2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2012

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number 1-815

E. I. DU PONT DE NEMOURS AND COMPANY

(Exact name of registrant as specified in its charter)

DELAWARE	**51-0014090**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

1007 Market Street
Wilmington, Delaware 19898
(Address of principal executive offices)
Registrant's telephone number, including area code: 302-774-1000
Securities registered pursuant to Section 12(b) of the Act
(Each class is registered on the New York Stock Exchange, Inc.):
Title of Each Class

Common Stock ($.30 par value)
Preferred Stock
(without par value-cumulative)
$4.50 Series
$3.50 Series

No securities are registered pursuant to Section 12(g) of the Act.

Indicate by check mark whether the registrant is a well-known seasoned issuer (as defined in Rule 405 of the Securities Act).
Yes ☒ **No** ☐

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ **No** ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ **No** ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ **No** ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ **Accelerated filer** ☐ **Non-accelerated filer** ☐ **Smaller reporting company** ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ **No** ☒

The aggregate market value of voting stock held by nonaffiliates of the registrant (excludes outstanding shares beneficially owned by directors and officers and treasury shares) as of June 30, 2012, was approximately $47.0 billion.

As of January 31, 2013, 934,288,000 shares (excludes 87,041,000 shares of treasury stock) of the company's common stock, $0.30 par value, were outstanding.

Documents Incorporated by Reference
(Specific pages incorporated are indicated under the applicable Item herein):

	Incorporated By Reference In Part No.
The company's Proxy Statement in connection with the Annual Meeting of Stockholders to be held on April 24, 2013.	III

Report of Independent Registered Public Accounting Firm

To the Stockholders and the Board of Directors of
E. I. du Pont de Nemours and Company:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, equity and cash flows present fairly, in all material respects, the financial position of E. I. du Pont de Nemours and Company and its subsidiaries at December 31, 2012 and 2011, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a) (2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in "Management's Report on Internal Control over Financial Reporting" appearing on page F-2. Our responsibility is to express opinions on these financial statements, on the financial statement schedule and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Philadelphia, Pennsylvania
February 6, 2013

(Dollars in millions, except per share)

The company's contributions to the U.S. parent company's defined contribution plans were $212, $210 and $195 for the years ended December 31, 2012, 2011 and 2010, respectively. The company's matching contributions vest immediately upon contribution. The 3 percent nonmatching company contribution vests for employees with at least three years of service. In addition, the company made contributions to other defined contribution plans of $124, $84 and $59 for the years ended December 31, 2012, 2011 and 2010, respectively. Included in the company's contributions are amounts related to discontinued operations of $30, $29 and $32 for the years ended December 31, 2012, 2011 and 2010, respectively. The company expects to contribute about $320 to its defined contribution plans in 2013.

19. COMPENSATION PLANS

The total stock-based compensation cost included in the Consolidated Income Statements was $105, $113 and $108 for 2012, 2011 and 2010, respectively. The income tax benefits related to stock-based compensation arrangements were $35, $37 and $36 for 2012, 2011 and 2010, respectively.

In April 2011, the shareholders approved amendments to the DuPont Equity and Incentive Plan (EIP). The EIP provides for equity-based and cash incentive awards to certain employees, directors, and consultants. Under the amended EIP, the maximum number of shares reserved for the grant or settlement of awards is 110 million shares, provided that each share in excess of 30 million that is issued with respect to any award that is not an option or stock appreciation right will be counted against the 110 million share limit as four and one-half shares. At December 31, 2012, approximately 60 million shares were authorized for future grants under the company's EIP. The company satisfies stock option exercises and vesting of time-vested restricted stock units (RSUs) and performance-based restricted stock units (PSUs) with newly issued shares of DuPont common stock.

The company's Compensation Committee determines the long-term incentive mix, including stock options, RSUs and PSUs and may authorize new grants annually.

Stock Options

The exercise price of shares subject to option is equal to the market price of the company's stock on the date of grant. Options granted prior to 2004 expire 10 years from date of grant; options granted between 2004 and 2008 serially vested over a three-year period and carry a six-year option term. Stock option awards granted between 2009 and 2012 expire seven years after the grant date. The plan allows retirement eligible employees to retain any granted awards upon retirement provided the employee has rendered at least six months of service following grant date.

For purposes of determining the fair value of stock options awards, the company uses the Black-Scholes option pricing model and the assumptions set forth in the table below. The weighted-average grant-date fair value of options granted in 2012, 2011 and 2010 was $11.81, $12.32 and $6.44, respectively.

	2012	2011	2010
Dividend yield	3.2%	3.2%	4.9%
Volatility	34.87%	33.26%	32.44%
Risk-free interest rate	0.9%	2.3%	2.6%
Expected life (years)	5.3	5.3	5.3

The company determines the dividend yield by dividing the current annual dividend on the company's stock by the option exercise price. A historical daily measurement of volatility is determined based on the expected life of the option granted. The risk-free interest rate is determined by reference to the yield on an outstanding U.S. Treasury note with a term equal to the expected life of the option granted. Expected life is determined by reference to the company's historical experience.

Stock option awards as of December 31, 2012, and changes during the year then ended were as follows:

	Number of Shares (in thousands)	Weighted Average Exercise Price (per share)	Weighted Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Outstanding, December 31, 2011	45,046	$ 38.40		
Granted	4,728	$ 51.77		
Exercised	(12,995)	$ 38.21		
Forfeited	(135)	$ 46.92		
Cancelled	(3,285)	$ 44.57		
Outstanding, December 31, 2012	33,359	$ 39.70	3.03	$ 258,455
Exercisable, December 31, 2012	24,254	$ 36.68	2.15	$ 235,063

The aggregate intrinsic values in the table above represent the total pre-tax intrinsic value (the difference between the company's closing stock price on the last trading day of 2012 and the exercise price, multiplied by the number of in-the-money options) that would have been received by the option holders had all option holders exercised their in-the-money options at year end. The amount changes based on the fair market value of the company's stock. Total intrinsic value of options exercised for 2012, 2011 and 2010 were $147, $216 and $109, respectively. In 2012, the company realized a tax benefit of $49 from options exercised.

As of December 31, 2012, $29 of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.87 years.

RSUs and PSUs

The company issues RSUs that serially vest over a three-year period and, upon vesting, convert one-for-one to DuPont common stock. A retirement eligible employee retains any granted awards upon retirement provided the employee has rendered at least six months of service following the grant date. Additional RSUs are also granted periodically to key senior management employees. These RSUs generally vest over periods ranging from two to five years. The fair value of all stock-settled RSUs is based upon the market price of the underlying common stock as of the grant date.

The company also grants PSUs to senior leadership. In 2012, there were 233,422 PSUs granted. Vesting for PSUs granted in 2010, 2011 and 2012 is equally based upon corporate revenue growth relative to peer companies and total shareholder return (TSR) relative to peer companies. Performance and payouts are determined independently for each metric. The actual award, delivered as DuPont common stock, can range from zero percent to 200 percent of the original grant. The grant-date fair value of the PSUs granted in 2012, subject to the TSR metric, was $69.77, estimated using a Monte Carlo simulation. The grant-date fair value of the PSUs, subject to the revenue metric, was based upon the market price of the underlying common stock as of the grant date.

Non-vested awards of RSUs and PSUs as of December 31, 2012 and 2011 are shown below. The weighted-average grant-date fair value of RSUs and PSUs granted during 2012, 2011 and 2010 was $47.17, $53.19 and $34.60, respectively.

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value (per share)
Nonvested, December 31, 2011	3,581	$ 38.58
Granted	1,872	$ 47.17
Vested	(2,240)	$ 30.42
Forfeited	(93)	$ 43.07
Nonvested, December 31, 2012	3,120	$ 49.42

As of December 31, 2012, there was $52 unrecognized stock-based compensation expense related to nonvested awards. That cost is expected to be recognized over a weighted-average period of 1.83 years. The total fair value of stock units vested during 2012, 2011 and 2010 was $68, $74 and $64, respectively.

(Dollars in millions, except per share)

Other Cash-based Awards
Cash awards under the EIP plan may be granted to employees who have contributed most to the company's success, with consideration being given to the ability to succeed to more important managerial responsibility. Such awards were $60, $85 and $112 for 2012, 2011 and 2010, respectively. The amounts of the awards are dependent on company earnings and are subject to maximum limits as defined under the governing plans.

In addition, the company has other variable compensation plans under which cash awards may be granted. These plans include the company's regional and local variable compensation plans and Pioneer's Annual Reward Program. Such awards were $379, $386 and $422 for 2012, 2011 and 2010, respectively.

20. DERIVATIVES AND OTHER HEDGING INSTRUMENTS

Objectives and Strategies for Holding Derivative Instruments
In the ordinary course of business, the company enters into contractual arrangements (derivatives) to reduce its exposure to foreign currency, interest rate and commodity price risks. The company has established a variety of derivative programs to be utilized for financial risk management. These programs reflect varying levels of exposure coverage and time horizons based on an assessment of risk.

Derivative programs have procedures and controls and are approved by the Corporate Financial Risk Management Committee, consistent with the company's financial risk management policies and guidelines. Derivative instruments used are forwards, options, futures and swaps. The company has not designated any nonderivatives as hedging instruments.

The company's financial risk management procedures also address counterparty credit approval, limits and routine exposure monitoring and reporting. The counterparties to these contractual arrangements are major financial institutions and major commodity exchanges. The company is exposed to credit loss in the event of nonperformance by these counterparties. The company utilizes collateral support annex agreements with certain counterparties to limit its exposure to credit losses. The company's derivative assets and liabilities are reported on a gross basis in the Consolidated Balance Sheets. The company anticipates performance by counterparties to these contracts and therefore no material loss is expected. Market and counterparty credit risks associated with these instruments are regularly reported to management.

The notional amounts of the company's derivative instruments were as follows:

December 31,	2012	2011
Derivatives designated as hedging instruments:		
Interest rate swaps	$ 1,000	$ 1,000
Foreign currency contracts	1,083	2,032
Commodity contracts	753	553
Derivatives not designated as hedging instruments:		
Foreign currency contracts	6,733	6,444
Commodity contracts	242	437

Foreign Currency Risk
The company's objective in managing exposure to foreign currency fluctuations is to reduce earnings and cash flow volatility associated with foreign currency rate changes. Accordingly, the company enters into various contracts that change in value as foreign exchange rates change to protect the value of its existing foreign currency-denominated assets, liabilities, commitments and cash flows.

The company routinely uses forward exchange contracts to offset its net exposures, by currency, related to the foreign currency-denominated monetary assets and liabilities of its operations. The primary business objective of this hedging program is to maintain an approximately balanced position in foreign currencies so that exchange gains and losses resulting from exchange rate changes, net of related tax effects, are minimized. The company also uses foreign currency exchange contracts to offset a portion of the company's exposure to certain foreign currency-denominated revenues so that gains and losses on these contracts offset changes in the USD value of the related foreign currency-denominated revenues. The objective of the hedge program is to reduce earnings and cash flow volatility related to changes in foreign currency exchange rates.

