CARLISLE COMPANIES INC
Form DEF 14A
March 21, 2014

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

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material Pursuant to §240.14a-12

CARLISLE COMPANIES INCORPORATED

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

CARLISLE COMPANIES INCORPORATED

11605 North Community House Road, Suite 600
Charlotte, North Carolina 28277
(704) 501-1100

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The 2014 Annual Meeting of Shareholders of Carlisle Companies Incorporated (the "Company") will be held at the offices of the Company located at 7911 S. 188th Street #100, Kent, Washington on Tuesday, May 6, 2014, at 12:00 noon Pacific time for the following purposes:

1. To elect three (3) directors.

2. Advisory vote to approve the Company's executive compensation.

3. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2014 fiscal year.

4. To transact any other business properly brought before the meeting.

Only shareholders of record at the close of business on March 11, 2014 will be entitled to vote whether or not they have transferred their stock since that date.

YOUR VOTE IS IMPORTANT

If you own your shares directly as a registered shareholder or through the Company's Employee Incentive Savings Plan, please vote in one of these ways:

- Online by logging on to www.proxyvote.com and following the instructions, using the Control Number shown on the Notice of Internet Availability of Proxy Materials (or paper proxy card if you received or request one), for voting.

- By mail (only if you received or request a proxy card) by marking, signing, dating and promptly returning the proxy card in the postage-paid envelope.

- By telephone (only if you received or request a proxy card) by calling the phone number on the proxy card.

- In person by submitting a ballot in person at the 2014 Annual Meeting of Shareholders.

If you own your shares indirectly through a bank or broker, you may vote in accordance with the instructions provided by your bank or broker. Those instructions may include online voting. If you receive or request a voting instruction form from your bank or broker, you may also return the completed form by mail or vote by telephone if a number is provided. You may also obtain a legal proxy from your bank or broker and submit a ballot in person at the 2014 Annual Meeting of Shareholders.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE 2014 ANNUAL MEETING OF SHAREHOLDERS OF THE COMPANY TO BE HELD ON MAY 6, 2014:

The proxy materials relating to the 2014 Annual Meeting, including the form of proxy card, the 2013 Annual Report and the Form 10-K are available on the Internet. Please go to www.proxyvote.com to view and obtain the proxy materials online.

By Order of the Board of Directors

STEVEN J. FORD
Secretary

Charlotte, North Carolina
March 21, 2014

PROXY STATEMENT

GENERAL INFORMATION

This Proxy Statement is being furnished in connection with the solicitation by the Board of Directors (the "Board of Directors" or the "Board") of Carlisle Companies Incorporated (the "Company") of proxies to be voted at the 2014 Annual Meeting of Shareholders to be held at the offices of the Company located at 7911 S. 188th Street #100, Kent, Washington on Tuesday, May 6, 2014, at 12:00 noon Pacific time.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, instead of mailing a printed copy of the proxy materials to each shareholder of record, the Company is furnishing proxy materials to its shareholders via the Internet. You will not receive a printed copy of the proxy materials unless you request a copy. Instead, the Notice of Internet Availability of Proxy Materials instructs you how to access and review the proxy materials over the Internet. If you would like to receive a printed copy of the proxy materials, you should follow the instructions for requesting those materials included in the Notice.

The Notice of Internet Availability of Proxy Materials is first being sent to shareholders on or about March 21, 2014. This Proxy Statement and the form of proxy card relating to the 2014 Annual Meeting are also first being made available to shareholders on or about March 21, 2014.

The Proxy is solicited by the Board of Directors of the Company. The cost of proxy solicitation will be borne by the Company. In addition to the solicitation of proxies by use of the Internet, officers and regular employees of the Company may devote part of their time to solicitation by correspondence sent via e-mail, facsimile or regular mail and telephone or personal calls. Arrangements may also be made with brokerage houses and other custodians, nominees and fiduciaries for the forwarding of solicitation material to beneficial owners and for reimbursement of their out-of-pocket and clerical expenses incurred in connection therewith. Proxies may be revoked at any time prior to voting. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 42.

The mailing address of the principal executive offices of the Company is Carlisle Companies Incorporated, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277. Upon written request mailed to the attention of the Secretary of the Company, at the Company's principal executive offices, the Company will provide without charge a copy of its 2013 Annual Report on Form 10-K filed with the Securities and Exchange Commission.

Voting Procedures

The presence, in person or by proxy, of the owners of a majority of the votes entitled to be cast is necessary for a quorum at the Annual Meeting. Abstentions and Shares owned through a broker that are voted on any matter are included in determining the number of votes present or represented at the meeting. Shares owned through a broker that are not voted on any matter at the meeting are not included in determining whether a quorum is present.

Under New York Stock Exchange rules, the proposal to ratify the appointment of the independent registered public accounting firm is considered a "discretionary" proposal. This means that brokerage firms may vote in their discretion on the proposal on behalf of clients who have not furnished express voting instructions. The proposal to elect three (3) directors and the advisory vote to approve the Company's executive compensation are "non-discretionary" proposals, which means that brokerage firms may not use their discretion to vote on either of these matters unless they receive express voting instructions from their clients as described below.

Voting Methods

If your shares are registered directly in your name with the Company's transfer agent, Computershare Investor Services, LLC, you are considered the registered holder of those shares. As the registered shareholder, you can ensure your shares are voted at the 2014 Annual Meeting by submitting your instructions (i) over the Internet, (ii) by mail (only if you received or request a proxy card) by completing, signing, dating and returning the proxy card in the envelope provided, (iii) by telephone (only if you received or request a proxy card) by calling the phone number on the proxy card, or (iv) attending the 2014 Annual Meeting and voting your shares at the meeting. Telephone and Internet voting for registered shareholders will be available 24 hours a day, up until 11:59 pm Eastern time on May 5, 2014. You may obtain directions to the 2014 Annual Meeting in order to vote in person by visiting the Company's website at www.carlisle.com/2014proxymaterials.

Most Company shareholders hold their shares through a broker, bank, trustee or another nominee, rather than directly in their name. In that case, you are considered the beneficial owner of shares held in street name, and the proxy materials are being forwarded to you by your broker, bank, trustee or nominee, together with a voting instruction card. As the beneficial owner, you are entitled to direct the voting of your shares by your intermediary. Brokers, banks and nominees typically offer telephonic or electronic means by which the beneficial owners of shares held by them can submit voting instructions, in addition to the traditional mailed voting instruction cards.

If you participate in the Carlisle Corporation Employee Incentive Savings Plan (the "401(k) Plan") and own Company shares through your 401(k) Plan account, Wells Fargo Bank, N.A. ("Wells Fargo"), the trustee of the 401(k) Plan, will vote your 401(k) Plan shares in accordance with the instructions you provide by voting online, by telephone or on the voting instruction card. If Wells Fargo does not receive voting instructions from you by 11:59 pm Eastern time on May 5, 2014, Wells Fargo will not vote your 401(k) Plan shares on any of the proposals brought at the Annual Meeting.

VOTING SECURITIES

At the close of business on March 11, 2014, the Company had 64,052,207 shares of common stock ("Shares" or "Common Shares") outstanding, all of which are entitled to vote. The Company's Restated Certificate of Incorporation provides that each person who received Shares pursuant to the Agreement of Merger, dated March 7, 1986, which was approved by the shareholders of Carlisle Corporation and became effective on May 30, 1986, is entitled to five votes per Share. Persons acquiring Shares after May 30, 1986 (the effective date of the Merger) are entitled to one vote per Share until the Shares have been beneficially owned (as defined in the Restated Certificate of Incorporation) for a continuous period of four years. Following continuous ownership for a period of four years, the Shares are entitled to five votes per Share. The actual voting power of each holder of Shares will be based on shareholder records at the time of the Annual Meeting. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 42. In addition, holders of Shares issued from the treasury, other than in connection with the exercise of stock options, before the close of business on March 11, 2014 (the record date for determining shareholders entitled to vote at the Annual Meeting) will be entitled to five votes per Share unless the Board of Directors determines otherwise at the time of authorizing such issuance.

SECURITY OWNERSHIP

A. Beneficial Owners.

The following table provides certain information as of December 31, 2013 with respect to any person who is known to the Company to have been the beneficial owner of more than five percent (5%) of the Common Shares, the Company's only class of voting securities. As defined in Securities and Exchange Commission Rule 13d-3, "beneficial ownership" means essentially that a person has or shares voting or investment decision power over shares. It does not necessarily mean that the person enjoyed any economic benefit from those shares. The information included in the table is from Schedules 13G filed with the Securities and Exchange Commission by (i) JPMorgan Chase & Co., (ii) Vanguard Group, Inc., and (iii) BlackRock, Inc.

Name and Address of Beneficial Owner	Number of Shares(1)	Percentage(1)
JPMorgan Chase & Co. 270 Park Avenue New York, New York 10017	7,217,444	11.3%
Vanguard Group, Inc. 100 Vanguard Boulevard Malvern, Pennsylvania 19355	3,995,972	6.28%
BlackRock, Inc. 40 East 52nd Street New York, NY 10022	3,781,437	5.90%

(1) Based on the referenced Schedule 13G filing, each listed reporting person beneficially owns the listed shares.

B. Nominees, Directors and Officers.

The following table provides information as of February 28, 2014, as reported to the Company by the persons and members of the group listed, as to the number and the percentage of Common Shares beneficially owned by: (i) each director, nominee and executive officer named in the Summary

Compensation Table on page 31; and (ii) all directors, nominees and current executive officers of the Company as a group.

Name of Director/Executive	Shares Owned	Shares Subject to Options	Share Equivalent Units(a)	Total Beneficial Ownership	Percent of Class
Robin J. Adams	5,219		8,821	14,040	0.02%
Robert G. Bohn	7,052		12,663	19,715	0.03%
Robin S. Callahan	22,307(b)	12,000	12,801	47,108	0.07%
Terry D. Growcock	2,637		13,152	15,789	0.02%
Stephen P. Munn	363,367(c)			363,367	0.56%
Gregg A. Ostrander	3,871		18,261	22,132	0.03%
David A. Roberts	263,975(d)(e)(f)	738,250	55,680	1,057,905	1.62%
Lawrence A. Sala	18,248	12,000	21,631	51,879	0.08%
Magalen C. Webert	70,392(g)	12,000	24,341	106,733	0.16%
John W. Altmeyer	85,588(d)(e)(f)	320,135	53,130	458,853	0.70%
John E. Berlin	36,756(d)(e)(f)	33,584	1,000	71,340	0.11%
Steven J. Ford	60,054(d)(e)(f)	154,056	23,520	237,630	0.36%
D. Christian Koch	41,559(d)(e)(f)	71,720	388	113,667	0.17%
16 directors and executive officers as a group				2,918,595	4.46%

(a)

Share equivalent units do not represent issued and outstanding Shares and have no voting power. The share equivalent units for the directors represent restricted stock unit awards and cash fees the directors elected to defer and invest in share equivalent units. The share equivalent units for the executive officers represent Shares earned under the Company's equity incentive plan the officers elected to defer under the Company's supplemental savings plan.

(b)

Includes 8,722 Shares held by Mrs. Callahan's husband. Mrs. Callahan disclaims beneficial ownership of these Shares.

