman") and strong, independent Trust Managers. The Board believes this structure provides a very well-functioning and effective balance between strong Company leadership and appropriate safeguards and oversight by the independent Trust Managers.

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## GOVERNANCE

## Board Leadership Structure

- Chairman of the Board: Stanford Alexander
- Chief Executive Officer: Andrew M. Alexander
- Active engagement by all Trust Managers, including eight independent Trust Managers

The Board believes that this is the optimal structure to guide the Company and maintain the focus required to achieve the business goals and grow shareholder value.

We believe it is the Chief Executive Officer's responsibility to run our Company and the Chairman's responsibility to run the Board. As Trust Managers continue to have more oversight responsibility, we believe it is beneficial to have a Chairman whose job is to lead the Board, as well as facilitating communication among Trust Managers and management and setting the Board's agendas in consultation with the Chief Executive Officer.

Importantly, all Trust Managers play an active role in overseeing the Company's business at both the Board and committee levels. The core responsibility of the Trust Managers is to exercise their business judgment to act in what they reasonably believe to be in the best interest of the Company and our shareholders. Our Board consists of a majority of independent Trust Managers who are currently serving or have served as members of senior management and/or directors of other companies. In these roles, the non-employee Trust Managers have been called upon to provide solutions to various complex issues and are expected to, and do, ask hard questions of management. This is one of the many reasons the non-employee Trust Managers are well-equipped to oversee the success of the business and provide advice and counsel to our Chief Executive Officer and our other executive officers.

Under our bylaws, regular meetings of the Board are held at such times as the Board may determine. Also, the non-employee Trust Managers meet in executive session at a minimum of two times a year, without the presence of management or employed Trust Managers. These meetings encourage free discussion among the non-employee Trust Managers and assure independent oversight of management. Furthermore, our Board committees, which oversee significant matters such as the integrity of our financial statements, the compensation of executive management, and the development and execution of corporate governance policies, are comprised solely of independent Trust Managers.

In addition, the Board has an annual self-assessment, which is overseen by the Governance and Nominating Committee, in which the Trust Managers consider whether the current leadership structure continues to be optimal for us and our shareholders. Therefore, our Board believes that, due to the number of independent, experienced Trust Managers on the Board and the roles that our independent and non-employee Trust Managers perform, our leadership structure provides effective corporate governance and independent oversight of both our Board and our executive officers. Our current leadership structure, when combined with our independent and non-employee Trust Managers' component of our Board and our overall corporate governance structure, creates a balance between strong and consistent leadership and independent oversight of our business.

## Board Meetings and Committees

In 2012, the Board held six meetings and committees of the Board held a total of 11 meetings. Overall attendance at such meetings was approximately 93%. Each Trust Manager attended 75% or more of the aggregate of all meetings of the Board and the committees on which he or she served during 2012 while the Trust Manager was a member of the Board or committee. All of our Trust Managers are strongly encouraged to attend our Annual Meeting. Our 2012 Annual Meeting was attended by all of our Trust Managers who were serving at the time.

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## GOVERNANCE

The Board has a Governance and Nominating Committee, an Audit Committee, a Management Development and Executive Compensation Committee ("Compensation Committee"), Executive Committee and Pricing Committee. Each Board committee other than the Executive Committee and the Pricing Committee has a written charter that sets forth the purposes, goals and responsibilities of the committee, which are available on Company's website, [www.weingarten.com](http://www.weingarten.com), by clicking on the "Investor Relations," and then "Governance Documents."

The following table summarizes the responsibilities of the committees.

Committee	Primary Responsibilities
Governance and Nominating	<p>The Governance and Nominating Committee, pursuant to a written charter, has the responsibility to: (1) oversee the nomination of individuals to the Board, including the identification of individuals qualified to become Trust Managers and the recommendation of such nominees; (2) develop and recommend to the Board a set of governance principles; (3) recommend Trust Manager compensation and benefits; and (4) oversee matters of governance to ensure that the Board is appropriately constituted and operated to meet its fiduciary obligations, including advising the Board on matters of Board organization, membership and function and committee structure and membership.</p>
Audit	<p>The Audit Committee, pursuant to a written charter, represents and assists the Board in fulfilling its oversight responsibility relating to the integrity of our financial statements and financial reporting processes, the systems of internal accounting and financial controls and the annual independent audit of our financial statements. The Audit Committee also oversees our compliance with legal and regulatory requirements and our ethics policies, our independent registered public accounting firm independence and qualifications and the performance of our internal audit functions and public accounting firm. The Audit Committee also oversees investigations into complaints concerning financial matters. The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties.</p>
Compensation	<p>The Compensation Committee, pursuant to a written charter, has overall responsibility for evaluating and approving compensation plans, policies and programs applicable to the executives officers of the Company. The Compensation Committee also provides general oversight for our compensation structure, including our equity compensation plans and benefit programs. The Compensation Committee has the sole authority to retain and terminate any compensation consultant, outside legal counsel or other compensation experts. Other specific duties and responsibilities of this committee include: reviewing the leadership development process; reviewing and approving objectives relative to executive officer compensation; and approving employment agreements for executive officers.</p>
Executive	<p>The Executive Committee has the authority to enter into transactions to acquire and dispose of real property, execute certain contracts and agreements, including but not limited to, borrowing money and entering into financial derivative contracts, leases (as landlord or tenant) and construction contracts valued up to \$100 million. The Executive Committee was established by the Board to approve these significant transactions.</p>
Pricing	<p>The Pricing Committee is authorized, upon prior approval of a securities transaction by the Board, to exercise all the powers of the Board in connection with the offering, issuance and sale of such securities.</p>



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## GOVERNANCE

The following table describes the current members of each of the committees and the number of meetings held during 2012.

Name	Governance and Nominating (1)	Audit (2)	Compensation (3)	Executive	Pricing
Andrew M. Alexander				Chair	Chair
Stanford Alexander				X	X
Shelaghmichael Brown * (4)	X		X		
James W. Crownover *	Chair		X		
Robert J. Cruikshank *		X	X	X	X
Melvin A. Dow				X	
Stephen A. Lasher *		Chair	X	X	X
Thomas L. Ryan * (4)		X			
Douglas W. Schnitzer *	X	X			
C. Park Shaper *	X	X			
Marc J. Shapiro *	X		Chair		X
Number of Meetings	3	4	4	0	0

## \*Independent Trust Manager

(1) Each member of the Governance and Nominating Committee meets the independence requirements of NYSE and our governance policies.

(2) Each member of the Audit Committee meets the independence requirements of NYSE, The Securities Exchange Act of 1934 and our governance policies. Each member of the Audit Committee is financially literate, knowledgeable and qualified to review financial statements. The Board has determined that Messrs. Cruikshank, Ryan and Shaper meet the definition of an Audit Committee financial expert promulgated by the SEC.