(2) This column includes other shares over which directors and executive officers have or share voting or investment power, including shares directly owned by certain relatives with whom they are presumed to share voting and/or investment power, and shares held under the DuPont Retirement Savings Plan.

(3) This column includes shares which directors and executive officers had a right to acquire beneficial ownership of within 60 days from December 31, 2012, through the exercise of stock options or through the conversion of restricted stock units or deferred stock units granted or held under DuPont's equity-based compensation plans.

(4) Unless otherwise indicated, beneficial ownership of any named individual does not exceed 0.21% of the outstanding shares of the class.

Section 16(a) Beneficial Ownership Reporting Compliance

Directors and executive officers are required to file reports of ownership and changes in ownership of DuPont Common Stock with the Securities and Exchange Commission. In 2012, two reports for B. P. Collomb covering one transaction each were filed late because of administrative error.

Compensation Committee Interlocks and Insider Participation

No individual who served on the Compensation Committee in 2012 was at any time during the year an officer or employee of DuPont or any of the Company's subsidiaries nor was any such person a former officer of DuPont or any of the Company's subsidiaries. No individual who served on the Compensation Committee in 2012 had any relationship requiring disclosure under the Securities and Exchange Commission's rules for disclosure of related party transactions. In addition, no member of the Board of Directors is an executive officer of another entity at which one of the Company's executive officers serves on the board of directors.

Compensation Committee Report

The Compensation Committee of the Board of Directors has reviewed the Compensation Discussion and Analysis ("CD&A") section included in this Proxy Statement.

The Compensation Committee has also reviewed and discussed the CD&A with management.

Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the CD&A be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 and in this Proxy Statement.

The members of the Compensation Committee of the Board of Directors have provided this report.

COMPENSATION COMMITTEE

Lois D. Juliber, Chair
Richard H. Brown
Curtis J. Crawford
Alexander M. Cutler
Marillyn A. Hewson

Compensation Discussion and Analysis (CD&A)

Executive Compensation Philosophy and Core Principles

DuPont (referred to throughout this CD&A as "Company", "we" or "our") is a science company. We work collaboratively to find sustainable, innovative, market-driven solutions to solve some of the world's biggest challenges, making lives better, safer, and healthier for people everywhere. The executive compensation programs at DuPont are designed to attract, motivate, reward and retain the high quality executives necessary for Company leadership and accomplishment of our strategies. The following principles guide the design and administration of those compensation programs:

- There should be a strong link between pay and performance.
- Executives' interests should be aligned with stockholders' interests.
- Programs should reinforce business strategies and drive long-term sustained stockholder value.

Our Performance in 2012

In 2012, we continued to transform our business profile as we experienced challenging market conditions in a few of our businesses.

- Our earnings were down about 6 percent [(1)] on weakness in the titanium dioxide and photovoltaics markets, which offset the strong performance of our Agriculture segment and Polymers business.
- Our strategic moves built on our scientific strengths and increased our growth in higher margin businesses as we continued to reshape our portfolio.
  - We acquired our partner's 28 percent interest in Solae, a soy protein food ingredients leader. This investment in Solae, along with the acquisition of Danisco in 2011, significantly added to our leadership position in food ingredients.
  - We agreed to sell DuPont Performance Coatings for $4.9 billion cash. The sale was completed in February of this year. Proceeds will be used to buy back $1 billion of DuPont common stock and strengthen our balance sheet.
- We continued to achieve productivity goals and advance productivity initiatives.
  - Fixed cost and working capital productivity benefits were each about $400 million, surpassing our $300 million targets.
  - We announced a restructuring program in 2012 that will result in pre-tax cost savings of approximately $300 million in 2013 increasing to $450 million annually in subsequent years.
- We expanded into new geographies and successfully launched new products in key markets.
  - About 29 percent of sales came from products that were introduced in the past four years.
  - Sales in developing markets [(2)] were up 6 percent and represented 34 percent of Company sales.

(1) As used in the summary above and the graph that follows, actual 2012 earnings growth is based on earnings per share excluding significant items, which is a non-GAAP measure. Refer to Appendix B for detailed reconciliation of these measures to the most directly comparable GAAP measures.

(2) Developing markets include China, India and countries located in Latin America, Eastern and Central Europe, Middle East, Africa and Southeast Asia.

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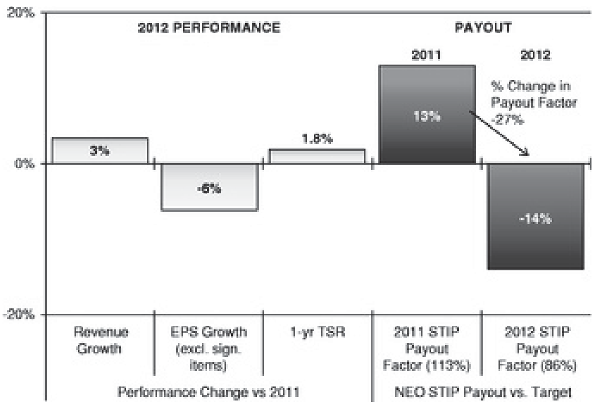
Summary of 2012 Compensation Actions

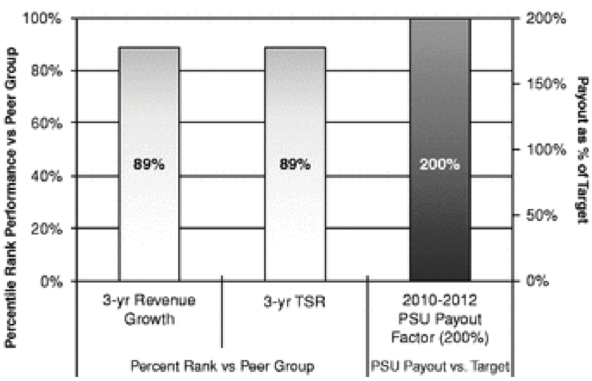
Pay actions for our Named Executive Officers ("NEOs") in 2012 reflected our Company performance.

2012 Short-Term Performance and Incentive Compensation



- Revenue growth was 3%; Earnings per Share ("EPS") growth was negative 6%; TSR was 1.8%.
- Our performance resulted in a 27 point decrease in the NEO average short-term (annual) incentive payout factor (113% of target in 2011 to 86% of target in 2012).
- Short-term (annual) incentive awards for NEOs averaged 86% of target and aligned with our overall performance as illustrated in the chart.

Long-Term Performance and Incentive Compensation



- Performance-based restricted stock units ("PSUs") for the 2010 to 2012 performance period were paid out at 200 percent of target and reflected strong performance in three-year revenue growth and three-year TSR relative to our Peer Group.
- 33% revenue growth vs. 14% Peer Group median, or 89th percentile rank
- 50% TSR vs. 25% Peer Group median, or 89th percentile rank
- Top quartile performance in TSR and Revenue Growth over the three-year performance period resulted in a payout at 200% of target.

Individual Performance

Each year, the full Board conducts a review of the Chief Executive Officer's performance. In addition, the Chief Executive Officer ("CEO") provides the Compensation Committee ("Committee") with an assessment of performance for each of the NEOs. In addition to the financial performance and overall company performance mentioned on the prior pages, the assessment of individual performance takes into account a number of quantitative and qualitative factors such as attainment of key strategic growth goals, specific revenue and earnings goals for each business, achievement of fixed cost reduction targets, and successful acquisitions/divestitures and integration efforts. In assessing each NEO's individual performance for 2012, the Board and Committee considered the following:

- E. J. Kullman
  - Provided clear direction on Company strategy, ensuring focus on key opportunities with capacity to deliver sustained future growth
  - Led integration of Danisco and divestiture of DuPont Performance Coatings
  - Strengthened the Company's talent initiatives — improving diversity, enhancing company-wide leadership, and defining a clear strategy on talent identification, acquisition, leadership development, and succession planning
- N. C. Fanandakis
  - Delivered improved margins, increased cash, reduced debt and a strong balance sheet positioning the Company to take advantage of future growth opportunities
  - Drove strategic realignment of the portfolio and reduction of fixed cost infrastructure
  - Achieved outstanding value for shareholders in divestiture of DuPont Performance Coatings
- T. M. Connelly, Jr.
  - Continued to drive growth outside of U.S. region, establishing people leadership and infrastructure to support sustained expansion in developing markets
  - Lead Company's efforts to better measure its innovation expenditures
  - Successfully delivered synergies in Industrial Biosciences in connection with the Danisco acquisition, while positioning the business for future growth
- M. P. Vergnano
  - Drove development of the Company's advanced materials strategy
  - Acted swiftly to improve declining performance in uncertain market conditions
  - Improved sustainability presence, including placement in the Dow Jones North America Sustainability Index and Carbon Disclosure Index
- J. C. Borel
  - Drove strong revenue and profit growth in Agriculture and Nutrition & Health segments
  - Successfully delivered synergies in Nutrition & Health and led acquisition of minority interest in Solae
  - Established DuPont's position as thought leader in public dialogue on challenges associated with feeding the growing population, including through the Food Security Index

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Total 2012 NEO Compensation

The Company and individual performance outlined above resulted in total NEO compensation for 2012 as shown in the table that follows. This table is not intended to be a substitute for the Summary Compensation Table ("SCT") or Grants of Plan-Based Awards Table ("GPBAT"). Base salary is shown as of December 31, 2012. Short-term Incentive program ("STIP") awards and Long-term Incentive ("LTI") awards for 2012 are reflected in the SCT and GPBAT. The value of LTI awards reflected in this table differs from the value of equity awards shown in the SCT and GPBAT because those tables reflect the probable outcome of the performance conditions for PSUs. The LTI amounts shown in this table value PSUs at the closing price of DuPont Common Stock on the date of grant, and reflect the value the Committee considered when making LTI awards for 2012.

Name	2012 Base Salary	2012 Final STIP	2012 LTI	Total Direct Compensation	2012 TDC % vs 2011 TDC
E. J. Kullman	$ 1,400,000	$ 1,915,000	$ 8,500,000	$ 11,815,000	4%
N. C. Fanandakis	673,000	522,000	1,694,000*	2,889,000	0%
T. M. Connelly, Jr.	776,000	617,000	1,966,500	3,359,500	-2%
M. P. Vergnano	675,000	498,000	1,778,700	2,951,700	2%
J. C. Borel	677,500	510,000	1,694,000	2,881,500	-1%
TOTAL	**4,201,500**	**4,062,000**	**15,633,200**	**23,896,700**	

* As disclosed in our 2012 Annual Meeting Proxy Statement, Mr. Fanandakis received an additional retention award in February 2012 of $2,590,000 million. The amount reflected in the table above does not include this additional grant.