(c)

Includes 10,400 Shares held by Mr. Munn's wife. Mr. Munn disclaims beneficial ownership of these Shares.

(d)

Includes Shares allocated as of December 31, 2013 to the accounts of the following executive officers participating in the 401(k) Plan: Mr. Roberts, 1,017 Shares; Mr. Ford, 5,130 Shares; Mr. Altmeyer, 10,825 Shares; Mr. Koch, 820 Shares; and Mr. Berlin, 8,078 Shares. Each participant in the 401(k) Plan has the right to direct the voting of Shares allocated to his account. Shares are held by the trustee of the 401(k) Plan in a commingled trust fund with beneficial interest allocated to each participant's account.

(e)

Includes restricted Shares as follows: Mr. Roberts, 76,065 Shares; Mr. Ford, 14,555 Shares; Mr. Altmeyer, 16,770 Shares; Mr. Koch, 12,470 Shares; and Mr. Berlin, 11,375 Shares. Restricted Shares have one vote per Share until such Shares have been held for a continuous period of four (4) years.

(f)

Excludes performance Shares awarded to the following executive officers: Mr. Roberts 76,065 performance Shares; Mr. Ford, 14,555 performance Shares; Mr. Altmeyer, 16,770 performance Shares; Mr. Koch, 12,470 performance Shares; and Mr. Berlin, 11,375 performance Shares. The performance Shares will be earned and paid to the executive officers in Shares following the expiration of the applicable performance period.

(g)

Includes 5,000 Shares held by Mrs. Webert's husband. Mrs. Webert disclaims beneficial ownership of these Shares.

PROPOSAL ONE:
ELECTION OF DIRECTORS

The Company's Restated Certificate of Incorporation provides for a classified Board of Directors under which the Board is divided into three (3) classes of directors, each class as nearly equal in number as possible.

Three (3) directors are to be elected at the 2014 Annual Meeting. Each director will be elected to serve for a three-year term until the 2017 Annual Meeting and until his or her successor is elected and qualified. Directors will be elected by a plurality of the votes cast. Only votes cast for a nominee will be counted, except that the accompanying Proxy will be voted for the three nominees in the absence of instructions to the contrary. Abstentions, Shares held of record by a broker or its nominee ("broker Shares") for which the brokerage firm has not received express voting instructions from the beneficial owner and instruction on the accompanying Proxy to withhold authority to vote for one or more of the nominees will result in the respective nominees receiving fewer votes than if the votes were cast for the respective nominees. For voting purposes, proxies requiring confirmation of the date of beneficial ownership received by the Board of Directors with such confirmation not completed so as to show which Shares beneficially owned by the shareholder are entitled to five votes will be voted with one vote for each Share. See "Voting by Proxy and Confirmation of Beneficial Ownership" beginning on page 42. In the event any nominee is unable to serve (an event management does not anticipate), the Proxy will be voted for a substitute nominee selected by the Board of Directors or the number of directors will be reduced.

The Board of Directors does not impose arbitrary term limits, but a director is required to submit his or her resignation upon a change in employment or significant change in responsibilities and at the Annual Meeting following the date when he or she reaches age 72.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE FOLLOWING NOMINEES.

A. Business Experience of Directors

Nominees for Election

The following table sets forth certain information relating to each nominee, as furnished to the Company by the nominee. Except as otherwise indicated, each nominee has had the same principal occupation or employment during the past five years. All of the nominees are currently serving as directors and have agreed to serve if elected.

Name	Age	Position with Company, Principal Occupation and Other Directorships	Period of Service as Director
Robert G. Bohn	60	Chairman (from January 2000 to February 2011) and President and Chief Executive Officer (from November 1997 to December 2010) of Oshkosh Truck Corporation, a manufacturer of specialty vehicles and bodies for access equipment, defense, fire and emergency and commercial uses. Director of Menasha Corporation and Parker-Hannifin Corporation. Former director (from June 1999 to January 2008) of Graco Inc. Chairman of the Compensation Committee and member of the Corporate Governance and Nominating Committee of the Company.	April 2008 to date.
Terry D. Growcock	68	Chairman of the Board of Directors (from May 2007 to December 2008), Chairman and Chief Executive Officer (from February 2002 to April 2007), and President and Chief Executive Officer (from July 1998 to February 2002) of The Manitowoc Company, a multi-industry capital goods manufacturer. Director of Harris Corporation and Harsco Corporation. Chairman of the Corporate Governance and Nominating Committee and member of the Compensation Committee of the Company.	September 2008 to date.
Gregg A. Ostrander	61	Executive Chairman of the Board of Directors (January 2008 to June 2010), Chairman, President and Chief Executive Officer (from April 2001 to January 2008) and President and Chief Executive Officer (from 1994 to April 2001) of Michael Foods, Inc., a national leader in egg products, refrigerated potatoes and branded cheese for food service and retail markets, including chain restaurants. Director of Michael Foods, Inc. and former director of Arctic Cat Inc. (from April 1994 to August 2012) and Birds Eye Foods, Inc. (from November 2005 to December 2009). Member of the Audit and Compensation Committees of the Company.	August 2008 to date.

Directors with Unexpired Terms

The following table sets forth certain information relating to each director whose term has not expired, as furnished to the Company by the director. Except as otherwise indicated, each director has had the same principal occupation or employment during the past five years.

Name	Age	Position with Company, Principal Occupation and Other Directorships	Period of Service as Director; Expiration of Current Term
Robin J. Adams	60	Former Vice Chairman (from March 2012 to April 2013), Chief Financial Officer (from April 2004 to March 2012) and Chief Administrative Officer (from April 2004 to April 2013) and former member of the Board of Directors (from April 2005 to April 2013) of BorgWarner Inc., a leading, global supplier of highly engineered systems and components, primarily for vehicle powertrain applications. Prior to BorgWarner, Mr. Adams served as Executive Vice President Finance and Chief Financial Officer of American Axle & Manufacturing Holdings, Inc. from May 1993 to June 1999. Director of Accuride Corporation. Chairman of the Audit Committee and member of the Compensation Committee of the Company.	October 2009 to date. Term expires 2016.
Robin S. Callahan	67	Past General Manager, Distribution and Marketing of International Business Machines Corporation, a computer manufacturer and provider of information technology services. Member of the Audit and Compensation Committee of the Company.	May 1998 to date. Term expires 2016.
Stephen P. Munn	71	Lead Director (since June 2007) of the Company. Former Chairman of the Board (from January 1994 to June 2007) and Chief Executive Officer (from September 1988 to February 2001) of the Company. Director of 66 mutual funds owned by Prudential.	September 1988 to date. Term expires 2015.
David A. Roberts	66	Chairman, President and Chief Executive Officer (since June 2007). Former Chairman (from April 2006 to June 2007) and President and Chief Executive Officer (from June 2001 to June 2007) of Graco Inc., manufacturer of fluid handling systems and components used in vehicle lubrication, commercial and industrial settings. Director of Franklin Electric Co. (since October 2003) and Polypore International, Inc. (since July 2012) and former director of ADC Telecommunications, Inc. (from November 2008 to November 2010) and Arctic Cat Inc. (from August 2006 to March 2009).	June 2007 to date. Term expires 2016.

Name	Age	Position with Company, Principal Occupation and Other Directorships	Period of Service as Director; Expiration of Current Term
Lawrence A. Sala	51	Chairman, President and Chief Executive Officer of Anaren, Inc., manufacturer of microwave electronic components and subsystems for satellite and defense electronics and telecommunications. Former director of Anaren, Inc. (from May 1995 to February 2014). Member of the Corporate Governance and Nominating and Audit Committees of the Company.	September 2002 to date. Term expires 2015.
Magalen C. Webert	62	Private investor. Member of the Governance and Nominating Committee of the Company.	May 1999 to date. Term expires 2015.

B. Specific Experience and Skills of Directors

The Board of Directors has identified nine specific areas of experience or attributes that qualify a person to serve as a member of the Board in light of the Company's businesses and corporate structure. The following table shows the experience or attributes held by each nominee and continuing member of the Board of Directors. The narrative discussion that follows the table describes the specific experience, qualifications, attributes and skills of each nominee and continuing member of the Board of Directors.

	Notable Multi-Industry Experience	Significant Experience in Company Specific Industries*	Experience as Chair/ CEO of Multi-National Business	Experience as CFO of Multi-National Business	Meets Definition of "Audit Committee Financial Expert"	Experience with International Business Issues	Mergers & Acquisitions Expertise	Mfg. Experience	Corporate Governance Experience
Mr. Adams				ü	ü	ü	ü	ü	ü
Mr. Bohn	ü	ü	ü			ü	ü	ü	ü
Mrs. Callahan	ü				ü	ü		ü	
Mr. Growcock	ü	ü	ü			ü	ü	ü	ü
Mr. Munn	ü	ü	ü	ü	ü	ü	ü	ü	ü
Mr. Ostrander	ü	ü	ü		ü	ü	ü	ü	ü
Mr. Roberts	ü	ü	ü			ü	ü	ü	ü
Mr. Sala	ü	ü	ü		ü	ü	ü	ü	ü
Mrs. Webert									ü

* Commercial construction, tire and wheel, transmission belt, brake, foodservice, aerospace and/or defense.

Mr. Adams has twenty-seven years of experience with multi-national manufacturing companies with multiple business segment operating structures. As the principal financial officer of publicly traded companies for nineteen years prior to his retirement in April 2013, Mr. Adams gained significant experience with large merger and acquisition transactions. In addition, Mr. Adams served as a member of the board of directors of BorgWarner, Inc. for eight years and is thoroughly familiar with the duties and responsibilities of the audit and compensation committees of public company boards of directors.

Mr. Bohn served as Chief Executive Officer of Oshkosh Truck Corporation, a global manufacturer engaged in several businesses that are similar to the businesses conducted by the Company. In this position, Mr. Bohn has gained significant experience with merger and acquisition transactions and the evaluation of manufacturing opportunities in several countries.

Mrs. Callahan retired from IBM after twenty-seven years of service. At the time of her retirement, she was a member of the Worldwide Management Committee which was comprised of the top fifty executives at IBM. In her last three positions with IBM, Mrs. Callahan had global management responsibilities including general management direction for all small and medium business sales and marketing. She also held positions in finance and planning, including Corporate Director of Strategy Evaluations and Chief Financial Officer for one of the sales divisions, and supervised the manufacturing and development for the Financial Services Business Unit.

Mr. Growcock has more than fourteen years of experience as a member of public company boards of directors and developed significant expertise during his career with merger and acquisition transactions, global procurement, lean manufacturing, international sales and marketing, global human resources, distribution and safety. Mr. Growcock is a member of the National Association of Corporate Directors and has participated in several board service training sessions conducted by that organization. Mr. Growcock is thoroughly familiar with global trade and served as a member of the Advisory Committee to the United States Trade Representative for Trade Policy and Negotiations from 2005 to 2010.

Mr. Munn, the former Chairman and Chief Executive Officer of the Company, is thoroughly familiar with the Company's businesses, including its international businesses, and gained significant mergers and acquisitions expertise during his tenure.

