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, 2013

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, 2013, was approximately $48.4 billion.

As of January 31, 2014, 927,717,000 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 23, 2014.	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, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013 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, 2013, based on criteria established in *Internal Control - Integrated Framework* (1992) 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.

As discussed in Note 1 to the Consolidated Financial Statements, effective January 1, 2013, the Company changed its method of valuing inventory held at a majority of its foreign and certain U.S. locations from the last-in, first-out (LIFO) method to the average cost method.

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 5, 2014

(Dollars in millions, except per share)

The company's contributions to the U.S. parent company's defined contribution plans were $208, $212 and $210 for the years ended December 31, 2013, 2012 and 2011, 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 $105, $124 and $84 for the years ended December 31, 2013, 2012 and 2011, respectively. Included in the company's contributions are amounts related to discontinued operations of $2, $30 and $29 for the years ended December 31, 2013, 2012 and 2011, respectively. The company expects to contribute about $320 to its defined contribution plans in 2014.

19. COMPENSATION PLANS

The total stock-based compensation cost included in the Consolidated Income Statements was $129, $105 and $113 for 2013, 2012 and 2011, respectively. The income tax benefits related to stock-based compensation arrangements were $43, $35 and $37 for 2013, 2012 and 2011, 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, 2013, approximately 51 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 2013 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 2013, 2012 and 2011 was $10.40, $11.81 and $12.32, respectively.

	2013	2012	2011
Dividend yield	3.6%	3.2%	3.2%
Volatility	34.86%	34.87%	33.26%
Risk-free interest rate	1.0%	0.9%	2.3%
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, 2013, 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, 2012	33,359	$ 39.70		
Granted	5,758	$ 47.68		
Exercised	(13,012)	$ 36.31		
Forfeited	(253)	$ 50.10		
Cancelled	(4,281)	$ 50.64		
Outstanding, December 31, 2013	21,571	$ 41.58	4.14	$ 505,136
Exercisable, December 31, 2013	11,765	$ 35.02	2.95	$ 352,427

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 2013 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 2013, 2012 and 2011 were $230, $147 and $216, respectively. In 2013, the company realized a tax benefit of $74 from options exercised.

As of December 31, 2013, $34 of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 1.73 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 2013, there were 313,324 PSUs granted. Vesting for PSUs granted in 2011, 2012 and 2013 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 2013, subject to the TSR metric, was $59.05, 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, 2013 and 2012 are shown below. The weighted-average grant-date fair value of RSUs and PSUs granted during 2013, 2012 and 2011 was $48.06, $47.17 and $53.19, respectively.

	Number of Shares (in thousands)	Weighted Average Grant Date Fair Value (per share)
Nonvested, December 31, 2012	3,120	$ 49.42
Granted	2,439	$ 48.06
Vested	(1,744)	$ 43.22
Forfeited	(50)	$ 43.69
Nonvested, December 31, 2013	3,765	$ 52.41

As of December 31, 2013, there was $73 of unrecognized stock-based compensation expense related to nonvested awards. That cost is expected to be recognized over a weighted-average period of 2.14 years. The total fair value of stock units vested during 2013, 2012 and 2011 was $75, $68 and $74, 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, $60 and $85 for 2013, 2012 and 2011, 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 $317, $379 and $386 for 2013, 2012 and 2011, 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,	2013	2012
Derivatives designated as hedging instruments:		
Interest rate swaps	$ 1,000	$ 1,000
Foreign currency contracts	1,107	1,083
Commodity contracts	606	753
Derivatives not designated as hedging instruments:		
Foreign currency contracts	9,553	6,733
Commodity contracts	281	242

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.

2014 ANNUAL MEETING
AND PROXY STATEMENT

(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 RSP.

(3) This column includes shares which directors and executive officers had a right to acquire beneficial ownership of within 60 days from December 31, 2013, through the exercise of stock options or through the conversion of RSUs or deferred stock units granted or held under DuPont's equity-based compensation plans.

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. Based on our review of copies of reports we have received, and written representations received from our directors and executive officers with respect to filing of reports on Forms 3, 4 and 5, one report (reporting one transaction) for each of T. M. Connelly, Jr. and B. Cachinero were filed late due to administrative error.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No individual who served on the Human Resources and Compensation Committee in 2013 was at any time during the year an officer or employee of DuPont or any of its subsidiaries nor was any such person a former officer of DuPont or any of its subsidiaries. No individual who served on the Human Resources and Compensation Committee in 2013 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 DuPont's executive officers serves on the board of directors.