Consideration of Say on Pay Results

Last year, our shareholders were given the opportunity to participate in an advisory, or non-binding, vote on the compensation of our NEOs, as disclosed in the proxy statement. More than 95% of shareholders approved the compensation of our NEOs. In consideration of the overwhelming support expressed by shareholders, the Committee felt that no fundamental changes to our executive compensation programs were necessary. However, in its ongoing efforts to improve transparency and strengthen the link between pay and performance, the Committee made the following incremental design improvements to our executive compensation programs for 2013:

- Changed STIP performance ranges — narrowed the performance ranges to be more consistent with competitive practice.
- Changed STIP leverage — changed the payout slopes for EPS, After-Tax Operating Income, Cash Flow from Operations and Revenue.
- Revised the 2013 LTI mix to 40% PSUs, 30% stock options and 30% time-vested restricted stock units ("RSUs").

Determining Executive Compensation

An important aspect of the Compensation Committee's annual work relates to the determination of compensation for the Company's NEOs and other Section 16 officers. The NEOs are the Company's Chair and CEO, Chief Financial Officer and the three other most highly compensated executive officers.

In 2012, the Committee retained Frederic W. Cook & Co., Inc. ("Cook") to serve as an independent compensation consultant to the Committee on executive compensation matters. Cook performs work at the direction and under the supervision of the Committee, and provides no services to DuPont other than those for the Committee.

Summarized in the table below are responsibilities for executive compensation.

Compensation Committee	• Determines executive compensation philosophy • Approves incentive compensation programs and target STIP and PSU performance expectations • Approves all compensation actions for the executive officers, other than the CEO, including base salary, target and actual STIP, equity grants, and target and actual PSU awards • Recommends to the full Board pay actions for the CEO, including base salary, target and actual STIP, equity grant, and target and actual PSU award
Independent Board Members	• Assess performance of the CEO • Approve all compensation actions for the CEO including base salary, target and actual STIP, equity grant, and target and actual PSU award
Committee Consultant — Cook	• Provides advice, research and analytical services on a variety of subjects, including compensation of executive officers, nonemployee director compensation, and executive compensation trends • Participates in meetings as requested and communicates with the Chair of the Committee between meetings
CEO	• Provides a performance assessment of the executive officers • Recommends compensation targets and actual awards for the executive officers • Recommends performance targets for the STIP and PSU programs

In addition to Company and individual performance, the Committee considers a broad number of facts and circumstances in finalizing executive officer pay decisions, including competitive analysis, pay equity multiples, and tally sheets.

Competitive Analysis

To ensure a complete and robust picture of the overall compensation environment and consistent comparisons for the CEO and other NEOs, compensation is assessed primarily against published compensation surveys that represent large companies with median revenue comparable to DuPont's ("Market"), including surveys by Towers Watson, Mercer and Aon Hewitt.

We also use a select group of peer companies ("Peer Group") to:

- benchmark pay design (mix, performance criteria, etc.);
- measure financial performance for the PSU program; and
- test the link between pay and performance.

Because of the smaller number of companies, we periodically find volatility in Peer Group compensation levels year over year. Therefore, we use Market survey information as the primary source of competitive data. Peer Group compensation data is used only for the CEO and only as a secondary data point as described above.

The Peer Group reflects the diverse industries in which we operate, represents the multiple markets in which we compete — including markets for executive talent, customers and capital — and is comprised of large U.S. and European companies with a strong scientific focus and/or research intensity and a significant international presence.

To help guide the selection process in an objective manner, the Committee established the following criteria for Peer Group companies:

- Publicly traded U.S. companies and European companies traded on the NYSE to facilitate pay design and performance comparisons
- Direct business competitor
- Similar in revenue size to DuPont
    - As there are limited potential peers within a typical one-half to 2x revenue size criteria, we established a broader one-third to 3x range, which also ensures the inclusion of some direct competitors that would otherwise be excluded.

- Meaningful international presence — At least 1/3 rd of revenues earned outside of U.S.
- Scientific focus/research intensity — The criteria of a minimum of two percent Research and Development expense as percent of revenue results in the inclusion of several pharmaceutical companies. DuPont's Research and Development expense tends to be higher than industry peers.

The 2012 Peer Group consists of the following companies:

3M Company
Air Products & Chemicals, Inc. Baxter International Inc.
The Boeing Company
Caterpillar Inc.
Dow Chemical Company
Emerson Electric Co.
Honeywell International Inc.
Ingersoll-Rand plc
Johnson & Johnson
Johnson Controls, Inc.
Kimberly-Clark Corporation
Merck & Co., Inc.
Monsanto Company
The Procter & Gamble Company
Syngenta AG
United Technologies Corporation

Pay Equity Multiple

The Committee has a long-standing practice of comparing CEO pay to that of other executives. To ensure that NEOs are paid appropriately relative to each other and that we manage the pay differential between the CEO and the other NEOs, we apply a pay equity multiple to average target total cash compensation ("TCC" equals base salary plus STIP awards) and average target total direct compensation ("TDC" equals TCC plus LTI).

The 2012 pay equity multiples were as follows:

Element (Pay Equity Multiple Range)	2012
TCC (2 - 3 times NEO)	2.7
TDC (3 - 4 times NEO)	3.2

Tally Sheets

Annually, the Committee reviews tally sheets for each NEO that include all aspects of total compensation and the benefits associated with various termination scenarios. Tally sheets, which provide the Committee with information on all elements of actual and potential future compensation of the NEOs, as well as data on wealth accumulation, helped the Committee confirm that there were no unintended consequences of its actions.

Executive Compensation Overview

Components of the Executive Compensation Program

Our executive compensation program consists of the following components:

Compensation Element	Overview/Objectives	Market Targeting
Base salary	• Foundation of compensation program • Provides regular source of income for NEOs	Market Median (Survey)
STIP awards	• Align participants with annual goals and objectives • Create a direct link to annual financial and operational performance	Market Median Actual payout fluctuates with Company performance
LTI awards	• Link pay and performance — accelerate growth and balance this growth with productivity, profitability, and capital management • Align the interests of executives with stockholders • Balance plan costs, such as accounting and dilution, with employee-perceived value, potential wealth creation opportunity and employee share ownership expectations	Market Median Actual value realized fluctuates with Company performance

Compensation Element	Overview/Objectives	Market Targeting
Benefits	• Standard range of tax-qualified retirement, medical, dental, vacation benefit, life insurance and disability plans provided to other employees • Nonqualified retirement plans that restore those benefits that cannot be paid as a result of Internal Revenue Code ("IRC") limits applicable to tax-qualified retirement plans • Nonqualified deferred compensation plan that allows for deferral of base salary, STIP and LTI awards	Peer Group Median Market Median
Limited perquisites	• Very limited perquisites or personal benefits • Personal financial counseling (excluding tax preparation) at a cost of generally less than $10,000 per NEO • The CEO travels on Company aircraft for business and personal travel. Commercial travel is permitted when security risk is considered minimal and such travel is approved by the Office of the Director of Corporate Security.	
Programs NOT offered	• Because they do not support our guiding principles we do NOT offer the following: — Employment agreements — Severance agreements, other than with respect to agreements of limited duration with newly hired executives where there is demonstrated business need — Change in Control agreements — Tax gross-up on benefits and perquisites other than relocation benefits (except for change in control provisions in our Equity and Incentive Plan, we do not have change in control agreements and, therefore, have no need for tax gross-ups related to Internal Revenue Code Section 280G.) — Supplemental executive retirement benefits — Plans that allow for granting additional years of service or plans that include LTI in the pension calculation — Repricing of stock options or repurchases of underwater stock options for cash	

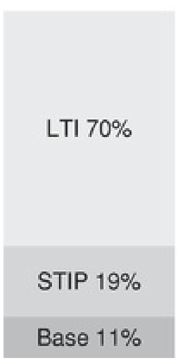
Mix of Pay

To reinforce our pay for performance philosophy, more than two-thirds of targeted TDC is contingent upon performance and, therefore, fluctuates with our financial results and share price. We believe this approach motivates executives to consider the impact of their decisions on stockholder value.

To mitigate the possible risk inherent in the greater focus on LTI, executives receive an equal mix, by fair value on the grant date, of stock options (rewards for stock price appreciation and direct link to stockholder experience), RSUs (intended as retention tool and linked to stock price) and PSUs (rewards key financial performance relative to the Peer Group in revenue growth and TSR). Overlapping performance cycles in the PSU program assure sustainability of performance.

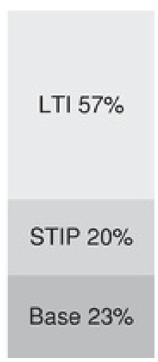
2012 Target Compensation Mix and "Pay at Risk"

E. J. Kullman



- 89% of TDC for the CEO is at risk.
- 21% of the amount at risk is tied to achievement of annual incentive goals, and 79% is tied to achievement of share price or financial goals over a longer period.

Other NEOs Average



- On average, 77% of TDC for the other NEOs is at risk.
- 26% of the amount at risk is tied to achievement of annual incentive goals, and 74% is tied to achievement of share price or financial goals over a longer period.

Base Salary

In setting 2012 NEO salaries, the Committee took a wide range of facts and circumstances into consideration, including a corporate budget of 3% for 2012, business results, Market competitiveness, Peer Group competitiveness (CEO only), internal relationships, tally sheets and individual performance. Merit increases were effective March 1, 2012. The table below depicts the base salary rate as of December 31. This information is different from the base salary provided in the SCT, which reflects the total base pay received for the year.

Name	2011 Base Salary	2012 Base Salary	Change in Base Salary	Primary Rationale
E. J. Kullman	$ 1,339,000	$ 1,400,000	4.6%	• Market Adjustment • Targeted at the Market median • Effective March 1, 2013, 3.0% increase to $1,442,000.
N. C. Fanandakis	623,200	673,000	8.0%	• Market adjustment
T. M. Connelly, Jr.	753,300	776,000	3.0%	• Standard merit increase
M. P. Vergnano	636,600	675,000	6.0%	• Market adjustment
J. C. Borel	657,800	677,500	3.0%	• Standard merit increase

Annual Short-Term Incentives

Our annual incentive plan design ensures that our executives maintain a strong focus on those financial metrics (e.g., revenue growth and earnings growth) that have been shown to be closely linked to shareholder value creation over time. For 2012, STIP awards were determined based on the following formula, measures and weightings. The Committee approves these factors at the beginning of each fiscal year. Each element is discussed in greater detail below.