Mr. Ostrander has served as the president, chief executive officer and chairman of a major food service company that produced products for food service distributors and chain restaurants. As the result of his service in those positions, Mr. Ostrander became thoroughly familiar with the food service industry, a significant business for the Company. He also has significant experience negotiating corporate merger and acquisition transactions and has served on the boards of directors of multiple public companies and their audit and compensation committees.

Mr. Roberts formerly served as the chief executive officer of Graco Inc., a company engaged in a global, multi-industry manufacturing business. Mr. Roberts' experience with Graco was a primary factor leading to his recruitment as the Chief Executive Officer of the Company and appointment as a member of the Board of Directors. The Board of Directors also believes that a representative of management should be a member of the Board. As the current Chief Executive Officer of the Company, Mr. Roberts is familiar with all of the Company's businesses and can provide insight on those businesses to the Board.

Mr. Sala is the Chairman, President and Chief Executive Officer of Anaren, Inc., a leading provider of microelectronics, and microwave components and assemblies for the wireless and space and defense electronic markets. Anaren, Inc. has operations in the United States and China and generates approximately 50% of its sales outside the United States. Anaren, Inc. has completed numerous acquisitions during Mr. Sala's tenure.

Mrs. Webert and members of her family have been shareholders of the Company for thirty-nine years. Mrs. Webert is an investor in several other public and private companies, and she has significant board experience with non-profit entities, including Spring Street International School, Friday Harbor, Washington, Kent School, Kent, Connecticut and the Island Sunrise Foundation. Mrs. Webert's diverse experience gives added perspective to the Board of Directors.

C. Meetings of the Board and Its Committees

During 2013, the Board of Directors of the Company held twelve (12) meetings and had three (3) standing Committees: (i) Audit, (ii) Compensation and (iii) Corporate Governance and Nominating. All incumbent directors attended at least 75% of all meetings of the Board and the committees of the Board on which they served during 2013.

The Audit Committee has the sole authority to appoint and terminate the engagement of the Company's independent registered public accounting firm. The functions of the Audit Committee also include reviewing the arrangements for and the results of the auditors' examination of the Company's books and records, internal accounting control procedures, the activities and recommendations of the Company's internal auditors, and the Company's accounting policies, control systems and compliance activities and monitoring the funding and investment performance of the Company's defined benefit pension plan. During 2013, the Audit Committee held six (6) meetings.

The Compensation Committee administers the Company's annual and long-term, stock based incentive programs and decides upon annual salary adjustments for various employees of the Company, including the Company's executive officers. During 2013, the Compensation Committee held three (3) meetings.

The Corporate Governance and Nominating Committee (the "Governance Committee") develops and maintains the Company's corporate governance guidelines, leads the search for individuals qualified to become members of the Board and recommends such individuals for nomination by the Board to be presented for shareholder approval at the Company's annual meetings, reviews the Board's compensation and committee structure and recommends to the Board, for its approval, directors to serve as members of each committee, discusses succession planning and recommends a new chief executive officer if a vacancy occurs. During 2013, the Governance Committee held two (2) meetings.

D. Committee Chair Rotation Guideline

The Board of Directors has adopted a Committee Chair rotation guideline. Under the guideline, effective as of the date of each annual shareholders meeting, a Committee Chair will relinquish his or her chairmanship. The guideline will result in each Committee Chair typically serving for three years. The Board of Directors believes bringing new leadership to each of the committees every three years will enhance the effectiveness of the committees. In accordance with this guideline, Mr. Adams replaced Mrs. Callahan as Chair of the Audit Committee at the 2013 Annual Meeting, and Mr. Ostrander will succeed Mr. Bohn as Chair of the Compensation Committee at the 2014 Annual Meeting.

E. Remuneration of Directors

Lead Director. Stephen P. Munn serves as Lead Director. He was appointed Lead Director effective June 25, 2007. The Company pays Mr. Munn an annual retainer of $300,000 for his service as a member of the Board of Directors and as Lead Director. Mr. Munn does not receive any other compensation or stock or option awards for his service.

Mr. Munn entered into a retirement agreement with the Company in 2001, when he ceased serving as Chief Executive Officer of the Company. Under the retirement agreement, Mr. Munn became entitled to receive the following benefits from the Company when he retired on June 25, 2007: (i) continued medical insurance for Mr. Munn and his wife at the premium rates in effect from time-to-time for active employees; (ii) $450,000 in group term life insurance on Mr. Munn's life; and (iii) a supplemental pension benefit of $29,333 per month for the life of Mr. Munn and his wife.

Other Non-employee Directors. The Company paid an annual fee of $65,000 to each director (other than Mr. Munn and Mr. Roberts). The annual fee is determined by the Board of Directors.

Each non-employee director may elect to receive the annual fee in cash or in Shares (or any combination of cash and Shares). Directors do not receive meeting attendance fees.

The Company also pays an annual fee for service on the Board's Committees. Each member of the Audit Committee received an annual fee of $15,000. The annual fee paid to each member of the Compensation and Governance Committees was $7,500. The Chairman of the Audit Committee received an additional annual fee of $15,000. The annual fee paid to the Chairman of the Compensation and the Governance Committees was $10,000.

In addition to the annual retainer and committee fees, each director (other than Mr. Munn and Mr. Roberts) is eligible to participate in the Nonemployee Director Equity Plan. The Nonemployee Director Equity Plan provides for the grant of stock options, stock appreciation rights, restricted shares or units or other stock-based awards to non-employee directors. The Board administers the Nonemployee Director Equity Plan and has the discretionary authority to make all award decisions under the Plan. At the meeting of the Board of Directors held on February 6, 2013, the Board of Directors awarded each eligible director an award of 1,544 restricted stock units having a value of approximately $100,000 based on the closing price of the Company's common stock on the award date. Under the current policy of the Board, each new director receives an award of restricted stock units having a value of $50,000. All restricted stock units awarded to eligible directors are fully vested and will be paid in Shares of Company common stock after the director ceases to serve as a member of the Board, or if earlier, upon a change in control of the Company.

The Company also maintains the Deferred Compensation Plan for Non-Employee Directors. Under the Deferred Compensation Plan, each non-employee director of the Company is entitled to defer up to 100% of the cash fees otherwise payable to him or her. Each participant can direct the "deemed investment" of his or her account among the different investment funds offered by the Company from time to time. The investment options include (i) a fixed rate fund and (ii) Share equivalent units. All amounts credited to a participant's account under the Deferred Compensation Plan are 100% vested and generally will be paid or commence to be paid after the participant terminates service as a director. At the participant's election, payments can be made in a lump sum or in quarterly installments. Payments under the Deferred Compensation Plan are made in cash from the Company's general assets.

The Board of Directors has adopted stock ownership guidelines for non-employee directors. The guidelines require each non-employee director to own Shares, restricted stock units and Share equivalent units under the Deferred Compensation Plan having a market value equal to $325,000 within five years of his or her becoming a director. The ownership level equals five times the current $65,000 annual cash retainer payable to directors. Once the required market value ownership level is achieved, no further purchases are required in the event the value of the Shares held by a director fall below the ownership level due solely to a decrease in the market value of the Shares. All of the directors owned as of December 31, 2013 the number of Shares, restricted stock units and Share equivalent units required by the ownership guidelines as amended. The ownership guidelines prohibit any director from using Shares as collateral for any purpose or engaging in short sales or hedging transactions involving Shares.

The Company does not make payments (or have any outstanding commitments to make payments) to director legacy programs or similar charitable award programs.

The following table summarizes the compensation paid to Mr. Munn, the Lead Director, and each other non-employee director for his or her service to the Board and its committees during 2013:

Director Compensation Table

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2)	Option Awards(3)	Total ($)
Robin J. Adams	$ 95,000	$ 100,000	$ 0	$ 195,000
Robert G. Bohn	$ 90,000	$ 100,000	$ 0	$ 190,000
Robin S. Callahan	$ 95,000	$ 100,000	$ 0	$ 195,000
Terry D. Growcock	$ 90,000	$ 100,000	$ 0	$ 190,000
Stephen P. Munn	$ 300,000	$ 0	$ 0	$ 300,000
Gregg A. Ostrander	$ 87,500	$ 100,000	$ 0	$ 187,500
Lawrence A. Sala	$ 87,500	$ 100,000	$ 0	$ 187,500
Magalen C. Webert	$ 72,500	$ 100,000	$ 0	$ 172,500

(1) The following directors received a portion of their annual fee in Shares: Mr. Adams 467 Shares and Mr. Ostrander 233 Shares.

(2) The value of the awards shown in the table is equal to the grant date fair value of 1,544 restricted stock units awarded to the directors on February 6, 2013 computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (excluding any effect of estimated forfeitures). Note 6 to the Company's consolidated financial statements included in the 2013 Annual Report on Form 10-K contains more information about the Company's accounting for stock-based compensation arrangements, including the assumptions used to determine the grant date fair value of the awards.

(3) As of February 28, 2014, the directors listed in the Director Compensation Table held options to acquire Shares granted to them under the Company's stock-based compensation plans, all of which are fully vested and exercisable, as follows:

	Grant Date	Option Exercise Price	Total Outstanding

Mrs. Callahan	02/02/05	$	32.09	2,000
	05/04/05	$	36.40	2,000
	02/08/06	$	34.43	4,000
	02/07/07	$	41.87	4,000
Total				12,000
Mr. Sala	02/02/05	$	32.09	2,000
	05/04/05	$	36.40	2,000
	02/08/06	$	34.43	4,000
	02/07/07	$	41.87	4,000
Total				12,000
Mrs. Webert	02/02/05	$	32.09	2,000
	05/04/05	$	36.40	2,000
	02/08/06	$	34.43	4,000
	02/07/07	$	41.87	4,000
Total				12,000

F. Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's executive officers and directors, and persons who beneficially own more than ten percent (10%) of the Company's equity securities, to file reports of security ownership and changes in such ownership with the Securities and Exchange Commission (the "SEC"). Executive officers, directors and greater than ten-percent beneficial owners also are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file. Based solely upon a review of copies of such forms and written representations from its executive officers and directors, the Company believes that all Section 16(a) filing requirements were complied with on a timely basis during and for 2013.

G. Corporate Governance Matters

Board Leadership Structure. Mr. Roberts, as Chairman, leads the Board of Directors. Mr. Roberts is also the Chief Executive Officer of the Company. The Board of Directors believes that having Mr. Roberts serve as both Chairman of the Board of Directors and Chief Executive Officer shows management and all others who may deal with the Company that Mr. Roberts has full discretionary power and authority to lead the Company.

The Board of Directors does not believe that having Mr. Roberts serve as both Chairman and Chief Executive Officer adversely affects the independence of the Board. Currently, all of the Company's directors (other than Mr. Roberts) and each member of the Audit, Compensation and Governance Committees meet the independence requirements of the New York Stock Exchange. Therefore, independent directors directly oversee such critical matters as the integrity of the Company's financial statements, the compensation of executive management, the selection and evaluation of directors and the development and implementation of the Company's corporate governance policies and structures. In addition, the Compensation Committee conducts an annual performance review of Mr. Roberts and, based upon this review, approves his compensation, including base salary, annual incentive and equity compensation.