COMPENSATION COMMITTEE REPORT

The Human Resources and Compensation Committee (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 DuPont's Annual Report on Form 10-K for the year ended December 31, 2013 and in this Proxy Statement.

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

HUMAN RESOURCES AND COMPENSATION COMMITTEE
Lois D. Juliber, Chair
Alexander M. Cutler
Marillyn A. Hewson
Lee M. Thomas

COMPENSATION DISCUSSION AND ANALYSIS

In this section, we review the objectives and elements of DuPont's executive compensation program and discuss and analyze the 2013 compensation decisions regarding our Named Executive Officers (''NEOs''):

- Ellen J. Kullman, *Chair and Chief Executive Officer*
- Nicholas C. Fanandakis, *Executive Vice President and Chief Financial Officer*
- Thomas M. Connelly, Jr., *Executive Vice President and Chief Innovation Officer*
- Mark P. Vergnano, *Executive Vice President*
- James C. Borel, *Executive Vice President*

COMPENSATION DISCUSSION AND ANALYSIS (''CD&A'') TABLE OF CONTENTS

EXECUTIVE SUMMARY

DuPont is a science company. We work collaboratively to find sustainable, innovative, market-driven solutions to meet some of the world's biggest challenges, making lives better, safer and healthier for people everywhere.

We design our executive compensation programs to attract, motivate, reward and retain the high-quality executives necessary for Company leadership and accomplishment of our strategies.

Our compensation programs are designed and administered to follow these core principles:

- Establish a strong link between pay and performance
- Align executives' interests with stockholders' interests
- Reinforce business strategies and drive long-term sustained stockholder value

We regularly review best practices in governance and executive compensation to ensure that our programs align with our core principles. Here are some of the compensation practices we follow:

2013 COMPENSATION PRACTICES AND POLICIES

What We Do	✔ Use performance metrics to align pay with performance ✔ Balance short- and long-term incentives using multiple performance metrics ✔ Put caps on incentive compensation ✔ Set rigorous stock ownership requirements for NEOs (values equal to a target multiple of base salary) ✔ Implement a compensation recovery policy (clawbacks) ✔ Employ an independent compensation consultant to review and advise on executive compensation ✔ Use tally sheets ✔ Regularly review the Human Resources and Compensation Committee (the "Committee") Charter to ensure best practices and priorities
What We Don't Do	✘ Enter into employment agreements ✘ Sign severance agreements except in the event of a change in control (double trigger) or limited-duration agreements for newly hired executives when there is a demonstrated business need ✘ Establish or allow excessive compensation practices that encourage excessively risky business decisions ✘ Allow short sales, hedging, margin accounts, or securities pledging of DuPont stock ✘ Reload, reprice, or backdate stock options ✘ Grant stock options with an exercise price less than fair market value ✘ Tax gross-ups on benefits and perquisites (except for relocation benefits) ✘ Pay dividends on unvested or unearned performance share units

CLEAR STRATEGY > STRONGER COMPANY > SUPERIOR RETURN TO STOCKHOLDERS

DuPont's higher-growth and higher-value strategy includes strengthening our world-leading position in three segments:

- **Agriculture & Nutrition:** Extend our leadership position across the high-value, science-driven segments of the agriculture-to-food value chains.
- **Industrial Biosciences:** Build transformational new businesses based on our world-leading biotechnology capabilities.
- **Advanced Materials:** Strengthen and grow our leading position in differentiated, high-value materials businesses by leveraging new technologies.

To deliver on these strategies, we have been relentless in the pursuit of the fundamentals, three operational priorities that guide our day-to-day activities — innovating and further increasing our return on research and development, leveraging our global reach, especially in fast growing markets, and maintaining a cadence that demands strong execution and ongoing productivity gains. By leveraging our diverse capabilities in biology, chemistry, materials science and engineering, we can deliver faster, better, even transformational solutions to our customers. This unique combination, together with our proven R&D engine, global reach and market penetration, creates distinctive competitive advantages for DuPont.

Our Performance in 2013

In 2013, DuPont took transformational steps forward in executing its plan to build a higher-growth, higher-value company for stockholders. In February, DuPont completed the sale of its Performance Coatings segment for $4.9 billion. In October, DuPont announced its decision to separate its Performance Chemicals segment, creating two strong companies for stockholders. These two events, combined with the acquisition of Danisco in 2011, have reshaped DuPont and narrowed our focus to three strategic priorities:

- Extend DuPont's leadership across the agriculture-to-food value chains
- Strengthen DuPont's position as a leading provider of differentiated, high-value advanced industrial materials
- Build new and potentially transformational businesses in industrial biotechnology

Also in 2013, DuPont advanced its strong positions in secular growth markets like production agriculture, photovoltaic solar panels, and light-weighting polymers for the automotive industry, and continued to redeploy capital and resources into targeted, science-based growth opportunities. We were again successful by achieving greater-than-targeted productivity gains through streamlining and lowering of our cost structure and working capital levels.