1. Target STIP	*	2. STIP Payout Factor		=	3. Final STIP Payout
Level Midpoint x Target STIP Percent		Corporate Performance Payout Factor	(20% weight)		Maximum payout capped at 200% of target STIP
		+ Total Business Unit Performance Payout Factor	(60% weight)		
		+ Individual Performance Payout Factor	(20% weight)		

1. Target STIP

Our STIP targets are set as a percent of the midpoint of each level in our salary structure. Employees, including our NEOs, are assigned to a level, taking into consideration a position's Market value, the internal value the Company places on that position and individual circumstances, such as experience. The target STIP percent for each level is reviewed regularly against Market and approved annually by the Committee (or in the case of the CEO, by the Board). The actual calculation of the 2012 Target STIP amount for Mrs. Kullman and the other NEOs is detailed in the table below.

Name	2012 DuPont Level Midpoint	*	2012 Target STIP %	=	2012 Target STIP $
E. J. Kullman	$ 1,609,045		140%		$ 2,252,663
N. C. Fanandakis	658,410		90%		592,569
T. M. Connelly, Jr.	763,625		95%		725,444
M. P. Vergnano	658,410		90%		592,569
J. C. Borel	658,410		90%		592,569

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2. STIP Payout Factor

The weighted average payout factor for the STIP is determined based on actual performance on each measure and the weighting of that performance measure.

Performance Measures

	Metric	Weighting	Rationale for Use
Corporate Performance	**Earnings per Share (EPS)** [EPS excluding significant items compared to prior year's performance]	20%	• Most effective and common metric in measuring stockholder value • Closely aligns stockholder and executive interests • Provides insight with respect to ongoing operating results
Business Unit Performance Because NEOs work across all businesses, their payout factor is based on the total business unit performance versus aggregate targets in the four categories shown to the right.	**1. After Tax Operating Income (ATOI)** [Business unit ATOI (excluding significant items) versus budget for the year]	15%	• Measures profitability at the business unit level leading to corporate EPS results
Payout factors are determined separately for each business and measured based on the business' performance versus budget for the year.	**2. Revenue** [Business unit revenue versus budget for the year]	15%	• Reflects top line growth — critical to Company success
	3. Cash Flow from Operations (CFFO) [Business unit CFFO versus budget for the year]	20%	• Measures our ability to translate earnings to cash, indicating the health of our business and allowing the Company to invest for the future
	4. Dynamic Planning Factor [Business units are assessed, both qualitatively and quantitatively, on a number of items, such as external factors, currency fluctuations, raw material fluctuations and core values.]	10%	• Assesses how well a business unit anticipates and responds to the business environment in a way that creates value for the Company • Assures that our plan payouts are relevant to the current business strategy and recognizes the external economic environment
Individual Performance	**Individual Performance Assessment** [Based on the executive's performance versus personal, predetermined critical operating tasks or objectives, e. g. attainment of key strategic growth goals, specific revenue and earnings goals, achievement of fixed cost reduction targets, and successful acquisitions/divestitures and integration efforts]	20%	• Takes individual performance into consideration in finalizing STIP payout factors

2012 STIP Performance and Payout Factors

Corporate and business unit performance are converted to a corresponding payout factor based on the concept of "leverage", i.e., the relationship between performance for a given metric and its payout factor. For example, ATOI and CFFO leverage is 2:1 below target and 3:1 above target. Thus, participants are deducted two percentage points in payout for each one percent change in performance below target, and receive three percentage points in payout for each one percent change in performance above target.

For 2013, the leverage in our plan was revised to be more consistent with competitive practice.

Total Company	Actual vs. Target %	Payout Factor %	*	Weight	=	Payout Factor % (Weighted)
Corporate Performance	94%	94%		20%		19%
Business Unit Performance	78%	78%		60%		47%
Individual Performance	90 - 110%	90 - 110%		20%		18% - 22%
Overall Payout Factor						**84% - 88%**

3. Final STIP Payout

As illustrated in the table below, the final 2012 STIP is determined by multiplying the target STIP amount by the final total payout factor.

Name	2012 Target STIP $	*	TOTAL Payout Factor %	=	2012 Final STIP $	2011 Final STIP $	% Difference
E. J. Kullman	$2,252,663		85%		$ 1,915,000	$ 2,509,000	-24%
N. C. Fanandakis	592,569		88%		522,000	660,000	-21%
T. M. Connelly, Jr.	725,444		85%		617,000	787,000	-22%
M. P. Vergnano	592,569		84%		498,000	649,000	-23%
J. C. Borel	592,569		86%		510,000	660,000	-23%

2012 STIP awards to Section 16 officers are limited to 0.25% of adjusted net income for the CEO and 0.15% for other Section 16 officers.

LTI

In 2012, our LTI program for NEOs consisted of an equal mix, by fair value on the grant date, of stock options, PSUs and RSUs. For 2013, the Committee revised the mix to 40% PSUs, 30% stock options and 30% RSUs.

This shift reinforces our emphasis on pay-for performance. The following table summarizes the performance drivers, mix and objectives for the various LTI components as they relate to NEOs:

	PSUs	Stock Options	RSUs
2012 LTI Mix **2013 LTI Mix**	• $33^1/_3$% • 40%	• $33^1/_3$% • 30%	• $33^1/_3$% • 30%
Performance Drivers	• TSR (relative to Peer Group) • Revenue growth (intermediate-term) (relative to Peer Group)	• Stock price appreciation (longer-term)	• Stock price appreciation (intermediate-term)
Objectives	• Focus on business priorities such as revenue growth and TSR, which are obtained through balanced growth, profitability and capital management over a three-year period • Stockholder alignment	• Stockholder alignment • Link to long-term business objectives • Stock ownership • Lead/support business strategy • Retention	• Stock ownership • Capital accumulation • Retention
Program Design	• At the conclusion of the performance cycle, payouts can range from 0% to 200% of the target grant based on pre-established, performance-based corporate objectives. • For awards granted in 2012, those objectives are revenue growth and TSR (both on a relative basis versus the Peer Group) over the three-year performance period. • PSUs are based on a three-year performance cycle and are awarded annually to each NEO at the beginning of the cycle.	• Options vest in one-third increments over three years. • Starting in 2009, options carry a term of seven years. • Nonqualified stock option grants are made annually at the closing price on the date of grant. • We do not reprice stock options. • A reload feature is available for options granted from 1997 through 2003. Effective with options granted in 2004, option grants do not include a reload feature and we do not intend to add this feature in the future.	• RSUs vest in one-third increments over a three-year period. • RSUs are typically granted annually.

2012 LTI Awards

Annual awards to employees, including NEOs, are made at a pre-established Committee meeting in early February. This allows sufficient time for the market to absorb announcement of annual earnings, which is typically made during the fourth week of January. We do not time equity awards in coordination with the release of material nonpublic information. The grant price is the closing price on the date of grant.

Any occasional special awards to employees who are not executive officers are approved by the Special Stock Performance Committee (consisting of the Chairs of the Board and the Compensation Committee), to which the Board of Directors has delegated the authority to approve special equity grants. Awards are effective on the date of approval by the Special Stock Performance Committee.

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Each year the Committee establishes target LTI values based on a number of factors including Market, internal equity, and cost. For 2012, the Committee increased LTI targets to be more in line with competitive Market levels.

Name	2012 LTI – Grant Date Fair Value*
E. J. Kullman	$ 8,500,000
N. C. Fanandakis**	1,694,000
T. M. Connelly, Jr.	1,966,500
M. P. Vergnano	1,778,700
J. C. Borel	1,694,000

* Reflects the grant date fair value and differs from the value of equity awards shown in the 2012 Summary Compensation Table ("SCT") and Grants of Plan-Based Awards table ("GPBAT") because those tables reflect the probable outcome of the performance conditions for PSUs. The LTI amounts shown in this table value PSUs at the closing price of DuPont Common Stock on the date of grant, and reflect the value the Committee considered when making LTI awards for 2012.

** Mr. Fanandakis received an additional grant in February 2012 of $2,590,000 to encourage his retention by recognizing his strong current and future contributions to the Company. The amount reflected above does not include this additional grant.

PSUs Granted in 2012

The actual number of shares earned for the PSUs granted in 2012 will be based on DuPont's revenue growth and TSR relative to the Peer Group for 2012 through 2014, as shown in the table below.

Performance Targets (2012 - 2014 Performance Period)

Revenue Growth Payout % × Target Award × 50%	+	TSR Payout % × Target Award × 50%	=	Final Award

DuPont Revenue Growth or TSR Relative to the Peer Group	% of Target Shares Earned (Payout %)
Below 25th percentile*	0%
At 25th percentile*	25%
At 50th percentile*	100%
At or above 75th percentile*	200%

* Interim points are interpolated

2009-2011 PSU Program (payable in 2012)

The performance period for PSUs awarded in 2009 ended on December 31, 2011. The final number of shares earned was based on revenue growth and TSR relative to the Peer Group over the three-year performance period. The final payout determination was made in March of 2012 after a review of the Company's and Peer Groups' performance. Revenue growth and TSR were comparable to the 94th and 89th percentiles of the Peer Group, respectively. This resulted in an overall payout of 200%.

	Performance	Payout %
Revenue Growth	94th percentile rank vs. Peer Group	200%
TSR	89th percentile rank vs. Peer Group	200%
	Final Payout Percent (Average)	**200%**

Further details are provided in the 2012 Option Exercises and Stock Vested table.

2010-2012 PSU Program (payable in 2013)

The performance period for PSUs awarded in 2010 ended on December 31, 2012. The final number of shares earned was based on revenue growth and TSR relative to the Peer Group over the three-year performance period. The final payout determination was made in March of 2013 after a review of the Company's and Peer Groups' performance. Revenue growth and TSR were comparable to the 89th and 89th percentiles of the Peer Group, respectively. This resulted in an overall payout of 200%.

	Performance	Payout %
Revenue Growth	89th percentile rank vs. Peer Group	200%
TSR	89th percentile rank vs. Peer Group	200%
	Final Payout Percent (Average)	**200%**

Further details are provided in the 2012 Option Exercises and Stock Vested table. Maximum units and year-end values for PSUs awarded in 2010 through 2012 are included in the Outstanding Equity Awards table.

Deductibility of Performance-Based Compensation

IRC Section 162(m) generally precludes a public corporation from taking a deduction for compensation in excess of $1,000,000 for its CEO or any of its three other highest-paid executive officers (other than the CEO or Chief Financial Officer), unless certain specific and detailed criteria are satisfied. This limitation does not apply to qualified performance-based compensation.

The Company reviews all compensation programs and payments to determine the tax impact on the Company as well as on the executive officers. In addition, the Company reviews the impact of its programs against other considerations, such as accounting impact, stockholder alignment, market competitiveness, effectiveness and perceived value to employees. Because many different factors influence a well-rounded, comprehensive executive compensation program, some compensation may not be deductible under IRC Section 162(m).