The Board of Directors acknowledges that independent Board leadership is important, and for this reason, the Board has appointed a Lead Director, whose duties closely parallel the role of an independent Chairman of the Board of Directors, to ensure an appropriate level of independent oversight for Board of Director decisions. Mr. Munn, the current Lead Director, has the following responsibilities: (i) chair all meetings of the Board of Directors at which the Chairman is not present and all executive sessions of the Board of Directors; (ii) liaise between the Chairman and independent directors; (iii) consult with the Chairman concerning (a) information to be sent to the Board of Directors, (b) meeting agendas, and (c) meeting schedules to ensure appropriate time is provided for all agenda items; (iv) call meetings of independent directors as required; and (v) be available when appropriate for consultation, including shareholder communications. In addition, the independent directors meet in executive session at every regularly scheduled meeting of the Board of Directors. The Board of Directors believes that the existence of a Lead Director, the scope of the Lead Director's responsibilities and the regularly scheduled executive sessions of the independent directors all support strong corporate governance principles and allow the Board to effectively fulfill its fiduciary responsibilities to shareholders.

Board's Role in Risk Oversight. Risk management is a significant component of management's annual strategic and operating planning processes. The Company has adopted an enterprise risk management program to identify and mitigate enterprise risk. Under the program, each operating business is required to identify risks to its business and prepare a detailed plan to mitigate those risks. The division presidents present the plans to executive management as part of their strategic and operating plans. Over the course of each fiscal year, the division presidents provide similar presentations to the Board of Directors at the meetings covering the Company's business plans.

The Compensation Committee has reviewed and discussed a report prepared by the Compensation Committee's compensation consultant regarding the relationship between the Company's compensation practices and risk. After reviewing and discussing the report, the Compensation Committee concluded that the Company's compensation practices are not reasonably likely to have a material adverse effect on the Company and do not encourage inappropriate risk taking. The Committee's conclusion was based on the following:

- Annual cash bonuses are capped at 200% of base salary for the Chief Executive Officer and at 150% of base salary for the other named executive officers. These caps are in line with competitive practice and ensure there is an appropriate balance between base salary and performance-based incentive compensation.

- Annual cash bonuses are based on multiple balanced performance metrics.

- The threshold, target and maximum performance levels for each of the annual cash bonus performance metrics are based on prior year performance adjusted to reflect the current year Company business plan, which has been reviewed and approved by the Board of Directors, and general market expectations. The Company's Chief Financial Officer actively participates in the Compensation Committee meetings during which the performance levels are set and the performance results are verified.

- The annual cash bonus payout curve from threshold to maximum is a straight line (linear) progression.

- The target grant value of the Company's long-term, stock based awards are also fixed at 300% of base salary for the Chief Executive Officer and 150% of base salary for the other named executive officers. These fixed target grant values are in line with competitive practice.

- The stock based awards include an equally-weighted mix of stock options, restricted stock and performance Shares that are subject to longer term, three year vesting periods and performance Shares that are earned over a three year performance period.

- The Compensation Committee has adopted a stock ownership policy that requires significant stock ownership by the Company's executives.

- The Company has adopted guiding principles that govern plan design. The compensation programs are documented, communicated and monitored on a consistent basis.

The Compensation Committee will conduct assessments of the relationship between the Company's compensation practices and risk periodically and in connection with the adoption of any new material compensation programs or any material changes to existing compensation programs.

Independence. The Board recognizes the importance of director independence. Under the rules of the New York Stock Exchange, to be considered independent, the Board must determine that a director does not have a direct or indirect material relationship with the Company. Moreover, a director will not be independent if, within the preceding three (3) years: (i) the director was employed by the Company or receives $100,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service; (ii) the director was a partner of or employed by the Company's independent auditor; (iii) the director is part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another company that employs the director; (iv) the director is an executive officer or employee of another company that makes payments to, or receives payments from, the Company for property or services in an amount which, in any single fiscal year, exceeds the greater of $1 million or 2% of such other company's consolidated gross revenues; or (v) the director had an immediate family member in any of the categories in (i) (iv).

The Board has determined that eight (8) of the Company's nine (9) directors are independent under these standards. The independent directors are as follows: Robin J. Adams, Robert G. Bohn, Robin S. Callahan, Terry D. Growcock, Stephen P. Munn, Gregg A. Ostrander, Lawrence A. Sala, and Magalen C. Webert. Mr. Munn, the current Lead Director, was employed as an executive officer of the Company and served as Chairman of the Board through June 25, 2007. Mr. Munn became an independent director under the Board's director independence standards as of June 26, 2010, three (3) years after his retirement from employment with the Company.

The Board has determined that David A. Roberts, the Company's Chairman, President and Chief Executive Officer, is not independent due to his employment by the Company.

In addition, each of the directors serving on the Audit, Compensation and Governance Committees are independent under the standards of the New York Stock Exchange.

Related Party Transactions. The Board has adopted a policy concerning the review, approval and monitoring of transactions involving the Company and "related persons" (directors and executive officers or their immediate family members, or shareholders owning five percent (5%) or greater of the Company's outstanding Shares). The policy covers any transaction exceeding $120,000 in which the related person has a direct or indirect material interest. Related person transactions must be approved by the Governance Committee which will approve the transaction only if it determines that the transaction is in the best interests of the Company.

In 2013, in accordance with the requirements of the related party transaction policy, the Governance Committee reviewed the fleet management services Emkay Incorporated provides to Carlisle Construction Materials. The Company paid Emkay a management fee of approximately $44,000 and reimbursed Emkay for pass-through costs, such as fuel, taxes and vehicle depreciation, for Emkay's services, which in total exceeded $120,000. Emkay has provided fleet management services as a preferred vendor to Carlisle Construction Materials since 1997. A brother-in-law of Mr. Roberts (the Company's Chairman, President and Chief Executive Officer) is a senior officer and more than ten percent owner of Emkay Incorporated. The Governance Committee reviewed all of the material facts related to the services provided by Emkay and ratified all transactions that occurred during 2013. The Governance Committee will continue to review annually the Company's business relationships with Emkay.

Meetings of Independent Directors. At the conclusion of each of the regularly scheduled Board meetings, the independent directors of the Board meet in executive session without management. The Lead Director presided at each executive session.

Statement of Corporate Governance Guidelines and Principles. The Company has adopted a Statement of Corporate Governance Guidelines and Principles and has published the Statement on its website: www.carlisle.com. The Company will provide without charge a copy of the Statement to any shareholder upon written request mailed to the attention of the Company's Secretary at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

The Statement of Corporate Governance Guidelines and Principles require a director to submit his or her resignation from the Board following a change in employment or significant change in job responsibilities. On February 6, 2014, the stockholders of Anaren, Inc. voted to approve a going private transaction. Shortly after the vote was held, Mr. Sala, who serves as Chairman, President and Chief Executive Officer of Anaren, Inc., submitted his resignation from the Company Board to the Governance Committee in accordance with the Company's Statement of Corporate Governance Guidelines and Principles. The Governance Committee elected to reject his resignation as Mr. Sala remains a valued member of the Board and will continue to serve as a director as well as President and Chief Executive Officer of Anaren, now a private company.

Charters. The Company has adopted Charters for each of its Audit, Compensation and Governance Committees and has published the Charters on its website: www.carlisle.com. The Company will provide without charge a copy of the Charters to any shareholder upon written request mailed to the attention of the Company's Secretary at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

Code of Ethics. The Company's Business Code of Ethics is published on its website: www.carlisle.com. The Company will provide without charge a copy of the Business Code of Ethics to any shareholder upon written request mailed to the attention of the Company's Secretary at 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277.

Communications with Board of Directors. Any interested party may communicate with the Board of Directors or with the non-management directors as a group by writing to the Company's Secretary at Carlisle Companies Incorporated, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277, Attention: Secretary. Any written communication will be forwarded to the Board for its consideration.

Attendance at Annual Meeting. Directors are not required to attend the Company's Annual Meeting of Shareholders. However, all directors attended the 2013 Annual Meeting. All directors are planning to attend the 2014 Annual Meeting.

Nomination Process. At its February, 2003 meeting, the Board established a Governance Committee. All directors serving on the Committee are "independent" under the standards established by the New York Stock Exchange.

As more fully described in its Charter, the Governance Committee assists the Board by identifying individuals qualified to be directors and recommending such individuals be nominated by the Board for election to the Board by the shareholders. Director nominees should possess the highest personal and professional integrity, ethics and values, and be committed to representing the long-term interests of the Company's shareholders. Nominees should also have outstanding business, financial, professional, academic or managerial backgrounds and experience. Each nominee must be willing to devote sufficient time to fulfill his or her duties, and should be committed to serve on the Board for an extended period of time. Prior to accepting an invitation to serve on another public company board, directors must advise the Governance Committee and the Committee will determine whether such service will create a conflict of interest and/or prevent the director from fulfilling his or her responsibilities.

The Governance Committee has not adopted a policy with regard to the consideration of diversity in identifying director nominees. However, the Committee values what diversity brings to the Board of Directors and has consistently included diversity as a desired qualification when conducting searches for director nominees. The Committee's emphasis on diversity has produced a Board of Directors with broad diversity in qualifications and two female members.

The source of director candidates may include: other directors, management, third-party search firms and security holders. Security holders may submit director recommendations to the Governance Committee by writing to the Company's Secretary at Carlisle Companies Incorporated, 11605 North Community House Road, Suite 600, Charlotte, North Carolina 28277, Attention: Secretary. The writing should include whatever supporting material the security holder considers appropriate and should address the director nominee characteristics described in the immediately preceding paragraph and must be received at least 120 days prior to the applicable Annual Meeting. The Company has not retained a third-party search firm to identify candidates at this time, but may do so in the future in its discretion.

EXECUTIVE OFFICER
COMPENSATION DISCUSSION AND ANALYSIS

This section contains an in-depth description and analysis of the Company's executive compensation policies and practices and the compensation earned by the Company's most senior executives (referred to as "named executives" or "named executive officers" in this section) under those policies and practices. The Compensation Committee of the Board of Directors administers the Company's compensation policies and practices for all executive officers of the Company, including the named executives.

As you review this section, you will see that the Compensation Committee has adopted compensation policies and practices that (i) link pay and performance with Company executives having the opportunity to earn substantial compensation over and above their base salaries based on the Company's performance or the market value of the Company's Common Stock, (ii) align the interests of the Company's executives and shareholders, (iii) are transparent and easy to communicate to the Company's executives and shareholders, and (iv) provide a valuable retention tool for key executive talent.

A. Executive Summary

The Company remains focused on achieving its long-term strategic goals of $5 billion in sales, 30% global sales, 15% operating margins, 15% working capital as a percent of sales and 15% return on invested capital. The Company's executive compensation program is directly linked to these key financial goals by awarding annual incentive compensation based on the level of performance achieved. The executive compensation program provides a further link between executive pay and shareholder interests by including performance Shares in the long-term stock-based awards made under the program. The performance Shares are earned based on the total return to the Company's shareholders (share appreciation plus dividends) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over a three year performance period.

The following tables summarize the Company's 2013 financial performance and the absolute and relative total return to the Company's shareholders during 2013 and the two- and three- year periods ending in 2013.