(3) Each member of the Compensation Committee meets the independence requirements of NYSE and our governance policies.

(4) Ms. Brown and Mr. Ryan were appointed to the respective committees effective August 2012.

The Board generally holds executive sessions of non-employee Trust Managers at the end of each Board meeting. In accordance with our governance policies, our independent Trust Managers will meet at least twice annually in executive session. The Chairman of the Governance and Nominating Committee, currently James W. Crownover, serves as Chairman during any executive session. During 2012, our non-employee Trust Managers met four times in executive session.

## Board Oversight of Risk

The Board is elected by the shareholders to oversee their interest in the long-term health and the overall success of our business and financial strength. In order to fulfill its responsibilities, the Board oversees the proper safeguarding of the Company's assets, the maintenance of appropriate financial and internal controls and our compliance with applicable laws and regulations and proper governance. Inherent in these responsibilities is the Board's understanding and oversight of the various risks facing us. The Board does not view risk in isolation. Risks are considered in virtually every business decision and as part of our business strategy. The Board recognizes that it is neither possible nor prudent to eliminate all risk. Indeed, purposeful and appropriate risk-taking is essential for us to remain competitive and achieve our goals.

## Oversight of Risk

- The Board oversees risk management.
- The Audit Committee, which meets regularly and reports back to the full Board, plays a significant role in carrying out the risk oversight function.
- Our management is charged with managing risk, through robust internal processes and strong internal controls.

Effective risk oversight is an important priority of the Board. The Board has implemented a risk governance framework designed to:

- understand critical risk in our business and strategy;
- allocate responsibilities for risk oversight among the full Board and its committees, primarily the Audit Committee;
- evaluate our risk management processes and whether they are functioning properly;
- facilitate open communication between management and Trust Managers; and
- foster an appropriate culture of integrity and risk awareness.

Although our Board is responsible for the oversight of our risk management, our Audit Committee is primarily responsible for overseeing the Company's risk management function on behalf of the Board. The Audit Committee receives regular updates from management regarding the Company's assessment of risks. In addition, the Audit Committee, which also considers our risk profile, reports regularly to the Board. The Audit Committee and the Board focus on the most significant risks facing the Company and the Company's general risk management strategy, and also ensure that risks undertaken by us are consistent with the Board's levels of risk tolerance.

Our Board is involved in risk oversight through direct decision-making authority with respect to significant matters and the oversight of management by our Board and its committees. In particular, our Board administers its risk oversight function through (1) the review and discussion of regular periodic reports made by management to our Board and its committees on topics relating to the risks that we face, including, among others, market conditions, tenant concentrations and credit worthiness, leasing activity and expirations, liquidity, compliance with debt covenants, management of debt maturities, access to debt and equity capital markets, existing and potential legal claims against us and various other legal, regulatory, accounting, and strategic matters relating to our business; (2) the required approval by our Board or a committee of significant transactions and other decisions, including, among others, acquisitions and dispositions of properties, originations and acquisitions of loans, new borrowings and the appointment and retention of our senior management; (3) the direct oversight of specific areas of our business by the Compensation, Audit and Governance and Nominating Committees; and (4) regular periodic reports from our auditors and other outside consultants regarding various areas of potential risk, including, among others, those relating to our qualification as a real estate investment trust ("REIT") for tax purposes and our internal controls over financial reporting. Our Board also relies on management to bring significant matters impacting our Company to its attention. While the Board oversees our overall risk management, management is responsible for day-to-day risk management processes. We believe this division of responsibilities is the most effective approach for addressing the risks facing us and that our Board leadership structure supports this approach.

Our Company regularly assesses risks related to our compensation programs, including our executive compensation programs, and does not believe that the risks arising from our compensation policies and practices are reasonably likely to have a material adverse effect on our Company. At the Compensation Committee's direction, the Compensation Committee's independent compensation consultant, FPL Associates L.P. ("FPL"), provides ongoing information to the Compensation Committee regarding compensation factors that could mitigate and/or discourage excessive risk taking.

### Codes of Business Conduct and Ethics

We are committed to building relationships based on integrity. Our Board has adopted codes of conduct and ethics as required by the listing standards of the NYSE that applies to all of our Trust Managers, executive officers and employees. The codes of conduct and ethics were designed to assist Trust Managers, our executive officers and our employees in complying with the law, in resolving moral and ethical issues that may arise and in complying with our policies and procedures. Among the areas addressed by the codes of conduct and ethics are compliance with applicable laws, conflicts of interest, use and protection of the Company's assets, confidentiality, public company reporting, accounting matters, records retention and fair dealing. These codes are available on the Company's website, [www.weingarten.com](http://www.weingarten.com), by clicking on the "Investor Relations," and then "Governance Documents."

### Whistleblowing and Whistleblower Protection

Our Audit Committee has established procedures for (1) the receipt, retention and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and (2) the confidential and anonymous submission by our employees of concerns regarding questionable accounting or auditing matters. Individuals may contact our Audit Committee to report complaints or concerns relating to our financial reporting by writing to the Chairman of our Audit Committee, described in the "Questions and Answers about Communications, Shareholder Proposals and Company Documents" section beginning on page 50. Also, reports can be made through the internet at [weingarten.alert.com](http://weingarten.alert.com) or by calling (866) 869-8382, a 24 hour hotline. Any such communications may be made anonymously.

### Hedging and Pledging

As of December 31, 2012, no Trust Manager or senior executive officer has hedged or pledged any Common Shares.

### Trade Associations and Lobbying

We pay member dues to two trade associations: the National Association of Real Estate Investment Trusts ("NAREIT") and the International Council of Shopping Centers ("ICSC"). Dues paid to NAREIT and ICSC are not used for political contributions, although NAREIT and ICSC may perform lobbying activities on behalf of their members.

We do not have specific corporate policies regarding lobbying activities. We evaluate our needs for such activity based upon the issues facing our business and the industry. Currently, we do not engage in any direct lobbying or grassroots lobbying activities and do not make direct political contributions.

### Independence of Trust Managers

Our governance policies provide that a majority of the Trust Managers serving on our Board must be independent as required by the listing standards of the NYSE and the applicable rules promulgated by the SEC.

The Board, through the Governance and Nominating Committee, annually reviews all relevant business relationships a Trust Manager or nominee for Trust Manager may have with the Company. Based on its annual review, our Board has determined that each of the following Trust Managers standing for re-election has no material relationship with us (either directly or as a partner, shareholder or officer of an organization that has a relationship with us) and is independent within the meaning of our Trust Manager independence standards, which reflect the NYSE Director Independence Standards, as currently in effect: Ms. Brown, and Messrs. Crownover, Cruikshank, Lasher, Ryan, Schnitzer, Shaper and Shapiro. The Board has determined that Messrs. A. Alexander and S. Alexander are not independent Trust Managers within the meaning of the NYSE Director Independence Standards because they are employees of the Company. Mr. Dow is considered independent under the NYSE Director Independence Standards; however, due to his working relationship with the Company, the Board has elected not to consider him an independent Trust Manager.