Financial Highlights

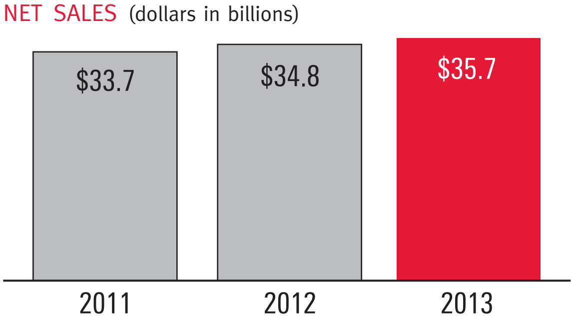
For the year, DuPont's revenue grew modestly to $35.7 billion, up $922 million, or 3%, as the significant market adjustments in our Performance Chemical segment overshadowed strong revenue growth in our other segments. DuPont's scientific power was evident as we had another strong year of new-product introductions, and we received about 1,050 U. S. Patent grants.

Operating earnings per share (''EPS'')* for the year were up slightly at $3.88 per share versus $3.77 in the prior year, despite a 45%** decline in our Performance Chemicals segment. As with revenue, the decline in earnings from our Performance Chemicals segment overshadowed strong earnings growth from the Agriculture, Electronics & Communications and Safety & Protection segments, which each had double-digit growth in segment operating earnings. Excluding Performance Chemicals, in both years, segment operating earnings increased $490 million or 11%.*** Growth was driven by new products, market share gains, cost controls and margin improvement across most business segments.

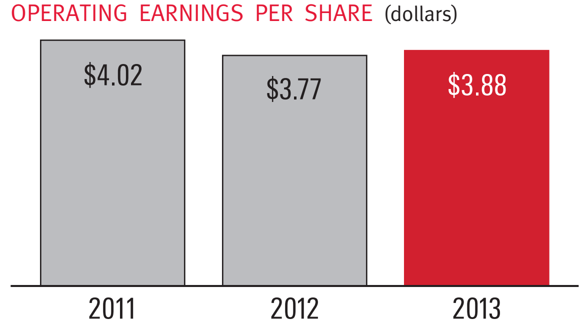
Our productivity achievements for the year include:

- Cost and working capital productivity gains of $300 million, meeting our targets, and;
- Restructuring gains of more than $300 million, which we expect will translate to more than $450 million in savings in subsequent years.

NET SALES (dollars in billions)



OPERATING EARNINGS PER SHARE (dollars)



Our balance sheet was significantly strengthened during the year by reducing debt and securing our credit rating, thereby strengthening DuPont's financial capability to reinvest for growth and continued success by its businesses.

We refined our growth strategy and made significant advances against our strategic and operational priorities, including refinement of our portfolio of businesses.

* Non-GAAP financial measure based on EPS excluding certain items.

** Non-GAAP financial measure based on segment pre-tax operating income (''PTO'') excluding significant items.

*** Non-GAAP financial measure based on PTOI excluding Performance Chemicals segment and significant items.

See Appendix B for additional information regarding these and other non-GAAP financial measures.

Achievements for the year include:

- Completed the sale of DuPont Performance Coatings in February for $4.9 billion
- Repurchased $1 billion of DuPont common stock
- Acquired the remaining interest in Pannar Seeds (Pty) Ltd. that we did not previously own, greatly expanding our footprint in Africa in our drive to extend our Agriculture leadership around the globe
- Acquired rights to technology through licenses with Monsanto to deliver next-generation soybean technology to our customers
- Announced our intent to separate our Performance Chemicals segment through a U.S. tax-free spin-off
- Announced execution of definitive agreements to sell our Glass Laminating Solutions/Vinyls, which is expected to be completed about mid-2014, subject to customary closing conditions

We expanded into new geographies and successfully launched new products in key markets.

- About 28% of sales came from products that were introduced in the past four years
- Sales in developing markets (including China, India and countries located in Latin America, Eastern and Central Europe, Middle East, Africa and Southeast Asia) were up 7% and represented 33% of our sales

Our strategy is working: Delivering superior results and increased stockholder value.