The shareholder-approved Equity and Incentive Plan ("EIP") is designed to allow the Company to issue awards that qualify as performance-based compensation under IRC Section 162(m).

The Company will continue to monitor developments and assess alternatives for preserving the deductibility of compensation payments and benefits to the extent reasonably practicable, consistent with its compensation policies and as determined to be in the best interests of DuPont and its stockholders.

Compensation Risk

The Committee regularly monitors the Company's compensation programs to assess whether those programs are motivating the desired behaviors while driving the Company's performance and encouraging the appropriate level of risk-taking. In 2012, the Committee asked Frederic W. Cook & Co., Inc. ("Cook") to test whether the Company's compensation programs encourage the appropriate levels of risk-taking given the Company's risk profile. Cook's review encompassed an assessment of risk pertaining to a broad range of design elements, such as mix of pay, performance metrics, goal setting and payout curves, payment timing and adjustments, as well as mitigating program attributes. Cook's analysis found that our compensation programs do not encourage behaviors that would create material risk for DuPont.

Other Mitigating Factors

Payout limitations or "caps" play a vital role in risk mitigation and all metrics in the STIP and PSU programs are capped at 200% payout to protect against excessive payouts. Our performance/payout leverage is slightly less than competitive practice, reflecting our risk profile as a Company, and our rigor in setting performance targets. Clawback provisions, stock ownership guidelines and insider trading policies that prohibit executives from entering into derivative transactions also protect against excessive risk in the Company's incentive programs.

Stock Ownership Guidelines

The Company requires that NEOs accumulate and hold shares of DuPont Common Stock with a value equal to a specified multiple of base pay.

In 2012, the Committee updated its stock ownership guidelines to add a retention ratio until the ownership expectation is met. Under the new policy, until the required ownership is reached, executives are required to retain 75% of net shares acquired upon any future vesting of stock units and/or exercise of stock options, after deducting shares used to pay applicable taxes and/or exercise price.

In addition, the Committee increased the CEO multiple from five times to six times base salary.

The multiples for specific executive levels are shown below. Each NEO exceeds the ownership goal.

Multiple of Salary	2012 Target	2012 Actual
CEO	6x	14x
Other NEOs average	4x	9x

DuPont Common Stock may be held in various forms to achieve the applicable ownership guidelines, including: direct ownership, shares and stock units held in employee plans. Stock options and PSUs are not included in determining whether an executive has achieved the ownership levels.

Compensation Recovery Policy (Clawbacks)

The Company has a compensation recovery policy that covers each current and former employee of DuPont or an affiliated company who is or was, as the case may be, the recipient of incentive-based compensation ("Grantee"). If a Grantee engages in misconduct: (i) he/she forfeits any right to receive any future awards or other equity-based incentive compensation; and (ii) the Company may demand repayment of any awards or cash payments already received by a Grantee, including without limitation repayment due to making retroactive adjustments to any awards or cash payments already received by a Grantee, where such award or cash payment was predicated upon the achievement of certain financial results that were subsequently the subject of a restatement as a result of misconduct by the Grantee. The Grantee will be required to provide repayment within ten (10) days following such demand.

"Misconduct" means (i) Grantee's employment or service is terminated for cause, or (ii) the breach of a noncompete or confidentiality covenant set out in the employment agreement, or (iii) the Company has been required to prepare an accounting restatement due to material noncompliance, as a result of fraud or misconduct, with any financial reporting requirement under the securities laws, and the Compensation Committee has determined in its sole discretion, that the Grantee: (A) had knowledge of the material noncompliance or the circumstances that gave rise to such noncompliance and failed to take reasonable steps to bring it to the attention of appropriate individuals within the Company; or (B) personally and knowingly engaged in practices which materially contributed to the circumstances that enabled a material noncompliance to occur.

Awards granted prior to March 2, 2011, are subject to the clawback provisions that were in effect at the time of the grant, as disclosed in prior years' proxy statements.

Compensation of Executive Officers

2012 SUMMARY COMPENSATION TABLE

The following table summarizes the compensation of the Named Executive Officers ("NEOs") for the fiscal year ending December 31, 2012. The NEOs are: (i) the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"); and (ii) the three other most highly compensated executive officers ranked by their total compensation (reduced by the amount of change in pension value and nonqualified deferred compensation earnings) in the 2012 Summary Compensation Table.

Name and Principal Position	Year	Salary(1)	Stock Awards(2)	Option Awards(3)	Non-equity Incentive Plan Compensation(4)	Change in Pension Value and Non-qualified Deferred Compensation Earnings(5)	All Other Compensation(6)	Total ($)
E. J. Kullman	2012	$ 1,389,833	$ 6,158,897	$ 2,833,336	$ 1,915,000	$ 2,932,277	$ 433,374	$ 15,662,717
Chair &	2011	1,332,500	5,491,916	2,500,011	2,509,000	3,629,023	464,181	15,926,631
Chief Executive Officer	2010	1,300,000	4,701,135	2,166,667	2,846,000	3,475,658	307,514	14,796,974
N. C. Fanandakis	2012	664,700	3,816,525	564,673	522,000	1,689,291	119,223	7,376,412
Executive Vice President &	2011	613,750	1,171,689	533,345	660,000	1,590,028	127,868	4,696,680
Chief Financial Officer	2010	533,958	694,386	320,004	807,000	1,482,123	84,460	3,921,931
T. M. Connelly, Jr.	2012	772,217	1,424,947	655,510	617,000	1,059,224	140,330	4,669,228
Executive Vice President &	2011	749,633	1,391,289	633,334	787,000	725,907	156,297	4,443,460
Chief Innovation Officer	2010	727,750	1,099,349	506,667	987,000	1,115,992	119,768	4,556,526
M. P. Vergnano	2012	668,600	1,288,868	592,912	498,000	1,294,045	118,584	4,461,009
Executive Vice President								
J. C. Borel	2012	674,217	1,227,525	564,673	510,000	1,395,403	130,375	4,502,193
Executive Vice President	2011	654,600	1,171,689	533,345	660,000	1,222,242	131,544	4,373,420
	2010	635,500	925,825	426,669	807,000	1,229,722	101,475	4,126,191

(1) Includes compensation which may have been deferred at the executive's election. Such amounts are also included in the Nonqualified Deferred Compensation table on page 48 — "Executive Contributions in 2012" column.

(2) Represents the aggregate grant date fair value of time-vested restricted stock units ("RSUs") and performance-based restricted stock units ("PSUs") computed in accordance with Financial Accounting Standards Codification Topic 718 Compensation — Stock Compensation ("FASB ASC Topic 718"). Those values are detailed in the 2012 Grants of Plan-Based Awards table on page 41. For PSUs, the grant date fair value is based upon the probable outcome of the performance conditions. This amount is consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. The grant date fair values of the PSUs assuming that the highest level of performance conditions will be achieved are as follows: E. J. Kullman ($6,651,094), N. C. Fanandakis ($1,325,624), T. M. Connelly, Jr. ($1,538,823), M. P. Vergnano ($1,391,869), and J. C. Borel ($1,325,624).

(3) Represents the aggregate grant date fair value of stock options computed in accordance with FASB ASC Topic 718. Assumptions used in determining values for 2012 can be found on page 42.

(4) Represents payouts under the cash-based award component ("STIP") of the Equity and Incentive Plan ("EIP") for services performed during 2012. This column includes compensation which may have been deferred at the NEO's election. Any such amounts will be included in the "Executive Contributions" column of the 2013 Nonqualified Deferred Compensation table.

(5) This column reports the estimated change in the actuarial present value of an NEO's accumulated pension benefits and any above-market earnings on nonqualified deferred compensation balances. Because the Company does not credit participants in the nonqualified plans with above-market earnings, no such amounts are reflected here.

(6) Amounts shown include Company contributions to qualified defined contribution plans and Company contributions to nonqualified defined contribution plans. The amounts also reflect perquisites and personal benefits including financial counseling, and personal use of Company automobile and aircraft

for Mrs. Kullman and financial counseling for Mr. Borel. For a detailed discussion of the items and amounts reported in this column, including a discussion of how the value of personal use of Company aircraft is calculated, refer to the "All Other Compensation" section of the narrative discussion following this footnote.

Narrative Discussion of Summary Compensation Table

Salary

Amounts shown in the "Salary" column of the table above represent base salary earned during 2012. Base salary rate changes for all NEOs are effective March 1. Base salary for 2012 represented 11% of total direct compensation (base salary, STIP awards and long-term incentive ("LTI") awards) for the CEO and, on average, 18% of total direct compensation for the other NEOs, which is consistent with the Compensation Committee's goal of placing emphasis on "at risk" compensation.

Stock Awards

Amounts shown in the "Stock Awards" column of the table above represent the aggregate grant date fair value of RSUs and PSUs computed in accordance with FASB ASC Topic 718. For PSUs, the grant date fair value is based upon the probable outcome of the performance conditions. This amount is consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. Refer to page 42 for a detailed discussion of the grant date fair value of stock awards.

Option Awards

Amounts shown in the "Option Awards" column of the table above represent the aggregate grant date fair value of stock options computed in accordance with FASB ASC Topic 718. Refer to page 42 for a detailed discussion of the grant date fair value of option awards.

Non-Equity Incentive Plan Compensation

Amounts shown in the "Non-Equity Incentive Plan Compensation" column of the table above represent cash-based short-term incentive, or STIP, awards paid for a given year.

Change in Pension Value and Nonqualified Deferred Compensation Earnings

Amounts shown in the "Change in Pension Value and Nonqualified Deferred Compensation Earnings" column of the table above represent the estimated change in the actuarial present value of accumulated benefits for each of the NEOs at the earlier of age 65 or the age at which the NEO is eligible for an unreduced pension. Key actuarial assumptions for the present value of accumulated benefit calculation can be found in Note 18 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012. Assumptions are further described in the narrative discussion following the Pension Benefits table.

There were no above-market or preferential earnings during 2012 on nonqualified deferred compensation. Generally, earnings on nonqualified deferred compensation include returns on investments in seven core investment alternatives, interest accruals on cash balances, DuPont Common Stock returns and dividend reinvestments. Interest is accrued on cash balances based on a rate that is traditionally less than 120% of the applicable federal rate and dividend equivalents are accrued at a non-preferential rate. In addition, the other core investment alternatives are a subset of the investment alternatives available to all employees under the qualified plan. Accordingly, these amounts are not considered above-market or preferential earnings for purposes of, and are not included in, the 2012 Summary Compensation Table.

As such, all amounts shown in this column reflect the change in the actuarial pension value under the Pension Plan and Pension Restoration Plan. The change in pension value represents the change from 2011 to 2012 in the present value of an NEO's accumulated benefit as of the applicable pension measurement date.