Furthermore, the Board has determined that each of the members of each of the Governance and Nominating, Audit and Compensation Committees has no material relationship with us (either directly or as a partner, shareholder or officer of an organization that has a relationship with us) and is independent within the meaning established by the NYSE. The Audit Committee members also satisfy the separate SEC independence requirement that provides that no member may accept directly or indirectly any consulting, advisory or other compensatory fees from the Company or any of its subsidiaries other than compensation for the services as a Trust Manager.

#### Certain Transactions

We review all relationships and transactions in which we and our significant shareholders, Trust Managers and executive officers or their respective immediate family members are participants to determine whether such persons have a direct or indirect material interest in a transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to us or a related party are appropriately disclosed. We also disclose transactions or categories of transactions we consider in determining that a Trust Manager is independent. In addition, our Audit and Governance and Nominating Committees review and, if appropriate from both a financial and governance perspective, approve or ratify any related party transaction that is required to be disclosed.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our Trust Managers and executive officers, and persons who own more than 10% of our outstanding Common Shares, to file reports of holdings and transactions in our securities with the SEC and the NYSE. Executive officers, Trust Managers and greater than 10% beneficial owners are required by applicable regulations to furnish us with copies of all Section 16(a) forms they file with the SEC. Based solely upon a review of the reports furnished to us with respect to fiscal 2012, we believe that all SEC filing requirements applicable to our Trust Managers, executive officers and 10% beneficial owners were satisfied and that the forms were filed timely.

SHARE OWNERSHIP OF BENEFICIAL OWNERS  
AND MANAGEMENTTable of Contents

## SHARE OWNERSHIP OF BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our Common Shares as of February 11, 2013. The number of Common Shares beneficially owned by each entity, person, Trust Manager or executive officer is determined under the rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has the sole or shared voting power or investment power and also any shares that the individual has a right to acquire as of April 12, 2013 (60 days after February 11, 2013) through the exercise of any share option or other right. Unless otherwise indicated, each person has sole voting and investment power (or shares such powers with his/her spouse) with respect to the Common Shares set forth in the following table.

Certain of the Common Shares listed below are deemed to be owned beneficially by more than one shareholder under SEC rules.

Name	Aggregate Number of Shares Beneficially Owned	Percent of Outstanding Shares	Additional Information
Trust Managers and Named Executive Officers:			
Andrew M. Alexander	3,085,760	2.5	% Includes 697,519 shares over which Messrs. S. Alexander and Dow have shared voting and investment power and 999,711 shares that Mr. A. Alexander may purchase upon the exercise of option awards that will be exercisable on or before April 12, 2013. Also includes 123,827 shares held by a charitable foundation, over which Mr. A. Alexander and his wife Julie have voting and investment power and 412,632 shares held in trust for the benefit of Mr. A. Alexander's children.
Stanford Alexander	5,648,882	4.6	% Includes 1,123,074 shares held by various trusts for the benefit of Mr. S. Alexander's children and 697,519 shares for which voting and investment power are shared with Messrs. A. Alexander and Dow. Also includes 503,323 shares that may be purchased by Mr. S. Alexander upon the exercise of option awards that are currently exercisable or that will become exercisable on or before April 12, 2013. Includes 761,366 shares held by a charitable foundation, over which Mr. S. Alexander and his wife Joan have voting and investment power.
Shelaghmichael Brown	3,332	*	
James W. Crownover	36,487	*	
Robert J. Cruikshank	24,227	*	
Melvin A. Dow	1,089,090	*	Includes 697,519 shares over which Messrs. Dow, S. Alexander and A. Alexander have shared voting and investment power.
Johnny L. Hendrix	325,172	*	Includes 194,621 shares that may be purchase upon the exercise of option awards that will be exercisable on or before April 12, 2013.
Stephen A. Lasher	550,811	*	

Includes 152,500 shares held in trust for the benefit of Mr. Lasher's children and grandchildren, and 70,875 shares held by a charitable foundation, over which Mr. Lasher has voting and investment power.

Includes 228,940 shares that may be purchased upon the exercise of option awards that will be exercisable on or before April 12, 2013.

Stephen C. Richter	406,886	*
Thomas L. Ryan	3,532	*
Douglas W. Schnitzer	1,445,107	1.2

Mr. Schnitzer owns 26,977 shares individually. With respect to the remaining shares beneficially owned, % Mr. Schnitzer shares voting and investment power with his mother, Joan Weingarten Schnitzer under trusts for Joan Weingarten Schnitzer.

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Name	Aggregate Number of Shares Beneficially Owned	Percent of Outstanding Shares	Additional Information
C. Park Shaper	24,795	*	
Marc J. Shapiro	96,085	*	Includes 14,000 shares held in trust for the benefit of Mr. Shapiro's children, over which Mr. Shapiro has voting and investment power.
All Trust Managers and executive officers as a group (13 persons) Five Percent Shareholders:	11,345,128	9.2	% Includes 1,926,595 shares that may be purchased upon the exercise of option awards that will be exercisable on or before April 12, 2013.
BlackRock, Inc. 40 East 52 <sup>nd</sup> Street New York, NY 10022	10,014,457	8.1	% Pursuant to information contained in Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on February 1, 2013. BlackRock, Inc. reported sole voting power and sole dispositive power with respect to 10,014,457 shares.
Cohen & Steers, Inc. 280 Park Avenue, 10 <sup>th</sup> Floor New York, NY 10017	10,267,200	8.3	% Pursuant to information contained in Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on February 14, 2013. Cohen & Steers, Inc., Cohen & Steers Capital Management, Inc. and Cohen and Steers Europe S.A. reported beneficial ownership of the shares shown in the table. Cohen & Steers, Inc. reported sole voting power with respect to 4,953,180 shares and sole dispositive power with respect to 10,267,200 shares; Cohen & Steers Capital Management, Inc. reported sole voting power with respect to 4,953,180 shares and sole dispositive power with respect to 10,225,181 shares; and Cohen & Steers Europe S.A. reported sole dispositive power with respect to 42,019 shares. The reported address of Cohen & Steers Europe S.A. is Chaussee de la Hulpe 116, 1170 Brussels, Belgium.
Daiwa Asset Management Co, Ltd. GranTokyo North Tower 9-1 Marunouchi 1-chome, Chiyoda-ku Tokyo, Japan 100-6753	6,329,507	5.1	% Pursuant to information contained in a Schedule 13G filed by or on behalf of the beneficial owners with the SEC on January 24, 2013. Daiwa Asset Management Co. Ltd. reported sole voting power with respect to 6,329,507 shares, sole dispositive power with respect to 3,300 shares and shared dispositive power of 6,326,207 shares.
The Vanguard Group, Inc.- 23-1945930 100 Vanguard Blvd. Malvern, PA 19355	13,778,083	11.2	% Pursuant to information contained in a Schedule 13G/A filed by or on behalf of the beneficial owners with the SEC on February 11, 2013. The Vanguard Group, Inc. 23-1945930 reported sole voting power with respect to 249,582 shares, shared voting power with respect to 86,500 shares, sole dispositive power with respect to 13,587,901 shares and shared