The work we have completed in the past five years is delivering superior returns to stockholders.

- In total, DuPont has generated 214%[1] total shareholder return (''TSR'') since year-end 2008, compared to 128%[1] for the S&P 500, and 111%[1][2] for our proxy peers during the same period
- We delivered superior capital returns to our stockholders through our dividend and share repurchases, outperforming proxy peers and the S&P 500
- Our productivity efforts over the last five years have freed significant cash and increased segment operating margins from 10.9% in 2008 to 16.3% in 2013, excluding pharmaceutical earnings in both years.*

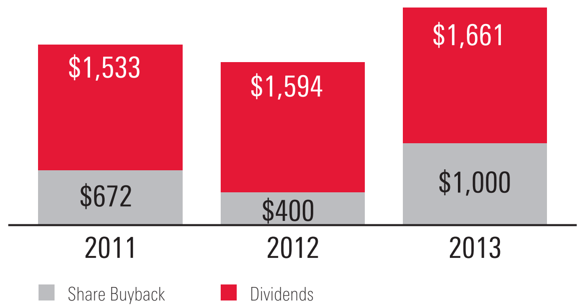
* Non-GAAP financial measure based on segment PTOI margin excluding Pharmaceuticals segment and significant items. See Appendix B for additional information regarding this and other non-GAAP financial measures.

(1) Source: Datastream as of 12/31/2013, Bloomberg, Capital IQ, FactSet. Proxy Peers and S&P Indices are USD market cap — weighted and assume dividends are reinvested at the closing price applicable on the ex-dividend date

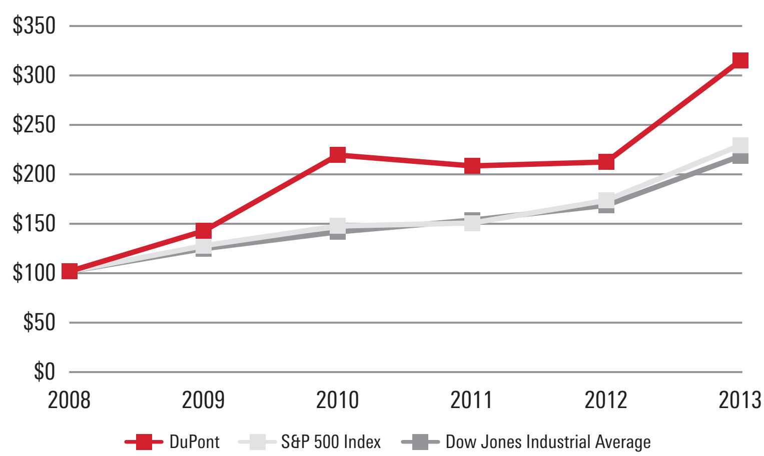
(2) Proxy Peers consists of companies listed in the CD&A on page 38.

We will continue to execute against our strategic and operational priorities, all part of our clear strategy to build a higher-growth, higher-value company for stockholders. Through innovation, disciplined capital allocation and execution, global reach, and continuous portfolio refinements, we will continue our track record of delivering superior value.

CAPITAL RETURNED TO STOCKHOLDERS
(DOLLARS IN MILLIONS)



FIVE-YEAR CUMULATIVE TOTAL SHAREHOLDER RETURN VS S&P 500 AND DOW JONES INDUSTRIAL AVERAGE



The graph assumes that the values of DuPont Common Stock, the S&P 500 Stock Index and the Dow Jones Industrial Average were each $100 on December 31, 2008, and that all dividends were reinvested.

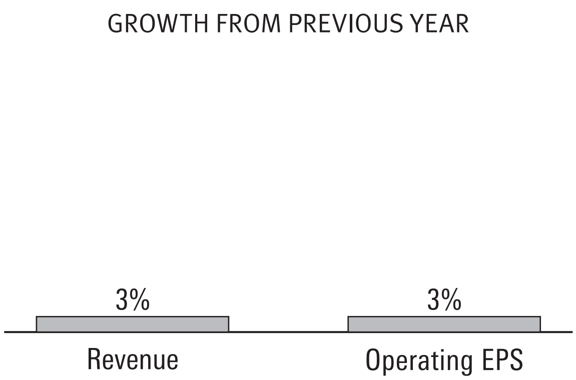
Summary of Our 2013 Compensation Actions

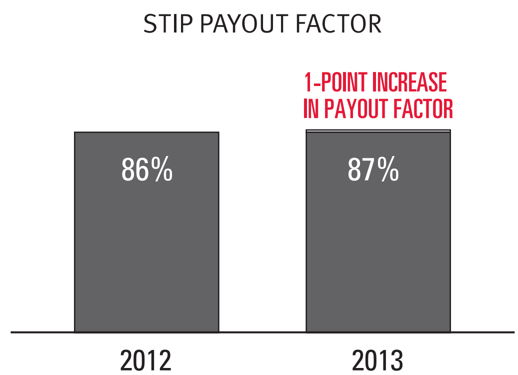
Linking Pay with Performance

Pay actions for our NEOs in 2013 reflected our Company performance.