All Other Compensation

Amounts shown in the "All Other Compensation" column of the table above include: (i) perquisites and personal benefits (if greater than or equal to $10,000); (ii) registrant (Company) contributions to qualified defined contribution plans; and (iii) registrant (Company) contributions to nonqualified defined contribution plans. The following table details those amounts.

Name	Perquisites and Other Personal Benefits	Registrant Contributions to Qualified Defined Contribution Plans(c)	Registrant Contributions to Nonqualified Defined Contribution Plans(d)
E. J. Kullman	$ 82,479(a)	$ 22,500	$ 328,395
N. C. Fanandakis	—	22,500	96,723
T. M. Connelly, Jr.	—	22,500	117,830
M. P. Vergnano	—	22,500	96,084
J. C. Borel	10,295(b)	22,500	97,580

(a) Includes financial counseling ($9,310), personal use of Company automobile ($6,735) and personal use of Company aircraft ($66,434). Consistent with the Company's policy, the CEO travels on Company aircraft for business and personal travel. Commercial travel is permitted when security risk is considered minimal and such travel is approved by the Office of the Director of Corporate Security. The amount reflected in this column represents the aggregate incremental cost to the Company of all personal travel by Mrs. Kullman on Company aircraft. Incremental cost is calculated based on the variable operating costs to the Company, including fuel, mileage, trip-related maintenance, weather-monitoring costs, crew travel expenses, on-board catering, landing/ramp fees and other variable costs, which includes an allocation of the overall maintenance costs and costs with respect to "deadhead flights" — flights with no passengers that are associated with Mrs. Kullman's personal use. Fixed costs which do not change based on usage, such as pilot salaries and the cost of maintenance not related to trips, are excluded. Approximately 19 percent of the amount reflected in the table for personal use of Company aircraft represents Mrs. Kullman's use of the aircraft to attend the board meetings of other organizations.

The benefit associated with personal use of Company aircraft is imputed as income to Mrs. Kullman at Standard Industry Fare Level ("SIFL") rates. SIFL rates are determined by the U.S. Department of Transportation. They are used to compute the value of nonbusiness transportation aboard employer-provided aircraft as required by the Internal Revenue Service. SIFL rates are used in the calculation of the income imputed to executives in the event of personal travel on Company aircraft. Mrs. Kullman does not receive any gross-up for payment of taxes associated with the described benefit.

(b) Amount represents financial counseling.

(c) Amounts represent the Company's match to the Retirement Savings Plan ("RSP") on the same basis as provided to U.S. parent company employees. For 2012, the RSP provided a Company match of 100% of the first six percent of the employee's contribution. Amounts also include an additional Company contribution of three percent.

(d) Amounts represent the Company's match to the Retirement Savings Restoration Plan ("RSRP") on the same basis as provided to U.S. parent company employees who fall above the applicable Internal Revenue Code ("IRC") limits. For 2012, the RSRP provided a Company match of 100% of the first six percent of the employee's contribution. Amounts also include an additional Company contribution of three percent.

2012 GRANTS OF PLAN-BASED AWARDS

The following table provides information on STIP awards, stock options, RSUs and PSUs granted in 2012 to each of the Company's NEOs. For a complete understanding of the table, refer to the narrative discussion that follows.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units(#)	All Other Option Awards: Number of Securities Underlying Options(#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards
Name	Grant Date	Thres-hold	Target	Maximum	Thres-hold(#)	Target (#)	Maximum (#)				
E. J. Kullman	2/6/12	—	$2,252,663	$ 4,505,326	—	54,719	109,438				$ 3,325,547
	2/6/12							54,719			2,833,350
	2/6/12								239,302	$ 51.78	2,833,336
N. C. Fanandakis	2/6/12	—	592,569	1,185,138	—	10,906	21,812				662,812
	2/6/12							60,906			3,153,713
	2/6/12								47,692	51.78	564,673
T. M. Connelly, Jr.	2/6/12	—	725,444	1,450,888	—	12,660	25,320				769,412
	2/6/12							12,660			655,535
	2/6/12								55,364	51.78	655,510
M. P. Vergnano	2/6/12	—	592,569	1,185,138	—	11,451	22,902				695,935
	2/6/12							11,451			592,933
	2/6/12								50,077	51.78	592,912
J. C. Borel	2/6/12	—	592,569	1,185,138	—	10,906	21,812				662,812
	2/6/12							10,906			564,713
	2/6/12								47,692	51.78	564,673

Narrative Discussion of Grants of Plan-Based Awards Table

Estimated Future Payouts Under Non-Equity Incentive Plan Awards

Amounts shown in this column of the table above represent STIP award opportunities for 2012 under the EIP. A target STIP award is established for each NEO at the beginning of the relevant fiscal year based on a percentage of the midpoint of the NEO's level in our salary structure. The actual STIP payout for NEOs, which can range from 0% to 200% of target, is based on corporate and total business unit performance and individual performance. Refer to page 31 of this Proxy Statement for more details.

Estimated Future Payouts Under Equity Incentive Plan Awards

Amounts shown in this column of the table above represent the potential payout range of PSUs granted in 2012. Vesting is equally based upon corporate revenue growth and total shareholder return ("TSR"), both relative to the pre-defined peer group. Performance and payouts are determined independently for each metric. At the conclusion of the three-year performance period, the actual award, delivered as DuPont Common Stock, can range from zero percent to 200% of the original grant. Dividend equivalents are applied after the final performance determination.

Any termination of employment, including retirement, within six months of grant results in a forfeiture of the award. For a discussion of the impact on PSUs of any subsequent termination, refer to the table on page 51 of this Proxy Statement.

All Other Stock Awards: Number of Shares of Stock or Units

Amounts shown in this column of the table above represent RSUs granted in 2012 that are paid out in shares of DuPont Common Stock and vest ratably over a three-year period, one-third on each anniversary date. Any termination of employment, including retirement, within six months of grant results in a forfeiture of the award. Dividend equivalents are applied and are subject to the same restrictions as the RSUs. For a discussion of the impact on RSUs of a subsequent termination, refer to the table on page 51 of this Proxy Statement.

For N. C. Fanandakis, this amount includes a retention award of 50,000 RSUs.

All Other Option Awards: Number of Securities Underlying Options

Amounts shown in this column of the table above represent nonqualified stock options granted in 2012 with a seven-year term and ratable vesting over a three-year period, one-third on each anniversary date. The exercise price of options granted, as shown in the table above, is based on the closing price of DuPont Common Stock on the date of grant.

Any termination of employment, including retirement, within six months of grant results in a forfeiture of the award. For a discussion of the impact on options of a subsequent termination, refer to the table on page 51 of this Proxy Statement.

Grant Date Fair Value of Stock and Option Awards

Except with respect to PSUs, amounts shown in this column of the table above reflect the grant date fair value of the equity award computed in accordance with FASB ASC Topic 718. For PSUs, the grant date fair value is based upon the probable outcome of the performance conditions. This amount is consistent with the estimate of aggregate compensation cost to be recognized over the service period determined as of the grant date under FASB ASC Topic 718, excluding the effect of estimated forfeitures. The grant date fair value of the PSUs, subject to the TSR metric, was $69.77, estimated using a Monte Carlo simulation. The grant date fair value of the PSUs, subject to the revenue metric, was based upon the closing price of the underlying DuPont Common Stock as of the grant date, which was $51.78.

The grant date fair value of RSUs reflected in this column is based on the closing price of DuPont Common Stock as of the grant date, which was $51.78.

For purposes of determining the fair value of stock option awards, the Company uses the Black-Scholes option pricing model and the assumptions set forth in the table below. The grant date fair value of options granted in 2012 was $11.84. The Company determines the dividend yield by dividing the current annual dividend on the Company's Common Stock by the option exercise price. A historical daily measurement of volatility is determined based on the expected life of the option granted. The risk-free interest rate is determined by reference to the yield on an outstanding U.S. Treasury Note with a term equal to the expected life of the option granted. Expected life is determined by reference to the Company's historical experience.

	2012
Dividend yield	3.2%
Volatility	34.89%
Risk-free interest rate	0.9%
Expected life (years)	5.3

OUTSTANDING EQUITY AWARDS

The following table shows the number of shares underlying exercisable and unexercisable options and unvested and, as applicable, unearned RSUs and PSUs held by the Company's NEOs at December 31, 2012. Market or payout values in the table below are based on the closing price of DuPont Common Stock as of that date.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock Held That Have Not Vested (#)(2)	Market Value of Shares or Units of Stock Held That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)(3)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(4)
E. J. Kullman	80,000		$ 37.75	2/4/13				
	77,100		51.01	2/6/13				
	110,692		44.74	2/5/14				
	646,767		23.28	2/3/16				
	224,292	112,147	33.49	2/2/17				
	67,641	135,282	51.85	2/1/18				
		239,302	51.78	2/5/19	115,148	$ 5,179,357	335,264	$ 15,080,175
	1,206,492	486,731						
N. C. Fanandakis	2,649		37.75	2/4/13				
	19,500		51.01	2/6/13				
	27,045		44.74	2/5/14				
	44,776		23.28	2/3/16				
	33,126	16,564	33.49	2/2/17				
	14,431	28,860	51.85	2/1/18				
		47,692	51.78	2/5/19	73,952	3,326,361	61,498	2,766,180
	141,527	93,116						
T. M. Connelly, Jr.	60,000		37.75	2/4/13				
	70,400		51.01	2/6/13				
	90,692		44.74	2/5/14				
	155,125		23.28	2/3/16				
	52,450	26,225	33.49	2/2/17				
	17,136	34,271	51.85	2/1/18				
		55,364	51.78	2/5/19	27,458	1,235,061	80,008	3,598,760
	445,803	115,860						
M. P. Vergnano	9,751		37.75	2/4/13				
	32,100		51.01	2/6/13				
	48,743		44.74	2/5/14				
	107,463		23.28	2/3/16				
	44,168	22,085	33.49	2/2/17				
	14,431	28,860	51.85	2/1/18				
		50,077	51.78	2/5/19	23,940	1,076,821	68,958	3,101,731
	256,656	101,022						
J. C. Borel	12,300		37.75	2/4/13				
	54,900		51.01	2/6/13				
	83,020		44.74	2/5/14				
	131,344		23.28	2/3/16				
	44,168	22,085	33.49	2/2/17				
	14,431	28,860	51.85	2/1/18				
		47,692	51.78	2/5/19	23,376	1,051,452	67,868	3,052,703
	340,163	98,637						

(1) The following table provides an overview of stock options with outstanding vesting dates as of December 31, 2012:

Stock Option Expiration Date	Outstanding Vesting Dates
2/2/2017	Balance vests on February 3, 2013
2/1/2018	Balance equally vests on February 2, 2013 and 2014
2/5/2019	Equally vests on February 6, 2013, 2014 and 2015

(2) The following table provides an overview of RSUs, including dividend equivalent units, with outstanding vesting dates as of December 31, 2012:

Grant Date	Outstanding Vesting Dates
2/3/2010	Balance vests on February 3, 2013
2/2/2011	Balance equally vests on February 2, 2013 and 2014
2/6/2012	Equally vests on February 6, 2013, 2014, and 2015
2/6/2012	Equally vests on February 6, 2014 and 2016

(3) The following table provides an overview of PSUs with outstanding vesting dates as of December 31, 2012:

Grant Date	Outstanding Vesting Dates
2/3/2010	Performance period ended December 31, 2012
2/2/2011	Performance period ends December 31, 2013
2/6/2012	Performance period ends December 31, 2014

Because the 2010 PSU award payout of 200% exceeded target (100%), the amount required to be shown in this column represents the maximum number of PSUs payable under outstanding awards (200% of the original grant). The final number of shares earned, if any, will be based on performance on Revenue Growth and TSR relative to the pre-defined peer group (at the time of award).