Vanguard Specialized Funds–  
 Vanguard REIT Index Fund–  
 23-2834924  
 100 Vanguard Blvd.  
 Malvern, PA 19355

7,625,624 6.2

%

dispositive power with respect to 190,182 shares.  
 Pursuant to information contained in Schedule 13G/A  
 filed by or on behalf of the beneficial owners with the  
 SEC on February 14, 2013. The Vanguard Specialized  
 Funds-Vanguard REIT Index Fund 23-2834924  
 reported sole voting power with respect to 7,625,624  
 shares.

\* Beneficial ownership of less than 1% of the class is omitted.

We are pleased to report that management, associates, Trust Managers and their extended families own, in the aggregate, approximately 12% of our outstanding Common Shares as of February 11, 2013, including any option awards that will be exercisable on or before April 12, 2013.



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## COMPENSATION DISCUSSION AND ANALYSIS

## Overview

The Compensation Committee of the Board (for purposes of this analysis, the “Committee”), which is composed entirely of independent Trust Managers, has the responsibility for determining the compensation of our executive officers and administering our compensation programs and for establishing, implementing and continually monitoring adherence with our compensation philosophy. The Committee ensures that the total compensation paid to our executive leadership team is fair, reasonable and competitive. This section of the proxy statement explains how our executive compensation programs are designed and operated with respect to the individuals who served as our "named executive officers" for 2012, who were:

Name	Title
Andrew M. Alexander	President and Chief Executive Officer
Stanford Alexander	Chairman of the Board
Johnny L. Hendrix	Executive Vice President/Chief Operating Officer
Stephen C. Richter	Executive Vice President/Chief Financial Officer

When we use the term “our top two executives,” we are referring to our President and Chief Executive Officer and our Chairman. On January 22, 2013 and February 4, 2013, the Committee met to determine compensation and both bonus and share awards based on 2012 performance.

Our Committee's compensation policy is intended to focus our named executive officers on achieving key financial and business objectives by linking a significant percentage of their pay to our performance relative to key measures used by shareholders to assess our value and our share price. In order to implement this pay-for-performance objective, performance-based compensation (annual bonuses and long-term equity incentives) constitutes a significant portion of our named executive officers' compensation for fiscal 2012.

The Company's operating results for the 2012 fiscal year have significantly improved over the results for 2011, including:

- Retail occupancy rates increased from 93.0% in 2011 to 93.7% in 2012;
- Same property net operating income growth increased by 4.2%;
- FFO per diluted share increased to \$1.83 in 2012 from \$1.44 in 2011;
- Dispositions totaled \$706.3 million, including the sale of our industrial portfolio; and
- Acquisitions of high-quality properties in our target markets totaled \$232.3 million.

We accomplished these results by selling our industrial real estate assets and focusing on our quality core assets and acquisitions that will provide growth for our portfolio. Our compensation performance goals are based on our business planning process and short-term growth goals. Overall, the Company achieved 126.7% of its performance goals for 2012. Accordingly, the Committee awarded 125% of the Company performance portion of the annual bonus to each of our named executive officers.

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## Compensation Objectives and Philosophy

The Committee believes that the most effective executive compensation program is one that is designed to reward the achievement of specific annual, long-term and strategic goals, and one that is designed to align executives' interests with those of the shareholders by rewarding performance above established goals, with the ultimate objective of improving shareholder value. The Committee evaluates both performance and compensation to ensure that we maintain our ability to attract and retain superior employees in key positions and that compensation provided to key employees remains competitive relative to the compensation paid to similarly situated executives of our peer companies. To that end, the Committee believes executive compensation packages provided by us to our executives, including the named executive officers, should include both cash and share-based compensation that reward performance as measured against established goals. At our 2012 Annual Meeting, we asked our shareholders to vote, on an advisory resolution regarding the compensation of our named executive officers. At this meeting, 97% of the votes cast supported the compensation of our named executive officers for fiscal 2011. The Committee decided to continue the same compensation policies as it had in effect during 2011.

## Executive Compensation Decision Making Process

The Committee makes all compensation decisions for our top two executives. Our Chief Executive Officer annually reviews the performance of our Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer. The conclusions reached and recommendations based on these reviews, including salary adjustments, annual bonus and equity award amounts, are presented to the Committee. The Committee can exercise its discretion in modifying any recommended adjustment or award.

The Committee has retained FPL, an outside compensation firm, to assist it in considering compensation for our named executive officers. FPL performed its work at the direction and under the supervision of the Committee, and it provides the Committee with advice, research and analytical services on subjects such as trends in executive compensation, executive compensation levels and compensation program design. The Committee has reviewed its work with FPL and believes that such work raises no conflicts of interest. The Committee also reviews compensation data published by NAREIT.

The Committee uses the following principles to guide it in determining our named executive officer compensation program:

- reinforce a culture of integrity to support sustainable business growth;
- align management's interests with the long-term interests of shareholders;
- attract and retain top talent;
- assess and appropriately manage compensation risk in the context of our business strategies;
- provide compensation on the basis of performance that supports key financial and strategic business outcomes; and
- limit perquisites and other non-performance-based entitlements.

The Committee regularly reviews our named executive officer compensation policies and practices to ensure that the program continues to meet its overall objectives.

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## Determining Executive Compensation

## Elements of Compensation

We provide the following compensation and benefit components to our executive officers, including our named executive officers, to effect our objectives as described above. Our philosophy and practices will continue to evolve over time in response to changes in market conditions, legal requirements and/or other objective and subjective considerations. The following table provides additional information regarding how the elements of our compensation program are designed to achieve our objectives.