2013 SHORT-TERM PERFORMANCE AND INCENTIVE COMPENSATION

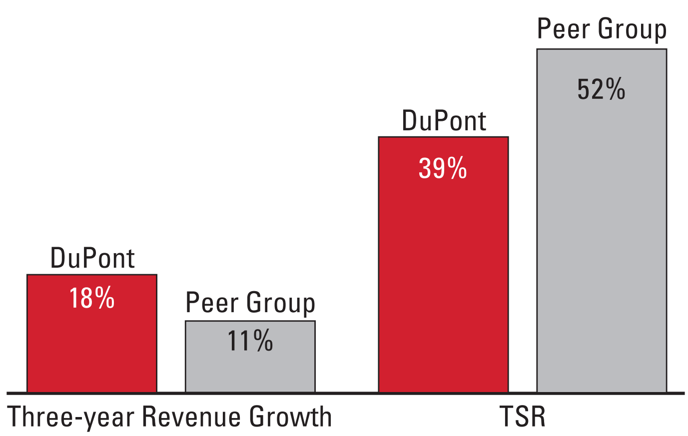
Our performance resulted in a 1-point increase in the NEO average payout factor under our short-term incentive program (''STIP'') (86% of target in 2012 to 87% of target in 2013).





LONG-TERM PERFORMANCE AND INCENTIVE COMPENSATION

Performance-based restricted stock units (''PSUs'') for the 2011 to 2013 performance period were paid out at 113% target.



DuPont

75th percentile ranking for revenue
vs. Peer Group

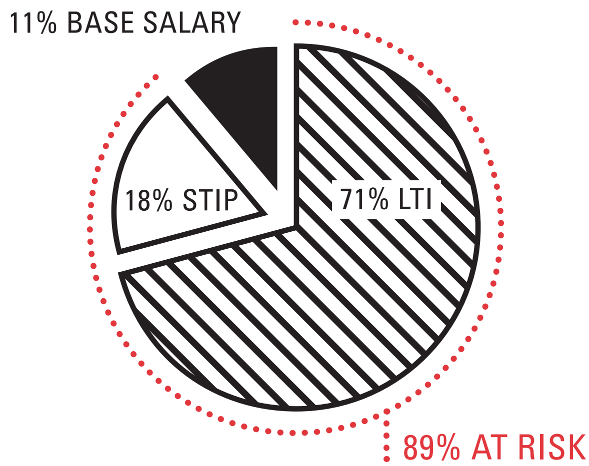
25th percentile for TSR
vs. Peer Group

TARGET COMPENSATION PAY MIX

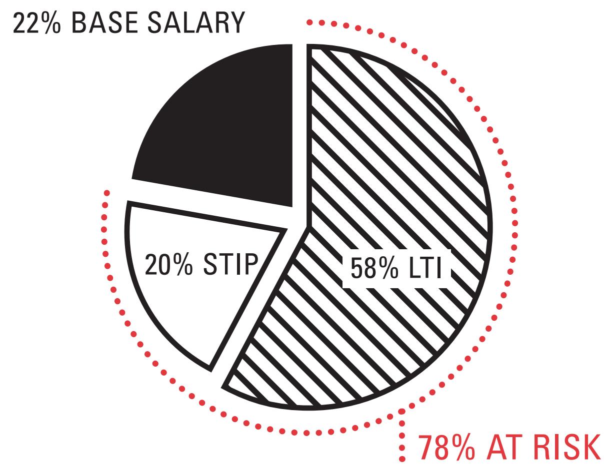
To reinforce our pay-for-performance philosophy, more than two-thirds of targeted total direct compensation ("TDC") is contingent upon performance and, therefore, fluctuates with our financial results and share price. We believe this approach motivates our executives to consider the impact of their decisions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

2013 TARGET COMPENSATION MIX

E.J. Kullman (CEO)



Other NEOs (Average)