Annual Incentive Performance Measures

	2013	2012	Percentage Change
Sales	$ 3.711 billion	$ 3.729 billion	(0.5)%
Net Earnings	$ 270.1 million	$ 269.4 million	0.3%
Global Sales	$ 802.0 million	$ 817.6 million	(1.9)%
EBIT Margin	11.3%	11.7%	(3.4)%
Working Capital as a % of Sales	20.8%	22.4%	(7.1)%

Share Price Performance

Benchmark	Return 2013	2012 - 2013	2011 - 2013
S&P 500 Index®	29.6%	47.0%	47.0%
S&P 400 MidCap Index®	31.9%	52.7%	48.0%
General Industry Peer Group Index(1)	39.8%	61.2%	48.9%
Carlisle	**35.1%**	**79.2%**	**99.8%**

(1) The members of the General Industry Peer Group Index are Crane Co., Danaher Corp., Dover Corp., Emerson Electric Co., General Electric Company, Harsco Corp., Illinois Tool Works Inc., Ingersoll-Rand plc, ITT Corp., Parker Hannifin Corp., Pentair, Inc., Roper Industries, Inc., SPX Corp., Teleflex Inc., Textron Inc., and United Technologies Corp.

During 2013, the Company determined that the Carlisle Transportation Products ("CTP") segment was not core to the Company's high growth, high margin strategy and successfully completed the sale of CTP on December 31, 2013. Note that due to the anticipated sale, CTP was classified as a "discontinued operation" for GAAP financial reporting purposes. This classification required the Company to report CTP's financial performance separately from the Company's ongoing business operations and to cease recording depreciation expense during the fourth quarter. The Company recognized an impairment charge of approximately $100 million and costs related to the sale of CTP. For purposes of administering the annual incentive plan, the Compensation Committee made the following adjustments to the financial performance reported in the Company's 2013 consolidated financial statements: (i) CTP's operating results were included, (ii) the impairment charge and the cost related to the sale of CTP were excluded, and (ii) approximately $1.3 million of depreciation expense which was not recorded in the fourth quarter for financial reporting was included. *Appendix A* provides a reconciliation of the Company performance shown in this section to the performance reported in the consolidated financial statements included in the Company's 2013 Annual Report on Form 10-K.

Approximately 97% of the Shares voted at the 2013 Annual Meeting were cast in favor of a resolution approving the compensation earned by the named executive officers under the program in 2012 (the "say on pay vote"). Because of the strong support the executive compensation program received at the 2013 Annual Meeting, the Compensation Committee did not make significant changes in the principal features of the executive compensation program for 2013. As described in this section, the Compensation Committee took the following compensation actions in 2013 with respect to the named executives:

- Increased the base salaries of the named executive officers in line with market conditions, as described on page 21;
- Paid 2013 annual incentive awards ranging from 55% to 111% of the target award levels based upon Company-wide or Company business unit performance, as described on pages 21 through 24;
- Paid performance Shares for the three-year performance period ending in 2013 at the maximum level based on Carlisle's total shareholder return during the period ranking in the 85th percentile of the S&P 400 MidCap Index®; and
- Issued long-term incentive compensation awards, as described on pages 24 through 25.

The Company's shareholders will have the opportunity to provide feedback to the Board of Directors on the Company's executive compensation program through the say-on-pay vote at the 2014 Annual Meeting. The Compensation Committee encourages all Company shareholders to carefully review this section and the disclosure tables that follow this section prior to casting their votes on the 2014 say-on-pay proposal.

B. Roles of Compensation Committee, Compensation Consultant and Executive Officers in Determining Executive Compensation

The Compensation Committee renewed its engagement of Towers Watson as the executive compensation consultant to the Committee for 2013. Towers Watson provides no services to the Company or its management other than services related to the Company's executive and non-employee director compensation programs. The Compensation Committee has determined that Towers Watson is independent from the Company and its executive officers and the services provided by Towers Watson do not raise any conflict of interest.

In 2013, Towers Watson (i) conducted a competitive market assessment of the total direct compensation provided to the Company's executive officers and (ii) provided a report to the Compensation Committee on executive compensation trends in pay levels and practices and an update on recent legislative and regulatory developments involving executive compensation.

The Compensation Committee also receives input from Company management in connection with the administration of the Company's executive compensation program. Mr. Roberts, the Company's Chairman, President and Chief Executive Officer, recommended base salary increases for the named executive officers, and the Compensation Committee approved that recommendation. In addition, Mr. Roberts provides input to the Compensation Committee about the performance measures to be used for determining the 2013 annual incentive compensation awards, the threshold, target and maximum performance levels for the performance measures and the weighting of each performance measure.

Mr. Ford, the Company's Chief Financial Officer, provided information and analysis to the Compensation Committee about the financial performance of the Company for the 2013 fiscal year and each of the Company's operating businesses for which a named executive officer was responsible. The Compensation Committee used the information and analysis provided by Mr. Ford in determining the annual incentive compensation awards earned by the executives for 2013.

C. Philosophy and Material Elements of Executive Compensation Program

The material elements of the total direct compensation provided to executives under the Company's program are (i) base salary, (ii) a target annual cash bonus opportunity expressed as a percentage of each executive's base salary and (iii) a long-term, stock-based award, the expected value of which is also expressed as a percentage of base salary. While each element of compensation paid to executive officers is significant, the annual cash bonus and long-term, stock-based awards have the potential to be the largest amounts of the total compensation paid to executive officers.

The following table shows the guiding principles for the Company's executive compensation program and how the program complies with these principles:

Principle	How the Program Complies
Provide competitive compensation opportunities.	Total pay is targeted at the median of general industry companies similar in size to the Company. Above target performance results in above median pay; below target performance results in below median pay.
Reward performance that is consistent with key strategic and shareholder goals.	Annual incentive plan incorporates earnings and other financial measures aligned with shareholder interests. Performance share awards incorporate total shareholder return as a performance measure. Inappropriate risk taking is not encouraged.
Balance performance measures and, where appropriate, emphasize overall corporate, operating business and division performance.	Annual incentive plan incorporates corporate and operating business and division level performance measures.
Serve as a retention tool for key executive talent, provide a balance of liquidity and reward executives for superior performance.	Program provides a mix of base salary, annual incentives tied to performance and stock-based awards with vesting restrictions. Performance share awards incorporate total shareholder return as a performance measure.
Transparent, simple to administer and easy to communicate.	Formula based structure includes pre-set performance measures, weightings and timing.

Compensation Benchmarking

The Compensation Committee periodically benchmarks executive compensation to ensure the compensation provided to Company executive officers is reasonable and competitive with the market. In 2013, the Compensation Committee engaged Towers Watson to analyze the competitiveness of the total direct compensation for a group of twelve senior executives, including all the named executive officers. Compensation was last benchmarked in 2011.

Towers Watson analyzed the effectiveness of the Company's executive pay program by determining whether the program provides total direct compensation that is (i) in accordance with the pay for performance philosophy of the Company's executive compensation program, (ii) aligned with shareholder interests, (iii) competitive, and (iv) attracts, focuses and retains a talented executive team. For purposes of its analysis, Towers Watson used data from a large group of 300 general industry companies in the 2012 Towers Watson Executive Compensation Database to develop market compensation rates. The companies in the database had revenues of one-half to two times the Company's revenue (between $1.8 billion to $7.3 billion) and are listed in *Appendix B* to this Proxy Statement. The Compensation Committee believes the broad group of companies provided a reliable source of market information that was not unduly influenced by the practices of one or two companies.

Towers Watson concluded that the Company's compensation program is delivering compensation to the Company's executives within the program's guiding principles and that any variation above or below the market median is reasonable based on experience, strategic impact to the Company and scope of responsibility.

Base Salaries

Base salaries provide a baseline level of compensation to executive officers for carrying out the day-to-day duties and responsibilities of their positions.

The Compensation Committee reviews and adjusts base salary levels each year. During the review and adjustment process, the Compensation Committee considers:

- the duties and responsibilities of each executive officer position;
- the executive officer pay relative to the base salaries of senior officers and other employees of the Company; and
- whether the base salary levels are competitive, based on a comparison of the current base salary with the market base salary.

The Committee reviews the named executive officer base salaries in December each year. Any base salary increases approved in December become effective for the succeeding fiscal year. In December 2013 the Company approved increases for the named executives as follows effective for the 2014 fiscal year:

Executive	2013 Base Salary	2014 Base Salary	% Increase
Mr. Roberts	$ 1,210,000	$ 1,260,000	4.1%
Mr. Ford	$ 600,000	$ 625,000	4.2%
Mr. Altmeyer	$ 685,000	$ 720,000	5.1%
Mr. Koch	$ 550,000	$ 575,000	4.5%
Mr. Berlin	$ 475,000	$ 500,000	5.3%

The Committee approved the increases after it reviewed the Towers Watson competitive analysis and trends in the market. Towers Watson's analysis projected average executive salary increases of 4.0% based on survey data from companies across all industries. Mr. Altmeyer and Mr. Berlin received larger base salary increases in recognition of the performance and continued growth of the Carlisle business segments for which they are responsible.

2013 Annual Incentive Compensation Awards

The Company's executive officers earned annual incentive compensation under the program for 2013 based on the overall performance of the Company or a Company business unit compared to pre-established performance measures.

The Compensation Committee first established a target annual incentive award expressed as a percentage of each named executive's base salary. The 2013 target awards were set at the same level as the 2012 target awards 100% of base salary for the Chief Executive Officer and 75% of base salary for the other named executives.

The Compensation Committee then selected the performance measures on which the 2013 annual incentive awards would be based. The measures for the 2013 annual incentive awards to Mr. Roberts, Chief Executive Officer and Mr. Ford, Chief Financial Officer were the

Company's consolidated (i) sales, (ii) global sales, (iii) earnings, (iv) EBIT margin and (v) working capital as a percentage of sales. The measures adopted for the 2013 annual incentive awards for each of the other named executive officers were (i) sales, (ii) global sales, (iii) EBIT margin and (iv) working capital as a percentage of sales, in each case, of the business for which the executive has responsibility and the Company's consolidated earnings. The Compensation Committee increased from 10% to 20% the relative weighting of the working capital performance measure and decreased from 35% to 25% the relative weighting of the sale performance measure. The Compensation Committee believes that each of these performance measures tracks whether the Company and its core businesses are operating efficiently and with a view toward long-term, sustainable growth in the United States and abroad. The Compensation Committee believes that superior performance under these measures will ultimately benefit Company shareholders through increased profits, dividends and Share value.

Finally, the Compensation Committee established threshold, target and maximum levels of performance for each of the measures and determined that 50% of the target annual incentive award would be paid for threshold level performance, 100% of the target annual incentive award would be paid for target level performance and 200% of the target annual incentive award would be paid for performance at or above the maximum level. Under the program adopted by the Compensation Committee, the Company's performance under each of the measures was independently determined from the other measures, so that an annual incentive award was determined for the actual level of performance under each measure. The annual incentive awards under each measure were combined to determine the aggregate annual incentive award.

The Compensation Committee approved threshold, target and maximum performance levels in December 2012 based on the Company's 2012 actual performance. In general, the 2013 target performance levels were set at 105% of 2012 actual performance. The following tables show the threshold, target and maximum performance levels for each of the performance measures established by the Compensation Committee for 2013 as well as the Company's actual performance in 2013 and 2012. *Appendix A* provides a reconciliation of the Company performance shown to the performance reported in the consolidated financial statements included in the Company's 2013 Annual Report on Form 10-K.