Element	Objectives Achieved	Purpose	Competitive Position <sup>(1)</sup>
Base Salary	<ul style="list-style-type: none"> <li>• Performance-Based Pay</li> <li>• Retention</li> </ul>	Provide fixed annual cash income based on: <ul style="list-style-type: none"> <li>• Level of responsibility, performance and experience</li> <li>• Comparison to market pay information</li> </ul> Motivate and reward achievement of the following annual performance goals:	<ul style="list-style-type: none"> <li>• CEO is in-line with the retail peer group median as his base salary represents 90% of the retail peer group median.</li> </ul>
Annual Cash Bonus	<ul style="list-style-type: none"> <li>• Performance-Based Pay</li> <li>• Retention</li> </ul>	<ul style="list-style-type: none"> <li>• Recurring FFO Per Share</li> <li>• New Development Net Operating Income ("NOI")</li> <li>• Non-Core Dispositions</li> <li>• Acquisitions</li> <li>• Overhead Expense Reduction</li> </ul> Provide an incentive to deliver shareholder value and to achieve our long-term objectives, through awards of:	<ul style="list-style-type: none"> <li>• CEO is in-line with the retail peer group median as his annual cash bonus of 125% of target represents 97% of the retail peer group median cash compensation other than base salary.</li> </ul>
Long-Term Equity	<ul style="list-style-type: none"> <li>• Performance-Based Pay</li> <li>• Retention</li> <li>• Emphasis on Long-Term Success</li> <li>• Shareholder Alignment</li> </ul>	<ul style="list-style-type: none"> <li>• Service-Based Shares</li> <li>• Market-Based Shares</li> </ul> Provide competitive retirement plan benefits through pension plans, 401(k) plan and other defined contribution plans	<ul style="list-style-type: none"> <li>• CEO is below the retail peer group median as his total long-term equity incentives represent 85% of the retail peer group median.</li> </ul>
Retirement Benefits	<ul style="list-style-type: none"> <li>• Retention</li> </ul>		<ul style="list-style-type: none"> <li>• No data has been obtained to determine comparability.</li> </ul>

<sup>(1)</sup> 2012 actuals compared to the retail peer group 2011 performance year median. Our retail peer group is listed under (1) "- - Use of Data."

## Use of Data

The Committee believes that data plays an important role in the design and implementation of optimal compensation programs. The Committee and FPL consider a number of types of internal and external data in making both individual and plan-level compensation decisions. In each section of this report dealing with an individual element of compensation, data relevant to that element is discussed. Peer group data plays an important role in our compensation decision making, enabling the Committee to evaluate whether the Company's compensation policies are aligned with Company performance and providing the Committee a market check of its compensation program design and features. On January 9, 2013, FPL provided the Committee with relevant market data to consider in making compensation decisions for our top two executives.

To ensure that our executive compensation programs are reasonable and competitive in the marketplace, we compare our compensation programs to the compensation programs of our retail peer group. We selected REITs and real estate companies that focus on a comparable asset class of properties.

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As of January 9, 2013, the date of FPL's report to the Committee, the following REITs and real estate companies comprised our retail peer group:

CBL & Associates Properties, Inc.	Macerich Company
Developers Diversified Realty Corporation	Pennsylvania Real Estate Investment Trust
Equity One, Inc.	Ramco-Gershenson Properties Trust
Federal Realty Investment Trust	Regency Centers Corporation
Glimcher Realty Trust	Tanger Factory Outlet Centers, Inc.
Kimco Realty Corporation	Taubman Centers, Inc.

The retail peer group is the same as the retail peer group used by us in 2011. The information provided from the various REITs and real estate companies was based on 2012 (2011 performance year) proxy compensation data. The peer group is developed without consideration being given to the individual company's compensation policies, and no company has been included or excluded from our peer group because it is known to pay above-average or below-average compensation. The Committee believes that this peer group of companies represents REITs and real estate companies with the same general business objectives as ours and, as a result, represents companies against which we will need to compete with to attract and retain executive talent.

As of December 31, 2012, the retail peer group had total capitalization ranging from approximately \$1.3 billion to \$13.5 billion, with a median of approximately \$7.7 billion. Our total capitalization at that time was approximately \$6.2 billion.

The most prevalent performance metric applied to public real estate companies is total shareholder return ("TSR"). TSR is defined as the change in share price plus dividends for the relevant period. We compared our TSR to those of our retail peer group. Our TSR, as well as the median TSR for our peer group one, three and five year periods ended December 31, 2012 are as follows:

TSR Measure	Weingarten	Retail Peer Group Median
One-year	28.2%	29.6%
Three-year	55.5%	80.6%
Five-year	17.2%	14.2%

Use of Judgment

The Committee believes that the application of its collective experiences and judgment is as important to excellence in compensation as the use of data and formulae, and the Company's compensation policies and practices as described herein reflect this belief. Market data provides an important tool for analysis and decision-making. However, the Committee believes that over-reliance on data can give a false illusion of precision. Consequently, the Committee also gives consideration and emphasis to an individual's personal contributions to the organization, as well as his skill sets, qualifications and experience. We also value and seek to reward performance that develops talent within the Company, embraces the sense of urgency that distinguishes the Company and demonstrates the qualities of imagination and drive that enables a Company executive to resolve longer-term challenges, or important new issues. These and similar qualities and attributes are not easily correlated to typical compensation data, but also deserve and are given consideration and weight in reaching compensation decisions.

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## Total Compensation

In setting compensation for our executive officers, including our Chief Executive Officer and our Chairman, the Committee focuses on total annual compensation. For this purpose, total annual compensation consists of base salary, cash bonus at target levels of performance and long-term equity incentive compensation. In setting the total annual compensation of our named executive officers, the Committee evaluates both market data provided by FPL and NAREIT, plus information on the performance of each named executive officer for the prior year. The Committee uses market data as a framework in determining compensation for our named executive officers. In addition, the Committee also reviews this information to benchmark compensation with similar companies in order to determine that compensation is within market standards. Because the FPL report was prepared specifically for the Company, the Committee placed the greatest weight on the FPL report. In order to remain competitive in the marketplace for executive talent, the target levels for the total annual compensation of our named executive officers, including our Chief Executive Officer, are compared to the median of the retail peer group comparisons described above. FPL determined that our top two named executive officers were paid below the median total annual compensation of the executives of our retail peer group. In order to reinforce a “pay-for-performance” culture, targets for individual executive officers may be set above or below the median depending on the individual’s performance in prior years. The Committee believes that comparing target levels to the median for our peer group, permitting adjustments to targets based on past performance, and providing incentive compensation if they perform well, is consistent with the objectives of our compensation policies described above. In particular, the Committee believes that this approach enables us to attract and retain skilled and talented executives to guide and lead our business and supports a “pay-for-performance” culture.

## Annual Cash Compensation

In order to remain competitive with our peer groups, we pay our named executive officers commensurate with their experience and responsibilities. Cash compensation is divided between base salary and annual bonus.