CONSIDERATION OF SAY ON PAY RESULTS	Last year, our stockholders were given the opportunity to participate in an advisory vote on the compensation of our NEOs. More than 95% of stockholders approved the compensation of our NEOs. In consideration of the overwhelming support expressed by stockholders and the Committee's own assessment of the program, the Committee felt that fundamental changes to our executive compensation programs were not necessary at this time. In an ongoing effort to make the link between pay and performance even stronger, the Committee made the following design change to our long-term incentive ("LTI") compensation program for 2014: Revised the 2014 LTI Program mix to increase the portion of PSUs to 50% of the grant value from 40%. The remaining portion is split equally among stock options (25%) and restricted stock units ("RSUs") (25%).

OUR EXECUTIVE COMPENSATION PHILOSOPHY

We design our executive compensation programs to attract, motivate, reward and retain the high-quality executives necessary to lead the Company and to accomplish our strategies. The following key 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

DuPont Leadership — Guiding the Company Through Innovation

For more than 200 years, DuPont leaders have guided the Company through great changes, maintaining our position as a market leader fueled by science and innovation.

At DuPont, our executive compensation programs are dependent on achieving strategic operating goals and financial performance that ultimately drive stockholder returns.

HOW WE DETERMINE EXECUTIVE COMPENSATION

An important aspect of the Committee's annual work is determining compensation for our NEOs and other executive officers. The NEOs are the Company's Chair and CEO, the Chief Financial Officer, and the three next most highly compensated executive officers.

In 2013, the Committee continued its relationship with Frederic W. Cook & Co., Inc. (''Cook''), as its independent compensation consultant 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.

Oversight Responsibilities for Executive Compensation

Summarized in the table below are responsibilities for executive compensation.

Human Resources and Compensation Committee	• Establishes executive compensation philosophy • Approves incentive compensation programs and target performance expectations for STIP and PSU • Approves all compensation actions for the executive officers, other than the CEO, including base salary, target and actual STIP, LTI grants, and target and actual PSU awards • Recommends to the full Board compensation actions for the CEO, including base salary, target and actual STIP, LTI grant, and target and actual PSU award
All Independent Board Members	• Assess performance of the CEO • Approve all compensation actions for the CEO, including base salary, target and actual STIP, LTI grant, and target and actual PSU award
Committee Consultant — Cook	• Provides independent 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 other executive officers • Recommends compensation targets and actual awards for the other executive officers

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.

We Conduct a 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. These surveys represent large companies with median revenue comparable to DuPont's ''market,'' including surveys by Towers Watson and Aon Hewitt.

Peer Group Analysis

We also use a select group of peer companies (''peer group'') to:

- Benchmark pay design including mix and performance criteria
- Measure financial performance for the PSU program
- 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 comprises large 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 select European companies traded on the New York Stock Exchange to facilitate pay design and performance comparisons
- Direct business competitors
- Companies similar in revenue size to DuPont — As there are limited potential peers within a typical one-half to double revenue-size criterion, we established a broader one-third to triple range, which also ensures the inclusion of some direct competitors that would otherwise be excluded
- Meaningful international presence — At least one-third of revenues earned outside of the United States
- Scientific focus/research intensity — The criterion 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 that of industry peers

The 2013 peer group did not change from 2012 and consists of the following companies:

2013 PEER GROUP

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

Tally Sheets

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

COMPONENTS OF OUR EXECUTIVE COMPENSATION PROGRAM

The components of our executive compensation program align with our compensation philosophy and core principles.

DIRECT COMPENSATION COMPONENTS

Pay Element	*Role in Program/Objectives*	*How Amounts Are Determined*
Base salary	• Provides regular source of income for NEOs • Provides foundation for other pay components	Based on wide range of factors, including market pay surveys, business results, and individual performance Targeted to market median on average (based on survey)
STIP awards	• Align executives with annual goals and objectives • Create a direct link between executive pay and annual financial and operational performance	Actual payout is based on performance of Company, business unit and individual Target award is approximately market median
LTI awards	• Link pay and performance — accelerate growth, profitability and stockholder return • 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	Actual value realized is based on company performance over a 3-year time frame or linked to stock price Targeted to market median on average

Target Compensation Pay Mix

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 lessen the possible risk inherent in the greater focus on long-term incentives, executives receive a mix of different forms of stock compensation:

- PSUs (rewards key financial performance in relation to the peer group in revenue growth and TSR). Overlapping performance cycles in the PSU program assure sustainability of performance
- Stock options (rewards for stock price appreciation and direct link to stockholder experience)
- RSUs (intended as retention tool and linked to stock price)

2013 TARGET COMPENSATION MIX AND "PAY AT RISK"

E.J. KULLMAN (CEO)

- 89% of TDC for the CEO is at risk
- 20% of the amount at risk is tied to achievement of annual incentive goals, and 80% is tied to achievement of share price or financial goals over a longer period

OTHER NEOs (AVERAGE)

- On average, 78% 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

Benefits, Retirement and Other Compensation Components

In addition to the annual and long-term direct compensation programs designed to align pay with performance, we provide our executives with benefits, retirement plans, and limited perquisites.