Consolidated Company Performance Measures
Used for 2013 Annual Incentive Awards to Mr. Roberts and Mr. Ford

	Performance Levels Established by the Compensation Committee			Actual Performance	
Performance Measure	**Threshold**	**Target**	**Maximum**	**2013**	**2012**
Sales (25% weighting)	$ 3.543 billion	$ 3.916 billion	$ 4.288 billion	$ 3.711 billion	$ 3.729 billion
Earnings (35% weighting)	$ 255.9 million	$ 282.8 million	$ 309.8 million	$ 270.1 million	$ 269.4 million
Global Sales (10% weighting	$ 817.6 million	$ 858.5 million	$ 940.2 million	$ 802.0 million	$ 817.6 million
EBIT Margin (10% weighting)	11.2%	11.7%	12.2%	11.3%	11.7%
Working Capital as a % of Sales (20% weighting)	23.4%	22.4%	20.4%	20.8%	22.4%

Carlisle Construction Materials ("CCM") Performance Measures
Used for 2013 Annual Incentive Award to Mr. Altmeyer

	Performance Levels Established by the Compensation Committee			Actual Performance	
Performance Measure	Threshold	Target	Maximum	2013	2012
CCM EBIT Margin (20% weighting)	14.0%	15.0%	16.0%	14.9%	16.1%
CCM Sales (25% weighting)	$ 1.611 billion	$ 1.781 billion	$ 1.950 billion	$ 1.777 billion	$ 1.696 billion
CCM Working Capital as a Percentage of Sales (15% weighting)	19.8%	18.8%	17.8%	17.3%	18.8%
CCM Global Sales (10% weighting)	$ 240.7 million	$ 252.7 million	$ 276.8 million	$ 251.1 million	$ 240.7 million
Consolidated Earnings (30% weighting)	$ 255.9 million	$ 282.8 million	$ 309.8 million	$ 270.1 million	$ 269.4 million

Carlisle Diversified Products Group ("DPG") Performance Measures
Used for 2013 Annual Incentive Award to Mr. Koch

	Performance Levels Established by the Compensation Committee			Actual Performance	
Performance Measure	Threshold	Target	Maximum	2013	2012
DPG EBIT Margin (20% weighting)	9.5%	10.5%	11.5%	8.2%	10.1%
DPG Sales (25% weighting)	$ 1.397 billion	$ 1.544 billion	$ 1.691 billion	$ 1.357 billion	$ 1.471 billion
DPG Working Capital as a Percentage of Sales (15% weighting)	27.3%	26.3%	24.3%	25.1%	26.3%
DPG Global Sales (10% weighting)	$ 358.5 million	$ 376.4 million	$ 412.3 million	$ 324.6 million	$ 358.5 million
Consolidated Earnings (30% weighting)	$ 255.9 million	$ 282.8 million	$ 309.8 million	$ 270.1 million	$ 269.4 million

Carlisle Interconnect Technologies ("CIT") Performance Measures
Used for 2013 Annual Incentive Award to Mr. Berlin

	Performance Levels Established by the Compensation Committee			Actual Performance	
Performance Measure	Threshold	Target	Maximum	2013	2012
CIT EBIT Margin (20% weighting)	15.0%	16.0%	17.0%	15.5%	14.6%
CIT Sales (25% weighting)	$ 534.4 million	$ 590.6 million	$ 646.9 million	$ 577.7 million	$ 562.5 million
CIT Working Capital as a Percentage of Sales (15% weighting)	24.5%	23.5%	21.5%	21.7%	23.5%
CIT Global Sales (10% weighting)	$ 218.4 million	$ 229.3 million	$ 251.2 million	$ 226.3 million	$ 218.4 million
	$ 255.9 million	$ 282.8 million	$ 309.8 million	$ 270.1 million	$ 269.4 million

Consolidated Earnings (30% weighting)

Based on the performance measures established by the Compensation Committee for 2013 and the Company's actual performance, the named executives earned 2013 annual incentive awards as follows:

Executive	2013 Annual Incentive Award ($)(1)		2013 Annual Incentive Award (% of base salary)	2013 Annual Incentive Award (% of target incentive award)
Mr. Roberts	$	1,051,300	87%	87%
Mr. Ford	$	391,000	65%	87%
Mr. Altmeyer	$	568,200	83%	111%
Mr. Koch	$	227,500	41%	55%
Mr. Berlin	$	364,300	77%	102%

(1) These amounts are also reported in the "Non-Equity Plan Incentive" column of the Summary Compensation Table on page 31.

The Compensation Committee also awarded Mr. Berlin a discretionary bonus of $17,100 in recognition of his outstanding management of working capital at CIT during 2013. This amount is included in the "Bonus" column of the Summary Compensation Table on page 31.

2013 Long-Term, Stock-Based Awards

The Compensation Committee makes annual stock-based awards one time each year at the Committee's regularly-scheduled February meeting. All stock-based awards are made under the Company's Executive Incentive Program which imposes certain restrictions, described below, on the terms of the awards.

In February 2013, the Committee awarded stock options and restricted Shares to the named executives in the amount shown in the Grants of Plan Based-Awards Table on page 33. The number of Shares included in the 2013 awards was determined using a formula-based approach. First, the Compensation Committee established a target award opportunity, expressed as a percentage of base salary, for the named executives based on each executive's position and the market median long-term incentive award for that position. The Committee used the same target award opportunity for the 2013 awards as it has used in since 2009: 300% of base salary for the Chief Executive Officer and 150% of base salary for the other named executives.

The Compensation Committee then determined the appropriate blend of the types of equity awards to be included in each named executive's stock-based award. In 2010, the Committee changed the blend of equity awards from stock options and time-vested restricted stock (each weighted 50%) to stock options, performance Shares and time-vested restricted stock (each weighted $33^1/_3$%) and elected to use the same blend of stock-based awards in 2013 for all the named executives other than Mr. Roberts to support the Company's pay for performance programs and the alignment of executive and shareholder interests. The Compensation Committee did not include stock options having a ten year term in Mr. Roberts' 2013 annual stock-based awards due to his contemplated retirement within the ten year option term. For this reason, Mr. Roberts' award was comprised of performance Shares and time-vested restricted stock (each weighted 50%).

The stock options awarded in 2013 will vest in equal annual installments over three years. The restricted stock awarded in 2013 will become vested upon the third anniversary of the award date.

The performance Shares awarded in 2013 will be earned based on the total return to the Company's shareholders (share appreciation plus dividend) relative to the total shareholder return of

the companies comprising the S&P 400 MidCap Index® over the three year performance period ending December 31, 2015 in accordance with the following table:

Relative Total Shareholder Return	Percentage of Performance Shares Earned
Below 25th percentile	0%
25th percentile	50%
50th percentile	100%
75th percentile or above	200%

If the Company's total shareholder return falls between the 25th and 50th percentile or between the 50th and 75th percentile, the number of performance Shares earned will be determined by linear interpolation. Dividends will accrue during the three year performance period and will be paid on performance Shares that are earned.

The Company's 2013 total shareholder return of 35.1% resulted in a ranking for the year at the 58th percentile. Based on that percentile, approximately 131% of the performance Shares awarded in 2013 would have been earned if the performance period had ended on December 31, 2013.

Each stock option was valued at $17.58 and each restricted Share and performance Share was valued at $64.80 to calculate the number of shares included in the awards. The value of each type of award was based on the market price of the Company's common stock on the award date. The total expected value of each named executive's annual stock-based award was divided equally among the types of awards the executive received.

The Committee included options in the awards to encourage the named executives (other than Mr. Roberts) to increase shareholder value over the ten year term of the options. The Committee included restricted Shares in the awards not only to encourage the named executives to increase shareholder value but also to remain employed with the Company. The Committee added performance Shares to further link executive compensation to the performance of the Company and align the interests of the executives with the Company's shareholders.

The Company's Executive Incentive Program contains certain restrictions on the terms of all stock-based awards. For example, all stock options must be granted with an option exercise price that is equal to or greater than the fair market value of the Shares on the date of award. The Program also expressly prohibits re-setting the option exercise price of stock options. These restrictions ensure that any options awarded under the Program will have value to the executives only if the market price of the Shares increases after the date of the award. The Program further requires that restricted Share awards must be subject to a restriction period of at least two (2) years during which the Shares are subject to a substantial risk of forfeiture and may not be transferred. Finally, the Program provides an annual limit on the size of awards. Currently, no executive may receive in any one fiscal year period an award of options to acquire more than 300,000 Shares or an award of more than 100,000 performance or performance-vested restricted Shares.

The Compensation Committee has never altered the timing of stock-based awards to take advantage of non-public information. The Committee is aware that the February meeting during which it makes annual stock-based awards precedes the date the Company releases its fourth quarter and annual financial results. The Committee is also aware that the release will usually affect the market value of the Company's stock and the underlying value of the stock-based awards made to executives at the February meeting. The Committee believes that executives will not necessarily gain over the long run from the short term benefit of a positive release because the Company's stock price fluctuates over time and because all of the awards have multi-year vesting schedules and stock options have historically been held for several years prior to exercise. In addition, any gain from a positive benefit in some years will be offset by earnings releases in other years that negatively affect the market value of the Shares.

Stock Ownership Policy

The Compensation Committee believes that ownership of the Company's common stock by executive officers aligns their interests with those of the Company's shareholders, enhances retention of executives by providing them an opportunity to accumulate a meaningful ownership interest in the Company and focuses executives on building shareholder value over the long term. Therefore, the Committee has maintained for several years a stock ownership policy for the Company's officers, including the named executives.

The policy currently has the following ownership requirements:

Executive	Number of Shares
CEO	114,000
Group President and certain Corporate Vice Presidents	25,000

The policy also has a retention requirement under which an officer must retain at least one-half of the after-tax value realized from the vesting of restricted Shares, the exercise of options or the receipt of earned performance Shares until the officer has satisfied the policy's Share ownership requirement.

Ownership for purposes of the policy includes Shares owned directly or under an employee benefit plan and all restricted Shares. Ownership does not include any performance Share awards or any Shares subject to stock options. As of December 31, 2013, all of the named executives were in compliance with the policy's Share ownership and retention requirements.

The ownership policy prohibits any officer from using Shares as collateral for any purpose or engaging in short sales or hedging transactions involving Shares.

D. Retirement and Other Benefits

Retirement and Group Insurance Benefits

The Company provides retirement, health and welfare and other benefits to its executive officers. The Company sponsors the 401(k) Plan, a tax-qualified retirement plan, for the benefit of substantially all of its non-union employees, including the named executives. The 401(k) Plan encourages saving for retirement by enabling participants to save on a pre-tax basis and by providing Company matching contributions.

The Company also sponsors the Retirement Plan for Employees of Carlisle Corporation (the "Retirement Plan"), a tax-qualified retirement plan that provides retirement income to eligible employees following their retirement from the Company. The Pension Benefits Table on page 37 shows the lump sum present value of the annual annuity benefit earned by the named executives under the Retirement Plan for their credited service through December 31, 2013.