## Base Salary

Each of our named executive officers receives a base salary to compensate him for services performed during the year. The base salary of our Chief Executive Officer and our Chairman is established annually by the Committee. When determining the base salary for our top two executives, the Committee considers the market levels of similar positions at the peer group companies, through the data provided to them by FPL and the industry data provided by NAREIT, the performance of the named executive officers and the experience of the named executive officers in their positions. In addition, the base salaries of the Executive Vice President/Chief Financial Officer and the Executive Vice President/Chief Operating Officer, are approved annually by the Committee based on the recommendation of the Chief Executive Officer. When determining base salary for each of these named executive officers, the Chief Executive Officer considers the data described below and his experience and judgment with respect to the Company’s and the industry’s performance. Our named executive officers are eligible for annual increases in their base salaries as a result of individual performance, their salaries relative to market levels of our peer group and any added responsibility since the last salary increase.

Although the Company outperformed its goals, the Committee decided that the top two executives’ base salaries were in-line with our retail peer group, and, therefore, no increase in base salary was granted to our top two executives. Our Chief Executive Officer’s annual base salary is \$700,000. The median base salary of a chief executive officer in our retail peer group was \$775,000 for 2011. Our Chairman’s annual salary is \$675,000. The median base salary of an executive chairman of the board in our retail peer group was \$568,000 for 2011. The base salary for our top two executives has remained the same for the past seven years.



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Based on the Company's performance in 2012, a review of salary survey information and the performance of the individual named executive officers, the Chief Executive Officer recommended to the Committee that both the Executive Vice President/Chief Financial Officer's and the Executive Vice President/Chief Operating Officer's base salaries be increased for fiscal 2013 to \$510,000 (an increase of \$10,000 over fiscal 2012 effective as of March 1, 2013). The median base salary for a chief financial officer based upon responses received by the NAREIT retail sector was \$400,000 and \$425,000 for a chief operating officer for 2011. The Committee agreed with the recommendation and approved the raises.

**Annual Bonus**

The Committee's practice is to provide a significant portion of each named executive officer's compensation in the form of an annual cash bonus. These annual bonuses are, for our top two executives, based 100% upon Company-wide performance objectives. Our Chief Executive Officer has a target bonus equal to 100% of his base salary and our Chairman has a target bonus equal to 70% of his base salary, each is subject to an increase or decrease based on the performance of the Company. This practice is consistent with our compensation objective of supporting a performance-based environment. Each year, the Committee sets forth for the named executive officers, a target bonus that may be awarded to those officers if the goals are achieved, which is based on a percentage of base salary. For 2012, the Committee established the following Company level goals:

Goal	% of Company Goal	% Attained	Company Portion of Bonus	
Recurring FFO per Share	40.0	% 110.0	% 44.0	%
New Development NOI	5.0	% 104.6	% 5.2	%
Acquisitions	20.0	% 156.8	% 31.4	%
Dispositions	25.0	% 138.5	% 34.6	%
Overhead Expense Reduction	10.0	% 114.8	% 11.5	%
Total Company Bonus Percentage			126.7	%
Adjusted Company Bonus Percentage			125.0	%

For our top two executives, 2012 performance was measured solely against our Company-wide objectives. For the other two named executive officers, 2012 performance was measured based 50% on Company-wide performance and 50% on the achievement of goals for which the executive was responsible, which goals are described below. The Committee makes an annual determination as to the appropriate weighting between Company-wide and executive specific goals based on its assessment of the appropriate balance necessary to achieve the Committee's compensation objectives.

Based on the bonus award of 125%, our Chief Executive Officer received annual cash bonus compensation of \$875,000 (instead of a target bonus of \$700,000), bringing his total cash compensation to \$1,575,000. The median total cash compensation for a chief executive officer of our retail peer group was \$1,679,000 for 2011. In addition, based on this bonus award, our Chairman received annual cash bonus compensation of \$590,600 (instead of a target bonus of \$472,500), bringing his total cash compensation to \$1,265,600. The median total cash compensation for an executive chairman of the board in our retail group is \$1,080,500 for 2011.

The Executive Vice President/Chief Financial Officer's individual goals included the achievement of improved reporting for internal use by management and external use by investors and analysts, efficiencies in staffing, maintaining good relationships in the investor and analyst communities, completion of the implementation of enhanced information technology and improvement of associate morale.

The Executive Vice President/Chief Operating Officer's individual goals included achievement of property disposition goals, net operating income goals, maintenance of occupancy levels, increased temporary rental income, management of rent reductions and improvement of associate morale.





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Our Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer were eligible to receive bonuses equal to 60% of their effective base salaries. Their bonuses were based 50% on Company-wide performance and 50% on individual performance. As discussed above, the Committee determined that the Company-wide performance level was 125%. Based on the assessment of the Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer against their executive specific personal goals, the Committee rated the performance of such officers at 125% of the individual targets for fiscal 2012. Individual goals are not ranked in order of importance or assigned individual values with respect to the bonus amount. The determination of achievement of goals is subjective. As a result, our Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer each received bonuses equaling 125% of their total eligible bonus. For 2012, our Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer each received a cash bonus of \$375,000 (instead of a target bonus of \$300,000) which was paid in 2013. For the purposes of disclosure in the "Summary Compensation Table" on page 36, the annual bonus is classified as non-equity incentive compensation because the payments are intended as an incentive for performance to occur during the year in which the described performance targets that must be met for the bonus to be paid are communicated to the executive in advance and the outcome is substantially uncertain when the target is set.

#### Long-Term Equity Incentive Compensation

The Committee strongly believes that using equity awards with multi-year performance and vesting periods for incentive awards to our named executive officers reinforces the alignment of the interests of executives with those of shareholders. We maintain our long-term incentive plan for the purpose of granting various types of equity awards and to provide incentives for management to increase shareholder value over an extended period. In addition, the multi-year nature of the performance and vesting periods encourages executives to remain with the Company. For 2012, the Committee determined to grant long-term equity compensation solely in the form of share awards under our Amended and Restated 2010 Long-Term Incentive Plan. The Committee has the discretion to determine eligible participants, the types of awards and the terms and conditions of awards. Award opportunities under the long-term incentive plan are consistent with our performance-based pay philosophy because they provide above-median award opportunities for achievement of the Company's high performance expectations. The Company's long-term incentive provides two different share-based awards in order to promote share ownership among the participants and to emphasize the importance of total shareholder return. Service-based and market-based share award opportunities are awarded subject to the achievement of select performance goals as described below. All share awards are awarded subject to the participant's ongoing employment with us.

The share awards are subject to a three-year cliff vesting basis, of which 50% of the share award is service-based and vests upon the third anniversary of the grant date and 50% is market-based and vests based upon the performance metrics at the end of a three-year period as described below. We use a three-year performance period in order to tie incentive compensation to long-term results. Share awards are outstanding during the period at the target numbers. Following the end of the period, performance goals are compared to actual results, share awards are adjusted based on actual performance to the peer group (see tables below), and the resulting adjusted number of shares vest. Dividends will be paid during the service and performance periods based on the target number of shares awarded, but will be subject to the same three-year cliff vesting as the service-based and market-based shares. All dividends paid during the service and performance periods must be reinvested in additional shares. The number of shares accumulated from the reinvestment of the dividends will also be adjusted based on the same service and performance criteria as the original shares and will vest as the underlying share award vests.