Pay Element	*Role in Program/Objectives*	*How Amounts Are Determined*
Standard benefits and retirement plans	• Same tax-qualified retirement, medical, dental, vacation benefit, life insurance, and disability plans provided to other employees	Tax-qualified plans are targeted to peer group median
	• Nonqualified retirement plans that restore benefits above the Internal Revenue Code ("IRC") limits for tax-qualified retirement plans as provided to other employees	Nonqualified retirement plans are provided to restore benefits due to IRC limits
	• Nonqualified deferred compensation plan that allows for deferral of base salary, STIP and LTI awards	
Severance benefits (change in control)	• Severance benefits upon a change in control and termination (double-trigger) to ensure continuity of management in a potential change in control environment	Cash payment of two times base salary and target annual incentive (three times for the CEO)
	• A change in control does not automatically entitle an executive to this severance benefit. An executive must lose his/her job within two years of a change in control (see "Change in Control Severance Benefits" below for more details)	Pro-rated payment of the target annual incentive for the year of termination. Financial counseling and outplacement services for two years (three for the CEO)
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	
	• For security reasons, the CEO travels on Company aircraft for business and personal travel. Commercial travel is permitted when security risk is considered minimal and the Office of the Director of Corporate Security approves such travel	

Because we use only compensation practices that support our guiding principles, we do **NOT** offer our executives:

- Employment agreements
- Severance agreements except in the event of a change in control (double-trigger) or limited-duration agreements for newly hired executives when there is a demonstrated business need
- Tax gross-ups on benefits and perquisites other than relocation benefits
- Supplemental executive retirement benefits
- Retirement plans that grant additional years of service or include long-term incentives in the benefit calculation
- Repricing of stock options/repurchases of underwater stock options for cash

Change in Control Severance Benefits

To ensure that executives remain focused on Company business during a period of uncertainty, in 2013, DuPont adopted the Senior Executive Severance Plan. For any benefits to be earned, a change in control must occur and the executive's employment must be terminated within two years following the change in control, either by the Company without cause or the executive for good reason (often called a ''double trigger''). The plan does not provide tax gross-ups. Payments and benefits to the executive will be reduced to the extent necessary to result in the executive's retaining a larger after-tax amount, taking into account the income, excise and other taxes imposed on the payments and benefits. For additional information, see Potential Payments Upon Termination or Change in Control.

Benefits provided under the program include:

- Lump sum cash payment equal to two times (three times for the CEO) the sum of the executive's base salary and target annual bonus;
- A lump sum cash payment equal to the pro-rated portion of the executive's target annual bonus for the year of termination; and
- Continued health and dental benefits, financial counseling, tax preparation services and outplacement services for two years (three years for the CEO) following the date of termination.

The Senior Executive Severance Plan includes a 12-month non-competition, non-solicitation, non-disparagement and confidentiality provisions (18 months for the CEO).

HOW WE MANAGE COMPENSATION RISK

The Committee regularly monitors our compensation programs to assess whether those programs are motivating the desired behaviors while delivering on DuPont's performance objectives and encouraging appropriate levels of risk-taking. In 2013, the Committee asked 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, and the presence of maximum payments, as well as other mitigating program attributes. Cook's analysis determined that our compensation programs do not encourage behaviors that would create undue material risk for DuPont.

Payout Limitations or Caps

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.

Stock ownership guidelines include a retention ratio requirement. Under the 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.

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

Multiple of Salary	*2013 Target*	*2013 Actual*
CEO	6x	19x
Other NEOs average	4x	14x

For purposes of the stock ownership guidelines, we include direct ownership of 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, the recipient of incentive-based compensation (''Grantee''). If a Grantee engages in misconduct, then:

- He/she forfeits any right to receive any future awards or other equity-based incentive compensation
- The Company may demand repayment of any awards or cash payments already received by a Grantee
- The Grantee will be required to provide repayment within ten (10) days following such demand

''Misconduct'' means any of the following:

- Grantee's employment or service is terminated for cause
- There has been a breach of a noncompete or confidentiality covenant set out in the employee agreement
- 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 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.