The plan provides for a payout range of 0% to 200% and dividend equivalent units are applied subsequent to the final performance determination.

(4) Represents the payout value of outstanding PSUs based on a maximum (200%) payout. See footnote (3) above.

* * *

2012 OPTION EXERCISES AND STOCK VESTED

The table below shows the number of shares of DuPont Common Stock acquired upon the exercise of stock options and the vesting of RSUs and PSUs during 2012.

	Option Awards(1)		Stock Awards(2)	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized Upon Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized Upon Vesting ($)**
E. J. Kullman	0	0	238,927	$ 12,262,314
N. C. Fanandakis	0	0	27,653	1,420,112
T. M. Connelly, Jr.	149,648	$ 1,811,794	63,547	3,260,779
M. P. Vergnano	0	0	41,201	2,115,121
J. C. Borel	0	0	48,551	2,491,668

(1) Represents the number of stock options exercised in 2012. The value realized upon exercise is computed by determining the difference between the market price at exercise and the exercise price of the options.

(2) Represents the number of RSUs and PSUs vesting in 2012. The value realized upon vesting is computed by multiplying the number of units by the value of the underlying shares on the vesting date, with respect to RSUs, and on March 5, 2012 with respect to PSUs. Includes PSUs granted in 2009 which vested on December 31, 2011 and were paid out in March 2012. This information was also disclosed in last year's proxy.

The performance period for PSUs granted in 2010 ended on December 31, 2012. The final payout was not determinable as of December 31, 2012. The final payout determination was made in March 2013 by the Compensation Committee after a final review of the Company's performance relative to the Peer Group. The final 2010 PSU shares paid out and the value realized in March 2013 are set forth below. Target units and year-end values for PSUs awarded in 2010 through 2012 are included in the Outstanding Equity Awards table on page 43.

Name	**2010 PSU Final Payout (#)(a)**	**PSU Value(b)**
E. J. Kullman	144,354	$ 6,973,742
N. C. Fanandakis	21,322	1,030,066
T. M. Connelly, Jr.	33,757	1,630,801
M. P. Vergnano	28,429	1,373,405
J. C. Borel	28,429	1,373,405

(a) Represents 200% of target award achieved plus accumulated dividend equivalent units. Revenue growth and TSR for the performance period were comparable to 89th percentiles of the pre-defined peer group, which resulted in a payout at 200% of target.

(b) Valued at $48.31, the closing price of DuPont Common Stock as of March 4, 2013, the date the final payout determination was made by the Committee.

PENSION BENEFITS

(as of Fiscal Year End December 31, 2012)

The table below shows the present value of accumulated benefits for the NEOs under the Pension Plan and the Pension Restoration Plan, as of December 31, 2012. For a complete understanding of the table, refer to the narrative discussion that follows.

Name	Plan Name	Number of Years Credited Service	Present Value of Accumulated Benefit(1)
E. J. Kullman	Pension Plan	24	$ 1,016,894
	Pension Restoration Plan	24	13,884,425
N. C. Fanandakis	Pension Plan	34	1,573,536
	Pension Restoration Plan	34	6,176,622
T. M. Connelly, Jr.	Pension Plan	35	1,622,447
	Pension Restoration Plan	35	8,346,345
M. P. Vergnano	Pension Plan	32	1,395,505
	Pension Restoration Plan	32	5,617,851
J. C. Borel	Pension Plan	35	1,643,192
	Pension Restoration Plan	35	6,830,342

(1) The value that an executive will actually receive under these benefit plans will differ to the extent facts and circumstances vary from the assumptions on which these amounts are based.

Narrative Discussion of Pension Benefits

The NEOs participate in the Pension Plan, a tax-qualified defined benefit pension plan, which covers a majority of the U.S. employees, except those hired or rehired after December 31, 2006. The Pension Plan provides employees with a lifetime retirement income based on years of service and the employees' final average pay near retirement. The normal form of benefit for married individuals is a 50% qualified joint and survivor annuity. The normal form of benefit for unmarried individuals is a single life annuity, which is actuarially equivalent to the normal form for married individuals. Normal retirement age under the Pension Plan is generally age 65 and benefits are vested after five years of service. Under the provisions of the Pension Plan, employees are eligible for unreduced pensions when they meet one of the following conditions:

- Age 65 or older with at least five years of service, or
- Age 58 with age plus service equal to or greater than 85, or
- Permanent incapacity to perform his/her duties with at least 15 years of service.

An employee who is not eligible for retirement with an unreduced pension is eligible for retirement with a reduced pension if he/she is age 50 with at least 15 years of service. His/her pension is reduced by the greater of five percent for every year that his/her age plus service is less than 85 or five percent for every year that his/her age is less than 58. In no event will the reduction exceed 50%. Mr. Connelly is eligible for an unreduced pension. Each other NEO is currently eligible for a reduced pension.

The primary pension formula that applies to the NEOs provides a monthly retirement benefit equal to:

$$\left(\text{1.5\% of Average Monthly Compensation} \times \text{Years of Service through 12/31/07}\right) - \left[\text{50\% of Monthly Primary Social Security Benefit} \times \left(\text{Years of Service through 12/31/07} \,/\, \text{Total Years of Service}\right)\right]$$

PLUS

$$\left(\text{0.5\% of Average Monthly Compensation} \times \text{Years of Service after 12/31/07}\right) - \left[\text{16.67\% of Monthly Primary Social Security Benefit} \times \left(\text{Years of Service after 12/31/07} \,/\, \text{Total Years of Service}\right)\right]$$

Average Monthly Compensation is based on the employee's three highest-paid years or, if greater, the 36 consecutive highest-paid months. Compensation for a given month includes regular compensation plus one-twelfth of an individual's STIP award for the relevant year. Other bonuses are not included in the calculation of Average Monthly Compensation.

If benefits provided under the Pension Plan exceed the applicable IRC compensation or benefit limits, the excess benefit is paid under the Pension Restoration Plan, an unfunded nonqualified plan. Effective January 1, 2007, the form of benefit under the Pension Restoration Plan for participants not already in pay status is a lump sum. The mortality tables and interest rates used to determine lump sum payments are the Applicable Mortality Table and the Applicable Interest Rate prescribed by the Secretary of the Treasury in IRC Section 417(e)(3).

The Company does not grant any extra years of credited service.

Key actuarial assumptions for the present value of accumulated benefit calculation can be found in Note 18 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012 ("Long-Term Employee Benefits Note"). All other assumptions are consistent with those used in the Long-Term Employee Benefits Note, except that a retirement age at which the NEO may retire with an unreduced benefit under the Pension Plan is used. The valuation method used for determining the present value of the accumulated benefit is the traditional unit credit cost method.

NONQUALIFIED DEFERRED COMPENSATION

The following table provides information on the Company's defined contribution or other plans that provide for deferrals of compensation on a basis that is not tax-qualified. For a complete understanding of the table, refer to the narrative discussion that follows.

	Executive Contributions in 2012(1)	Registrant Contributions in 2012(2)	Aggregate Earnings in 2012(3)	Aggregate Balance as of 12/31/2012(4)
E. J. Kullman				
RSRP	$ 218,930	$ 328,395	$ 243,589	$ 2,984,911
Deferred STIP	—	—	6,722	401,030
Deferred LTI	—	—	3,124	186,338
Management Deferred Compensation Plan	—	—	—	—
N.C. Fanandakis				
RSRP	64,482	96,723	15,294	571,119
Deferred STIP	—	—	—	—
Deferred LTI	—	—	566	33,738
Management Deferred Compensation Plan	—	—	—	—
T. M. Connelly, Jr.				
RSRP	78,553	117,830	136,233	1,363,814
Deferred STIP	—	—	23,297	1,274,005
Deferred LTI	—	—	74,851	4,465,370
Management Deferred Compensation Plan	93,553	—	13,785	349,046
M. P. Vergnano				
RSRP	64,056	96,084	81,348	822,752
Deferred STIP	—	—	—	—
Deferred LTI	—	—	672	40,063
Management Deferred Compensation Plan	—	—	—	—
J. C. Borel				
RSRP	65,053	97,580	50,696	1,161,437
Deferred STIP	—	—	13,949	832,123
Deferred LTI	—	—	24,949	1,488,349
Management Deferred Compensation Plan	—	—	2,072	68,172

(1) Base salary deferred under the RSRP and Management Deferred Compensation Plan ("MDCP") for each of the NEOs is reported as 2012 compensation to such NEOs in the 2012 Summary Compensation Table on page 38. Those amounts are: E. J. Kullman ($70,000), N. C. Fanandakis ($33,650), T. M. Connelly, Jr. ($85,133), M. P. Vergnano ($33,750), and J. C. Borel ($33,875).

(2) The amounts in this column represent matching contributions made under the RSRP, also included in the 2012 Summary Compensation Table.

(3) Earnings represent returns on investments in seven core investment alternatives, interest accruals on cash balances, DuPont Common Stock returns and dividend reinvestments. Interest is accrued on cash balances based on a rate that is traditionally less than 120% of the applicable federal rate and dividend equivalents are accrued at a non-preferential rate. In addition, the other core investment alternatives are a subset of the investment alternatives available to all employees under the qualified plan. Accordingly, these amounts are not considered above-market or preferential earnings for purposes of, and are not included in, the 2012 Summary Compensation Table.

(4) The table below reflects amounts reported in the aggregate balance at last fiscal year end that were previously reported as compensation to the NEO in the Company's Summary Compensation Table for previous years.