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Share awards were granted on February 8, 2013. With respect to our named executive officers, the Committee made the decision to award our Chief Executive Officer 66,914 shares and each of our Executive Vice President/Chief Financial Officer and Executive Vice President/Chief Operating Officer 18,587 shares. Of the total shares awarded, 50% of the share awards will be service-based and 50% are market-based. Market-based awards for our named executive officers described in the preceding sentence will be based 50% on the Company's three-year relative TSR as compared to the FTSE NAREIT U.S. Shopping Center Index. The other 50% is tied to the Company's three-year absolute TSR. The use of TSR relative to the FTSE NAREIT U.S. Shopping Center Index is a direct measure of how the executives performed in the shopping center sector over an extended period of time. Additionally, the three-year absolute TSR is a direct measure of how the executives performed for the shareholders over an extended period of time.

The performance goals, outlined below, were communicated in terms of three-year aggregate performance and the range of performance recognized from minimum to exceptional.

The following tables show the performance criteria for TSR return for market-based share awards for the three-year performance period of 2013 through 2015. TSR considers common share price growth as well as dividends.

## 2013-2015 Performance Criteria for TSR (relative to FTSE NAREIT U.S. Shopping Center Index) Table

WRI Three-Year Performance vs. Index <sup>(1)</sup>	Performance Level	Multiple of Target	% of Opportunity Earned
+1,000 bps	Exceptional	2.0	200%
+500 bps	High	1.5	150%
0 bps	Target	1.0	100%
-500 bps	Threshold	0.5	50%
-1,000 bps	Minimum	—	—%

(1)Bps means basis points.

## 2013-2015 Performance Criteria for TSR (Absolute TSR) Table

Weingarten TSR Growth	Performance Level	Multiple of Target	% of Opportunity Earned
15%	Exceptional	2.0	200%
10%	High	1.5	150%
8%	Target	1.0	100%
4%	Threshold	0.5	50%
< 4%	Minimum	—	—%

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The aggregate fair value of the long-term incentive awards granted in 2013 for 2012 performance to our Chief Executive Officer is \$1,800,000 (66,914 Common Shares) and each of the Executive Vice President/Chief Financial Officer and the Executive Vice President/Chief Operating Officer is \$500,000 (18,587 Common Shares). In accordance with the approved plan, share awards were valued at the average of the closing share price for the 10-day trading period ending on December 31, 2012. The value we use for this purpose will be different than the value we use for financial statement reporting purposes. The median value of the long-term incentive awards granted for 2011 to a chief executive officer in our retail peer group was \$2,120,000. The median value of long-term incentive awards granted to a chief financial officer and a chief operating officer for the NAREIT retail sector was \$399,996 and \$344,016, respectively. The share awards granted in 2013 have not been disclosed in the "Summary Compensation Table" on page 36 or in the "Grants of Plan-Based Awards Table" on page 37 as those tables represent share awards granted during the respective fiscal years.

## Additional Compensation Information

## Retirement Benefits

We maintain two funded, tax-qualified, non-contributory defined benefit pension plans that cover certain employees, including our named executive officers. We also maintain a supplemental pension plan that provides additional retirement benefits to Company executive officers. Effective for 2012, the supplemental pension plan is a non-qualified, defined contribution plan, where previously it was an unfunded and non-qualified defined benefit plan. The benefits payable to our named executive officers under our pension plans and supplemental plan depend on years of service under the particular plan and highest monthly average earnings in five consecutive years, during the last 10 years of employment. For a more detailed explanation of our pension plans, and the present value of the accumulated benefits of our named executive officers, see "Pension Benefits Table" on page 40.

The Committee believes that these pension plans are important parts of our compensation program. These plans assist us in retaining our senior executives. Additionally, these plans encourage retention because an executive's retirement benefits increase each year employment continues.

## Change in Control Agreements

We have entered into severance and change in control agreements with our Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer, which provide severance payments under specified conditions following a change in control. Benefits under those agreements are described below under "Severance and Change In Control Arrangements" on page 42. We believe these agreements help us to retain executives who are essential to our long-term success. We have not entered into any such agreements with our Chief Executive Officer or Chairman.

## Other Compensation

We provide the named executive officers with other compensation including perquisites and other personal benefits that the Committee believes are reasonable and consistent with our overall compensation program to better enable us to attract and retain superior employees for key positions. The Committee periodically reviews the levels of other compensation including perquisites and other personal benefits provided to the named executive officers.

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The named executive officers receive vehicle allowances and related reimbursements and reimbursement of certain medical expenses. Our Executive Vice President/Chief Financial Officer and our Executive Vice President/Chief Operating Officer are also provided tax planning services. We also maintain other executive benefits that we consider necessary in order to offer fully competitive opportunities to our executive officers. These include 401(k) retirement savings plans and employee stock purchase programs. Executive officers are also eligible to participate in all of our employee benefit plans, such as medical, dental, group life, disability and accidental death and dismemberment insurance, in each case on the same basis as other employees. We provide no tax gross-ups on any perquisites. Further discussion on the value of the perquisites given to our named executive officers is set forth in the “Summary Compensation Table” on page 36.

Clawback of Compensation

We have a clawback policy applicable to our named executive officers and associates that provides that in the event of fraud or a material restatement of our financial statements (other than in connection with a change in accounting policy), the facts and circumstances that led to the fraud and/or the requirement for the restatement will be reviewed and appropriate action will be taken. A determination will be made as to whether any executive officer received compensation based on the original financial statements because it appeared he or she achieved financial performance targets that in fact were not achieved based on the restatement. This determination will be made by the Board in the case of our named executive officers and by our Chief Executive Officer in the case of all other executive officers and associates. Any clawback decision made by the Chief Executive Officer must be approved by the Committee. The Board or the Chief Executive Officer, as appropriate, will also consider the accountability of any executive officer whose acts or omissions were responsible in whole or in part for the events that led to the restatement and whether such actions or omissions constituted misconduct. The action that the Board (with respect to named executive officers) or the Chief Executive Officer (with respect to all other executive officers and associates) could elect to take against a particular executive officer, depending on all facts and circumstances as determined during their review, include:

- canceling some or all of the executive officer’s unvested share awards and outstanding option awards;
- adjusting the executive officer’s future compensation; or
- terminating the executive officer or associate or initiating legal action against the executive officer or associate, as the Board or the Chief Executive Officer (subject to Committee approval), as applicable, determines to be in our best interests.

All clawbacks under this policy apply only to unvested equity compensation.