2013 COMPENSATION DECISIONS

Our Annual Compensation Program

Annual Base Salary

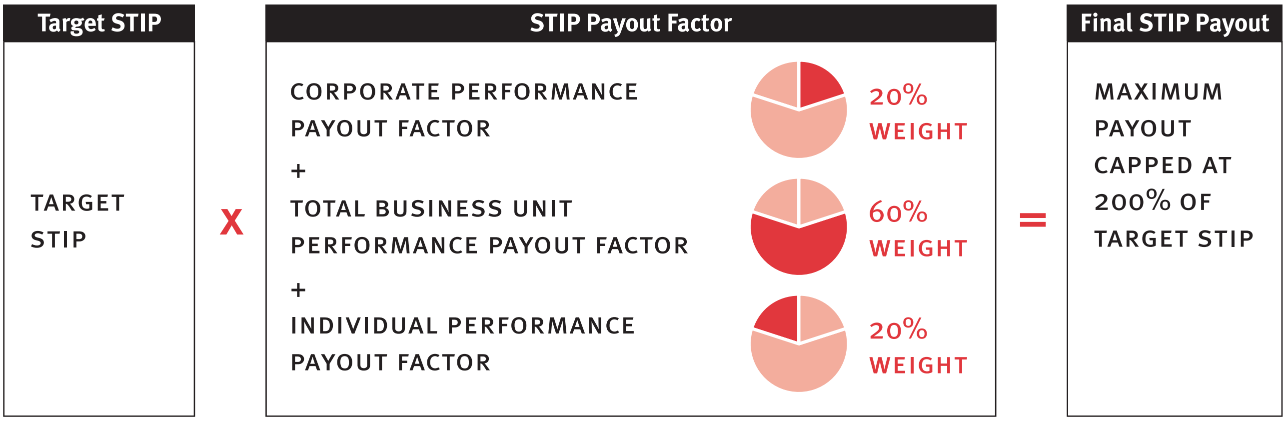
In setting 2013 NEO salaries, the Committee took a wide range of facts and circumstances into consideration. These included a corporate base salary merit budget of 3% for 2013, business results, market competitiveness, peer group competitiveness (CEO only), internal relationships, tally sheets and individual performance. Merit increases were effective March 1, 2013.

The table below shows the base salary rate as of December 31. This information is different from the base salary provided in the 2013 Summary Compensation Table (''SCT''), which reflects the actual base pay received for the year.

Name	*2012 Base Salary*	*2013 Base Salary*	*Change in Base Salary*	*Primary Rationale*
E. J. Kullman	$1,400,000	$1,442,000	3.0%	• Standard merit increase
N. C. Fanandakis	673,000	725,000	7.7%	• Market adjustment
T. M. Connelly, Jr.	776,000	776,000	0.0%	
J. C. Borel	677,500	700,000	3.3%	• Standard merit increase
M. P. Vergnano	675,000	700,000	3.7%	• 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 stockholder value creation over time. For 2013, STIP awards were 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 Short-Term Incentive Program

Our STIP targets are set as a percentage 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 percentage 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 2013 target STIP amount for Mrs. Kullman and the other NEOs is detailed in the table below.

Name	*2013 DuPont Level Midpoint*	*X 2013 Target STIP %*	*= 2013 Target STIP $*
E. J. Kullman	$1,649,250	140%	$2,308,950
N. C. Fanandakis	674,850	90%	607,365
T. M. Connelly, Jr.	782,700	95%	743,565
J. C. Borel	674,850	90%	607,365
M. P. Vergnano	674,850	90%	607,365

Beginning with the 2014 STIP, targets will be set as a percentage of base salary, consistent with market practice. Targets will continue to be reviewed against market by position and approved by the Committee.

2. STIP Payout Factor:

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

STIP PERFORMANCE MEASURES

	Metric	*Weighting*	*Rationale for Use*
Corporate performance	Operating EPS (Operating EPS compared to an internal target (Profit Objective))	20%	Is the 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 performance compared to aggregate targets in the four categories shown to the right. Payout factors are determined separately for each business and based on actual business performance compared to its objective for the year.	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
	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 into 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, successful acquisitions/divestitures and integration efforts, and fulfillment of core values)	20%	Takes individual performance into consideration in finalizing STIP payout factors