Name	RSRP	Deferred STIP	Deferred LTI	MDCP	TOTAL
E. J. Kullman	$ 1,532,643	—	—	—	$ 1,532,643
N. C. Fanandakis	346,494	—	—	—	346,494
T. M. Connelly, Jr.	790,264	$ 440,736	$ 3,427,459	$ 229,554	4,888,013
M. P. Vergnano	—	—	—	—	—
J. C. Borel	428,203	—	—	60,035	488,238

Narrative Discussion of the Nonqualified Deferred Compensation Table

The Company offers several nonqualified deferred compensation programs under which participants voluntarily elect to defer some portion of base salary, STIP, or LTI awards until a future date. Deferrals are credited to an account and earnings are calculated thereon in accordance with the applicable investment option or interest rate. With the exception of the RSRP, there are no Company contributions or matches. The RSRP was adopted to restore Company contributions that would be lost due to IRC limits on compensation that can be taken into account under the Company's tax-qualified savings plan. Amounts shown in the Nonqualified Deferred Compensation table as Deferred STIP or Deferred LTI represent deferrals of short- and long-term awards prior to the adoption of the MDCP in May 2008.

The following provides an overview of the various deferral options as of December 31, 2012.

Base Salary

Under the RSRP, an NEO can elect to defer eligible compensation (generally, base salary plus STIP) that exceeds the regulatory limits ($250,000 in 2012) in increments of one percent up to six percent. The Company matches participant contributions on a dollar-for-dollar basis up to six percent of eligible pay. The Company also makes an additional contribution of three percent of eligible compensation. Participant investment options under the RSRP mirror the options available under the qualified plan. Distributions may be made in the form of a lump sum or annual installments after separation from service.

Under the MDCP, an NEO can elect to defer the receipt of up to 60% of his/her base salary. The Company does not match base salary deferrals under the MDCP. Participants may select from among seven core investment options under the MDCP for base salary deferrals, including DuPont Common Stock units with dividend equivalents credited as additional stock units. In general, distributions may be made in the form of a lump sum at a specified future date prior to separation from service or a lump sum or annual installments after separation from service.

STIP

Under the RSRP, an NEO can elect to defer eligible compensation (generally, base salary plus STIP) that exceeds the regulatory limits ($250,000 in 2012) in increments of one percent up to six percent. The Company matches participant contributions on a dollar-for-dollar basis up to six percent of eligible pay. The Company also makes an additional contribution of three percent of eligible compensation. Participant investment options under the RSRP mirror the options available under the qualified plan. Distributions may be made in the form of a lump sum or annual installments after separation from service.

Under the MDCP, an NEO can elect to defer the receipt of up to 60% of his/her STIP award. The Company does not match STIP deferrals under the MDCP. Participants may select from among seven core investment options under the MDCP for STIP deferrals, including DuPont Common Stock units with dividend equivalents credited as additional stock units. In general, distributions may be made in the form of a lump sum at a specified future date prior to separation from service or a lump sum or annual installments after separation from service.

LTI

Under the MDCP, an NEO can elect to defer the receipt of 100% of his/her LTI awards (RSUs and/or PSUs). The Company does not match LTI deferrals under the MDCP. LTI deferrals under the MDCP are in the form of DuPont Common Stock units with dividend equivalents credited as additional stock units.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

As described in the Compensation Discussion and Analysis, DuPont generally does not enter into agreements with NEOs that provide for severance or change in control payments. On occasion, the Company may negotiate individual arrangements with senior executives to meet specific business needs. Accordingly, LTI is the only form of compensation reflected in the table below, the treatment of which on termination or change in control is detailed in the footnotes to the table.

The following information does not quantify payments under plans that are generally available to all salaried employees, similarly situated to the NEOs in age, years of service, date of hire, etc., and that do not discriminate in scope, terms or operation in favor of executive officers. For example, all participating employees who terminate on December 31, 2012 are entitled to receive any STIP awards under the EIP for 2012. See also the Pension Benefits and Nonqualified Deferred Compensation tables and accompanying narrative discussions for benefits or balances, as the case may be, under those plans as of December 31, 2012.

Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event, the Company's stock price and the executive's age.

If an individual engages in misconduct, the Company may demand that he/she repay any long-term or short-term incentive award, or cash payments received as a result of such an award, within ten days following written demand by the Company. See the discussion of the Company's Compensation Recovery Policy (Clawbacks) on page 37.

For the CEO and other NEOs, the benefits that would become payable upon termination of employment, death, disability or change in control as of December 31, 2012 are outlined below, based on the Company's closing stock price of $44.98 (as reported on the New York Stock Exchange) on that date.

Name	Form of Compensation	Voluntary or For Cause(1)	Termination Due to Lack of Work(2)	Retirement(3)	Death(4)	Disability(2)	Change in Control(5)
E. J. Kullman	Stock Options	—	$1,288,569	$1,288,569	$1,288,569	$1,288,569	$1,288,569
	RSUs	—	5,179,357	5,179,357	5,179,357	5,179,357	5,179,357
	PSUs	—	5,047,701	5,047,701	5,047,701	5,047,701	6,756,910
E. J. Kullman Total		**—**	**11,515,627**	**11,515,627**	**11,515,627**	**11,515,627**	**13,224,836**
N. C. Fanandakis	Stock Options	—	190,320	190,320	190,320	190,320	190,320
	RSUs	—	1,077,361	1,077,361	3,326,361	3,326,361	3,326,361
	PSUs	—	875,340	875,340	875,340	875,340	1,216,001
N. C. Fanandakis Total		**—**	**2,143,021**	**2,143,021**	**4,392,021**	**4,392,021**	**4,732,682**
T. M. Connelly, Jr.	Stock Options	—	301,325	301,325	301,325	301,325	301,325
	RSUs	—	1,235,061	1,235,061	1,235,061	1,235,061	1,235,061
	PSUs	—	1,205,525	1,205,525	1,205,525	1,205,525	1,600,974
T. M. Connelly, Jr. Total		**—**	**2,741,911**	**2,741,911**	**2,741,911**	**2,741,911**	**3,137,360**
M. P. Vergnano	Stock Options	—	253,757	253,757	253,757	253,757	253,757
	RSUs	—	1,076,821	1,076,821	1,076,821	1,076,821	1,076,821
	PSUs	—	1,026,091	1,026,091	1,026,091	1,026,091	1,383,776
M. P. Vergnano Total		**—**	**2,356,669**	**2,356,669**	**2,356,669**	**2,356,669**	**2,714,354**
J. C. Borel	Stock Options	—	253,757	253,757	253,757	253,757	253,757
	RSUs	—	1,051,452	1,051,452	1,051,452	1,051,452	1,051,452
	PSUs	—	1,018,601	1,018,601	1,018,601	1,018,601	1,359,262
J. C. Borel Total		**—**	**2,323,810**	**2,323,810**	**2,323,810**	**2,323,810**	**2,664,471**

(1) Upon voluntary termination or termination for cause, the various Company plans and programs provide for forfeiture of all unvested stock options, RSUs and PSUs. To the extent an NEO is retirement eligible, unvested stock options, RSUs and/or PSUs would be treated as if the NEO has retired.

(2) Upon termination for lack of work or disability:

- Vested options may be exercised during the one-year period following termination. During the one-year period, options continue to become exercisable in accordance with the three-year vesting schedule, as if employee had not separated from service. Amount shown represents the in-the-money value of those options that would vest within the one-year period following December 31, 2012.
- RSUs that are awarded as part of the annual award to eligible employees are automatically vested and paid out. Special or one-time awards are forfeited upon a termination for lack of work. Upon disability, special or one-time RSU awards are automatically vested and paid out. Amount shown for termination due to lack of work represents the value of regular annual RSUs as of December 31, 2012. Amount shown for disability represents the value of all RSUs as of December 31, 2012.
- PSUs remain subject to original performance period, prorated for the number of months of service completed during the performance period. Amount shown represents the prorated target value of PSUs as of December 31, 2012.

To the extent an NEO is retirement eligible, unvested stock options, RSUs and/or PSUs would be treated as if the NEO has retired.

Regardless of the foregoing, any termination within six months of the grant date results in forfeiture of the award.

(3) Upon retirement, NEOs are treated as if they had not separated from service and:

- Options continue vesting in accordance with the three-year vesting schedule. Amount shown represents the in-the-money value of unvested options as of December 31, 2012.
- Restrictions on the regular annual RSUs lapse on the original schedule. Special or one-time RSU awards are forfeited. Amount shown represents the value of regular annual RSUs as of December 31, 2012.
- PSUs are subject to the original performance period, prorated for the number of months of service completed during the performance period. Amount shown represents the prorated target value of PSUs as of December 31, 2012.

Regardless of the foregoing, any termination within six months of the grant date results in forfeiture of the award.

(4) Upon death:

- Options are fully vested and exercisable and expire two years following death or at the end of the original term, whichever is shorter. Amount shown represents the in-the-money value of unvested options as of December 31, 2012.
- All RSUs are automatically vested and paid out. Amount shown represents the value of all RSUs as of December 31, 2012.
- PSUs remain subject to original performance period, prorated for the number of months of service completed during the performance period. Amount shown represents the prorated target value as of December 31, 2012.

Regardless of the foregoing, any termination within six months of the grant date results in forfeiture of the award.

(5) Upon change in control:

- For awards granted between 2008 and 2011, treatment is as follows:
  - Stock options become fully vested and exercisable. Amount shown represents the in-the-money value of unvested options as of December 31, 2012.
  - Restrictions on all RSUs lapse. Amount shown represents the value of all RSUs as of December 31, 2012.
  - PSUs are paid at target, prorated for the number of months of service completed during the performance period. Amount shown represents the prorated target value as of December 31, 2012.
- Treatment for awards made in 2012 varies depending on whether the Company is the surviving entity and, if not, whether the awards are assumed by an acquiring entity. Values shown in the table above assume that the Company is not the surviving entity and the acquiring entity does not assume or otherwise provide for continuation of the awards.
  - Options are immediately vested and cancelled in exchange for payment in an amount equal to (i) the excess of the fair market value per share of the stock subject to the award immediately prior to the change in control over the exercise or base price per share of stock subject to the award multiplied by (ii) the number of shares granted. Amount shown represents the in-the-money value of unvested options as of December 31, 2012.
  - RSU are immediately vested and all restrictions lapse. Awards cancelled in exchange for a payment equal to the fair market value per share of the stock subject to the award immediately prior to the change in control multiplied by the number of shares granted. Amount shown represents the value of all RSUs as of December 31, 2012.
  - PSUs are converted into time-vested restricted stock units at target, without proration and treated consistent with time-vested awards as described above. Amount shown represents the target value as of December 31, 2012.

In the event the company is the surviving entity or the acquiring entity assumes or otherwise provides for continuation of the awards, all stock options and RSUs remain in place or substitute awards are issued. PSUs are converted into time-vested restricted stock units at target, without proration and treated consistent with time-vested awards.

Upon termination without cause or termination for good reason within two years after change in control, awards vest in full. Options remain exercisable for two years, or the original expiration date, whichever first occurs.

Regardless of the foregoing, any termination within six months of the grant date results in forfeiture of the award.