Share Ownership

We have guidelines governing share ownership by our named executive officers whereby they are required to own and hold shares of the Company with a value between three and five times their base salary while retained by the Company. As of December 31, 2012, our named executive officers exceeded these guidelines as follows:

Name	Required Ownership	Required Ownership as a Multiple of Base Pay	Actual Ownership	Actual as a Multiple of Base Pay
Andrew M. Alexander	\$3,500,000	5x	\$21,018,653	30x
Stanford Alexander	3,375,000	5x	62,166,579	92x
Johnny L. Hendrix	1,500,000	3x	2,997,250	6x
Stephen C. Richter	1,500,000	3x	4,206,745	8x

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Compensation Risk

The Committee considers the likelihood of any potential material risks that may be created by our executive compensation program. Because performance-based incentives play a large role in our executive compensation program, it is important to ensure that these incentives do not result in our named executive officers taking actions that may conflict with our long-term interests. Upon review, the Committee has determined that our compensation programs are designed and administered with the appropriate balance of risk and reward in relation to our overall business strategy and do not encourage executives to take unnecessary or excessive risks. The Committee considers the following attributes of the program:

- the balance between short-term and long-term incentives;
- consideration of qualitative and quantitative performance factors in determining compensation payouts, including performance thresholds, funding that is based on actual results measured against pre-approved financial and operational goals and metrics that are clearly defined in all plans;
- the use of different types of equity incentive awards that provide a balance of incentives;
- incentive compensation with a considerable equity component where value is realized through long-term appreciation of shareholder value; and
- equity incentive compensation that vests over an extended period.

The Committee focuses primarily on the compensation of our named executive officers because risk-related decisions depend predominantly on their judgment. The Committee believes that risks arising from our policies and practices for compensation of all other employees are not reasonably likely to have a material adverse effect on our financial results.

Tax and Accounting Implications

Deductibility of Executive Compensation

Section 162(m) of the Internal Revenue Code limits the deductibility on our tax return of non-performance based compensation over \$1 million to any of our named executive officers. It is the Committee's responsibility to address issues raised by Section 162(m) in connection with compensation paid to executive officers. The Committee has adopted a performance-based plan not subject to this limitation, under which compensation may be paid following shareholder approval of performance goals pre-established by the Committee. To the extent that an executive's compensation does not qualify for deduction under Section 162(m), a larger portion of the REIT distributions made by the Company to its shareholders may be subject to federal income taxation as dividend income rather than as a return of capital. The Committee will continue to monitor the tax implications under Section 162(m) of its compensation programs and will take action it deems appropriate.

COMPENSATION COMMITTEE REPORT

The Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Committee recommended to the Board that the above Compensation Discussion and Analysis be included in this proxy statement and incorporated by reference in our Annual Report on Form 10-K for the year ended December 31, 2012.

Respectfully Submitted,

Management Development and Executive Compensation Committee

Marc J. Shapiro, 2012 Chairman

Shelaghmichael Brown

James W. Crownover

Robert J. Cruikshank

Stephen A. Lasher



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## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

During fiscal 2012, five of our independent Trust Managers served on the Compensation Committee. The Compensation Committee members for 2012 were Ms. Brown and Messrs. Crownover, Cruikshank, Lasher and Shapiro. No member of the Compensation Committee has any interlocking relationship with any other company that requires disclosure under this heading.

## EXECUTIVE COMPENSATION

The following tables, narrative and footnotes discuss the compensation of the Chief Executive Officer, the Chairman, the Executive Vice President/Chief Operating Officer and the Executive Vice President/Chief Financial Officer during 2012, who are referred to as the named executive officers.

## Summary Compensation Table

The following table summarizes the compensation for the individuals listed below for all services rendered to the Company and its subsidiaries for the three-year period ended December 31, 2012. The components of total compensation are described below and in more detail in the tables following.

Name/Title	Year	Salary (\$)	Share Awards (1) (\$)	Option Awards (2) (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non- Qualified Deferred Compensation Earnings (3) (\$)	All Other Compensation (4)	Compensation Total (\$)
Andrew M. Alexander President/Chief Executive Officer	2012	\$700,000	\$1,661,577	\$—	\$875,000	\$753,614	\$31,771	\$4,021,962
	2011	700,000	644,514	742,859	595,000	1,175,619	26,142	3,884,134
	2010	700,000	657,174	775,992	650,000	1,009,245	30,329	3,822,740
Stanford Alexander Chairman	2012	675,000	593,408	—	590,600	146,377	31,300	2,036,685
	2011	675,000	322,257	371,427	401,600	221,890	16,223	2,008,397
	2010	675,000	328,587	387,996	450,000	139,336	13,306	1,994,225
Johnny L. Hendrix Executive Vice President/Chief Operating Officer	2012	494,167	474,731	—	375,000	255,811	23,627	1,623,336
	2011	462,500	167,318	192,859	226,700	388,612	23,387	1,461,376
	2010	444,500	158,217	186,833	225,000	330,797	16,163	1,361,510
Stephen C. Richter Executive Vice President/Chief Financial Officer	2012	496,667	474,731	—	375,000	334,207	22,170	1,702,775
	2011	477,500	172,891	199,288	222,000	541,833	22,189	1,635,701
	2010	460,750	165,623	195,581	232,500	432,928	21,356	1,508,738



The value of the share awards reflects the fair market value of each award on the date of grant. See Notes 1 and 18 of the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 regarding assumptions underlying the valuation of these awards. The share awards issued in 2012 reflect both service-based and market-based awards. For the market-based awards, if the minimum market-based measure is not met, no award will be earned. If at least the minimum market-based measure is attained, awards can range from 50% of the target number of shares up to 200% of the of the target number of shares. The amounts in the table for market-based awards reflect the value at the target level (100%). The maximum possible value of the 2012 market-based awards on the grant date is as follows: \$1,730,010 for Mr. A. Alexander, \$617,822 for Mr. S. Alexander and \$494,258 for both Messrs. Hendrix and Richter. See the Grants of Plan-Based Awards Table for further information.

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- (2) No option awards were issued in 2012. The value of previously issued option awards reflects the fair market value of each award on the date of grant.  
Amounts reported are comprised entirely of changes between beginning of the year balances and end of the year actuarially determined present value of the accumulated balances for our defined pension plans and supplemental
- (3) retirement plan. The aggregate increase in pension value for each named executive is due to actuarial changes in years of service, compensation changes and interest earned on the account balance. See the Pension Benefits table for further information.
- (4) All Other Compensation includes perquisite amounts paid on behalf of each named executive for personal usage of a Company provided vehicle, reimbursement for medical expenses paid by the executive and personal tax services.

Grants of Plan-Based Awards Table

The following table provides information concerning grants of plan-based awards to our named executive officers during fiscal 2012.