Section 401(a)(17) of the Code limits the amount of annual compensation that tax-qualified plans like the Company's 401(k) Plan and Retirement Plan may take into account for purposes of determining contributions and benefits. The limit for 2013 was $255,000 and it is subject to adjustment annually for cost of living increases. For 2014, the limit will be $260,000. The Company maintains an unfunded supplemental pension plan to provide benefits to certain Retirement Plan participants whose benefits are limited by Section 401(a)(17) of the Code and to certain senior management employees who were employed on or after January 1, 2005 and are not eligible to participate in the Retirement Plan. The Pension Benefits Table on page 37 also shows the lump sum present value of the annual annuity benefit earned by the named executives under the supplemental plan.

The Company adopted, effective as of January 1, 2012, a supplemental 401(k) Plan to provide covered officers, including the named executives, the opportunity to (i) defer base salary and annual incentive compensation that could not be deferred under the 401(k) Plan due to the Internal Revenue Code limitations that apply to the 401(k) Plan and (ii) Shares earned under the Company's equity incentive plan. The Company provides a matching contribution equal to 100% of the first 4% of base salary and annual incentive compensation deferred under the supplemental 401(k) Plan. Each participant in the supplemental 401(k) Plan may direct the "deemed investment" of his or her account among the different investment funds offered by the Company from time to time. The investment options include (i) a fixed rate fund, (ii) a Company stock fund and (iii) investment options that are similar to most of the options available under the Company's 401(k) Plan. All amounts credited to a participant's account under the supplemental 401(k) Plan are 100% vested and generally will be paid in a lump sum after the participant terminates employment with the Company. A participant may also elect to receive one or more in-service distributions.

The named executives also participate in group health, life and other welfare benefit plans on the same terms and conditions that apply to other employees. The named executives do not receive better insurance programs, vacation schedules or holidays and perquisites are limited.

Employment Letter Agreement with Mr. Roberts

Mr. Roberts is employed as Chairman, President and Chief Executive Officer of the Company pursuant to the terms of an employment letter agreement entered into with the Company on June 5, 2007 that provides the following benefits:

- A severance benefit equal to two times the highest annual compensation payable to Mr. Roberts for either of the two years ending with the date of termination and full vesting of all stock options and restricted Share awards if Mr. Roberts is terminated by the Company for other than gross or willful misconduct or Mr. Roberts resigns for good reason (as defined in the employment letter agreement).

- Participation in all employee benefit plans generally available to the Company's senior executives and reimbursement of reasonable tax preparation and financial planning expenses as well as the cost of an annual executive physical.

- A benefit under the Company's Supplemental Pension Plan. The benefit under the original letter was equal to $25,703 per month payable for Mr. Roberts' life if he continued employment with the Company until he attained age 65. In December 2011, the Committee approved an increase in the monthly benefit to $38,250 per month provided Mr. Roberts remains employed through age 67.

- Retiree medical and dental coverage for the life of Mr. Roberts and his wife.

Post-Termination of Employment Benefits

The Company has not entered into an employment agreement with any executive officer that provides severance or other benefits following their resignation, termination, retirement, death or disability, except (i) for agreements with certain executive officers (including all of the named executives) that provide severance benefits in the event of a termination of their employment following a change of control of the Company (the "change in control agreements") and (ii) the previously-described employment agreement with Mr. Roberts. The change in control agreements provide that the executives will not, in the event of the commencement of steps to effect a change of control (defined generally as an acquisition of 20% or more of the outstanding voting Shares or a change in a majority of the Board of Directors), voluntarily leave the employ of the Company until the potential acquirer of the Company or control of the Company has terminated his or its efforts to effect a change of control or until a change of control has occurred. The Company believes that the change in control agreements protect the interests of the Company's shareholders by providing financial incentives to executives to represent the best interests of the Company and its shareholders during the periods immediately preceding and following a change of control.

In the event of any termination of an executive's employment (including due to the executive's resignation) within three (3) years of a change of control (other than due to the executive's death or disability or after the executive attains age 65), each change in control agreement provides that the executive will be entitled to receive three years' compensation, including bonus, retirement benefits equal to the benefits the executive would have received had he or she completed three additional years of employment, continuation of all life, accident, health, savings, and other fringe benefits for three years, and relocation assistance. The three year benefit period is reduced if the executive terminates within three years of the date the executive would attain age 65. In addition, the agreements provide that the executive will become fully vested in all outstanding stock option and restricted Share awards and outstanding performance Shares will be earned at the maximum level. If any payments to a named executive are considered excess "parachute payments"* and the amount of the excess is more than 15%, the Company is required to provide a tax gross up for the excise taxes the executive would be required to pay with respect to the payments.

At its meeting in September 2012, the Committee determined that any future change in control agreements would provide severance benefits only in the event an executive is terminated without cause or resigns with good reason within three (3) years of a change of control and the severance benefits would not be reduced based on the executive's age. In addition, the Company would not provide any tax gross up for excise taxes assessed against any excess parachute payments.

If the Company had terminated Mr. Roberts' employment for any reason other than gross or willful misconduct or Mr. Roberts had resigned for good reason, in either case as of December 31, 2013, Mr. Roberts would have received the following severance benefits in accordance with his employment letter agreement with the Company:

Severance Benefit	Stock Options(1)	Restricted Stock(2)	Performance Shares	Present Value of Supplemental Pension Plan Benefit(3)	Estimated Value of Retiree Medical Benefits	Total
$5,980,600	$ 2,835,487	$ 3,986,277	$ 0	$ 5,185,224	$ 173,514	$ 18,161,102

(1) Value (based on the closing market price of the Company's common stock on December 31, 2013 of $79.40 per Share) of unvested in-the-money stock options that would become vested upon termination.

(2) Value (based on the closing market price of the Company's common stock on December 31, 2013 of $79.40 per Share) of unvested shares of restricted stock that would become vested upon termination.

* Section 280G of the Internal Revenue Code defines "parachute payments" as payments which (i) are compensatory in nature, (ii) are made to or for the benefit of a shareholder, officer or highly compensated individual, and (iii) are contingent on a change in ownership or effective control (or change in ownership of a substantial portion of assets) of a corporation. If the parachute payments have an aggregate present value of at least 3 times the average annual compensation earned by the recipient of the payment over the 5 years preceding the date of the change in control, the amount of the payments in excess of 1 times such average annual compensation are not deductible by the payor for federal income tax purposes and are subject to a 20% excise tax (payable by the recipient) in addition to regular income taxes.

(3) Present value of Mr. Roberts' Supplemental Pension Plan benefit. The benefit will be paid in an annuity form after Mr. Roberts retires from employment. Note 15 to the Company's consolidated financial statements included in the 2013 Annual Report on Form 10-K includes the valuation assumptions and other information relating to the Supplemental Pension Plan.

The following table shows the amounts that would have been payable to the named executives under the change in control agreements if a change of control of the Company had occurred on December 31, 2013 and the named executives' employment with the Company was terminated without cause immediately thereafter.

	Severance Benefit	Estimated Value of Continued Participation in Health and other Welfare Benefit Plans(2)	Stock Options(3)	Restricted Stock(4)	Performance Shares(5)	Present Value of Supplemental Pension Plan Benefit(6)	Excise Tax Gross-Up (Reduction in Payments)	Total
Mr. Roberts	$ 0(1)	$ 173,514	$ 2,835,487	$ 3,986,277	$ 7,972,554	$ 5,185,224	$ 0	$ 20,153,056
Mr. Ford	$ 3,845,100	$ 30,000	$ 916,531	$ 816,232	$ 1,632,464	$ 297,522	$ 2,813,299	$ 10,351,148
Mr. Altmeyer	$ 4,557,300	$ 30,000	$ 1,129,021	$ 940,493	$ 1,880,986	$ 689,512	$ 0	$ 9,227,312
Mr. Koch	$ 2,697,300	$ 30,000	$ 757,970	$ 677,679	$ 1,355,358	$ 104,676	$ 2,874,372	$ 8,497,355
Mr. Berlin	$ 2,918,400	$ 30,000	$ 724,639	$ 631,627	$ 1,263,254	$ 262,636	$ 2,915,471	$ 8,746,027

(1) Mr. Roberts attained age 65 in December 2012 and would not be entitled to receive any severance benefit under the change in control agreement between Mr. Roberts and the Company. Mr. Roberts would be entitled to receive a severance benefit of $5,980,600 under the employment letter agreement described above if he is terminated by the Company for other than gross or willful misconduct or Mr. Roberts resigns for good reason.

(2) Under his employment letter agreement with the Company, Mr. Roberts is entitled to retiree medical and dental coverage for the life of Mr. Roberts and his wife if his employment is terminated without cause. The amount presented for Mr. Roberts is the estimated value of the retiree medical benefits. The amount presented for the other named executives is the estimated value of three years of continued participation in the Company's group health and other welfare benefit plans.

(3) Value (based on the closing market price of the Company's common stock on December 31, 2013 of $79.40 per Share) of unvested in-the-money stock options that would become vested upon a change of control of the Company.

(4) Value (based on the closing market price of the Company's common stock on December 31, 2013 of $79.40 per Share) of unvested shares of restricted stock that would become vested upon a change of control of the Company.

(5) Value (based on the closing market price of the Company's common stock on December 31, 2013 of $79.40 per Share) of the maximum number of performance Shares under all outstanding performance Share awards.

(6) The amounts presented equal the present value of each named executive's Supplemental Pension Plan benefit. Mr. Roberts' benefit is currently fully vested. The benefits of the other named executives would become vested upon termination after a change of control of the Company. All benefits under the Supplemental Pension Plan are payable in an annuity form after retirement from employment with the Company. Note 15 to the Company's consolidated financial statements included in the 2013 Annual Report on Form 10-K includes the valuation assumptions and other information relating

to the Supplemental Pension Plan.

From time to time, the Company enters into employment letter agreements with newly employed senior management employees. All agreements with management employees entered into after September 2011 will include a general "claw-back" provision pending the issuance of regulations related to claw-back policies required under the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Internal Revenue Code Section 162(m)

Section 162(m) of the Code limits the amount of compensation paid to the named executives (other than the Chief Financial Officer who is not subject to the Section 162(m) limitation) in any one fiscal year that may be deducted by the Company for federal income tax purposes. The deduction limitation is currently $1 million. "Performance-based compensation" paid under a plan that has been approved by the Company's shareholders is not subject to the deduction limitation.

The Company's Executive Incentive Program has been approved by the Company's shareholders, and the compensation attributable to annual incentive compensation, stock option and performance Share awards under the program should qualify as "performance-based" compensation that is fully deductible and not subject to the Code Section 162(m) deduction limit. Compensation attributable to time-vested restricted Share awards under the program is subject to the deduction limit.

The Committee has not adopted a formal policy that requires all compensation paid to the named executives to be fully deductible.

E. Conclusion

The Compensation Committee has reviewed all components of the Chief Executive Officer's and the named executives' compensation, including salary, bonus, equity and long-term incentive compensation, accumulated realized and unrealized stock option and restricted stock gains, the dollar value of all perquisites and other personal benefits as well as the Company's obligations under its pension plans. Based on this review, the Compensation Committee finds the Chief Executive Officer's and the named executives' total compensation, in the aggregate, to be reasonable and appropriately linked to the Company's performance. The Compensation Committee therefore recommends that shareholders vote "FOR" the say-on-pay proposal included as Proposal Two in this Proxy Statement.

F. Executive Officer Compensation Disclosure Tables

Summary Compensation Table This table shows the base salary, annual bonus and all other compensation paid to the named executives. The table also shows the grant date fair value of the stock and option awards made to the named executives and the increase in the present value of the retirement benefit of each named executive.

Name and Principal Position(s)	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(2)	All Other Compensation ($)(3)	Total ($)
David A. Roberts Chairman, President and Chief Executive Officer	2013	$1,210,000	$ 0	$4,373,201	$ 0	$ 1,051,300	$ 2,211	$ 405,966	$7,042,678
	2012	$1,100,000	$ 0	$2,648,307	$1,100,009	$ 1,890,300	$ 762,101	$ 93,671	$7,594,388
	2011	$1,037,200	$ 0	$2,497,939	$1,037,021	$ 1,957,800	$ 2,004,592	$ 46,421	$8,580,973
Steven J. Ford Vice President, Chief Financial Officer and General Counsel	2013	$ 600,000	$ 0	$ 722,882	$ 301,409	$ 391,000	$ 39,842	$ 90,790	$2,145,923
	2012	$ 560,000	$ 0	$ 674,158	$ 279,973	$ 721,700	$ 128,894	$ 62,978	$2,427,703
	2011	$ 442,000	$ 0	$ 532,340	$ 220,953	$ 625,700	$ 65,663	$ 15,128	$1,901,784
John W. Altmeyer Group President, Carlisle Construction Materials	2013	$ 685,000	$ 0	$ 825,147	$ 344,129	$ 568,200	$ 5,151	$ 82,771	$2,510,398
	2012	$ 650,000	$ 0	$ 782,740	$ 325,003	$ 869,100	$ 283,220	$ 43,735	$2,953,798
	2011	$ 621,300	$ 0	$ 848,217	$ 310,608	$ 681,400	$ 122,217	$ 14,790	$2,598,532
D. Christian Koch Group President, Carlisle Diversified Products	2013	$ 550,000	$ 0	$ 662,772	$ 276,358	$ 227,500	$ 27,588	$ 13,910	$1,758,128
	2012	$ 425,000	$ 0	$ 511,882	$ 212,502	$ 386,800	$ 35,664	$ 18,100	$1,589,948
	2011	$ 370,800	$ 0	$ 446,538	$ 185,357	$ 528,300	$ 19,578	$ 9,800	$1,560,373

John E. Berlin Group President, Carlisle Interconnect Technologies	2013	$	475,000	$	17,100	$	572,583	$	238,649	$	364,300	$	42,065	$	28,570	$ 1,738,267
	2012	$	425,000	$	0	$	511,882	$	212,502	$	547,800	$	125,907	$	21,077	$ 1,844,168

(1) The amounts in these columns do not reflect the actual value the named executives will realize from the stock option, restricted stock and performance Share awards made to the executives. The amounts presented in the table are the grant date value of the equity-based awards computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, Compensation Stock Compensation (excluding any effect of estimated forfeitures). The Company will recognize a portion of the grant date value of the awards each year as compensation expense over the vesting period of the awards.

The stock awards column includes the grant date values of performance Shares awarded to the named executive officers. The performance Shares are earned based on the Company's relative total shareholder return versus the S&P Midcap 400 Index® over the three year period ending December 31, 2013 (for the performance Shares awarded in 2011), December 31, 2014 (for the performance Shares awarded in 2012) and December 31, 2015 (for the performance Shares awarded in 2013). The terms of the performance Share awards are described on pages 24-25. The 2013 stock awards column includes the following grant date values of the performance Share awards: Mr. Roberts $2,558,153, Mr. Ford $422,858, Mr. Altmeyer $482,679, Mr. Koch $387,696 and Mr. Berlin $334,724. The grant date value of $91.33 for each performance Share awarded was determined using the $64.80 closing market price of the Company's common stock on the grant date and a Monte Carlo simulation and assumptions regarding the future performance of the Company's common stock and the stock of the S&P MidCap 400 Index® companies, including expected volatility, risk-free interest rates, correlation coefficients and dividend reinvestment. The grant date values of the performance Share awards assuming the maximum number of performance Shares would be earned at the end of the three year performance period based on the $64.80 closing market price of the Company's common stock on the grant date would have been: Mr. Roberts $3,630,096, Mr. Ford $600,048, Mr. Altmeyer $684,936, Mr. Koch $550,152 and Mr. Berlin $474,984.

Note 6 to the Company's consolidated financial statements included in the 2013 Annual Report on Form 10-K contains more information about the Company's accounting for stock-based compensation arrangements, including the assumptions used to determine the grant date value of the stock and option awards.

(2)

Represents the sum of (i) the aggregate increase in the actuarial present value of the accumulated benefit under the Retirement Plan for Employees of Carlisle Corporation and the Carlisle Corporation Supplemental Pension Plan and (ii) the portion of interest credited on compensation deferred under the Company's supplemental 401(k) plan that is considered "above market" under the proxy disclosure rules of the Securities and Exchange Commission as follows:

Name	Present Value of Carlisle Retirement and Supplemental Pension Plan Benefits	"Above Market" Supplemental 401(k) Plan Earnings	Total
Mr. Roberts		$ 2,211	$ 2,211
Mr. Ford	$ 35,840	$ 4,002	$ 39,842
Mr. Altmeyer		$ 5,151	$ 5,151
Mr. Koch	$ 27,588	$ 0	$ 27,588
Mr. Berlin	$ 42,065	$ 0	$ 42,065

For the 2013 fiscal year, the aggregate present value of the accumulated benefit under the Retirement Plan for Employees of Carlisle Corporation and the Carlisle Corporation Supplemental Pension Plan for Mr. Roberts and Mr. Altmeyer decreased (primarily due to an increase in the interest rate used to determine such present value) by the following amounts:

Name	Decrease in Present Value of Pension Plan Benefit
Mr. Roberts	$719,670
Mr. Altmeyer	$35,660

(3)

The amounts presented in the "All Other Compensation" column for 2013 consist of the following:

	Mr. Roberts	Mr. Ford	Mr. Altmeyer	Mr. Koch	Mr. Berlin
Matching Contributions to the 401(k) Plan	$ 10,200	$ 10,200	$ 10,200	$ 10,200	$ 10,200
Matching Contributions to the Supplemental Savings Plan	$ 124,012	$ 52,868	$ 62,164	$ 0	$ 0
Reimbursement of Tax Return Preparation and Financial Advisory Services Fees	$ 34,254	$ 8,775	$ 4,995	$ 3,710	$ 10,870
Charitable Contributions Made by the Company in the Name of the Executive under the Carlisle Matching Gifts Program	$ 237,500	$ 0	$ 0	$ 0	$ 0
Club membership dues	$ 0	$ 5,305	$ 5,412	$ 0	$ 7,500
Reimbursement of Commuting Expenses	$ 0	$ 13,642	$ 0	$ 0	$ 0
Total	$ 405,966	$ 90,790	$ 82,771	$ 13,910	$ 28,570

All amounts presented above equal the actual cost to the Company of the particular benefit or perquisite provided.

Grants of Plan-Based Awards Table This table presents the threshold, target and maximum annual incentive award the named executives could have earned for 2013 and the restricted stock, performance stock and stock options awarded to the named executives during 2013. The annual incentive awards earned by the executives for 2013 are reported in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation table.

		Estimated Future Payouts under Non-Equity Incentive Plan Awards			Estimated Future Payouts under Equity Incentive Plan Awards(1)			All Other Stock Awards: Number of Shares of Stock or	All Other Option Awards: Number of Securities Underlying	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option
Name	Grant Date	Threshold($)	Target($)	Maximum($)	Threshold(#)	Target(#)	Maximum(#)	Units(#)(2)	Options(#)(3)	($/Sh)	Awards(4)
Mr. Roberts		$ 605,000	$ 1,210,000	$ 2,420,000							
	02/06/13							28,010			$ 1,815,048
	02/06/13				14,005	28,010	56,020				$ 2,558,153
Mr. Ford		$ 225,000	$ 450,000	$ 900,000							
	02/06/13							4,630			$ 300,024
	02/06/13				2,315	4,630	9,260				$ 422,858
	02/06/13								17,145	$ 64.80	$ 301,409
Mr. Altmeyer		$ 256,875	$ 513,750	$ 1,027,500							
	02/06/13							5,285			$ 342,468
	02/06/13				2,642	5,285	10,570				$ 482,679
	02/06/13								19,575	$ 64.80	$ 344,129
Mr. Koch		$ 206,250	$ 412,500	$ 825,000							
	02/06/13							4,245			$ 275,076
	02/06/13				2,122	4,245	8,490				$ 387,696
	02/06/13								15,720	$ 64.80	$ 276,358
Mr. Berlin		$ 178,125	$ 356,250	$ 712,500							

02/06/13				3,665			$ 237,859
02/06/13	1,832	3,665	7,330				$ 334,724
02/06/13					13,575	$ 64.80	$ 238,649

(1) The performance Shares will be earned based on the total return to the Company's shareholders (share appreciation plus dividend) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over the three year performance period ending December 31, 2015 in accordance with the following table:

Relative Total Shareholder Return	**Percentage of Performance Shares Earned**
Below 25th percentile	0%
25th percentile	50%
50th percentile	100%
75th percentile or above	200%

If the Company's total shareholder return falls between the 25th and 50th percentile or between the 50th and 75th percentile, the number of performance Shares earned will be determined by linear interpolation. Dividends will accrue during the three year performance period and will be paid on performance Shares that are earned.

(2) Shares subject to the stock awards become vested on December 31 of the third year following the grant date, or if earlier, upon a change in control of the Company or the date the executive officer terminates employment due to death, disability or retirement.

Mr. Roberts' stock awards will also become vested if the Company terminates his employment other than for gross or willful misconduct or Mr. Roberts terminates his employment for good reason, as defined in his employment letter agreement with the Company.

The named executives receive all dividends paid with respect to the restricted Shares during the vesting period.

(3) The option awards become vested and exercisable in three equal annual installments beginning upon the first anniversary of the date of grant, or if earlier, upon a change of control of the Company or the date the executive officer terminates employment due to death, disability or retirement. The options expire ten years following the date of grant or, if earlier, one year from the date the executive officer terminates employment due to death, disability, retirement or a change of control of the Company or 90 days from the date the executive officer terminates employment for any other reason. Mr. Roberts' option awards will also become vested if the Company terminates his employment other than for gross or willful misconduct or Mr. Roberts terminates his employment for good reason, as defined in his employment letter agreement with the Company.

(4) See Footnote 1 to the Summary Compensation Table for a description of how the grant date values of the stock and option awards were determined.

Outstanding Equity Awards at Fiscal Year-End Table This table presents information about unvested stock and option awards held by the named executives on December 31, 2013.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(1)	Market Value of Shares or Units of Stock That Have Not Vested ($)(2)	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)
Mr. Roberts	25,080	50,160(6)	$ 49.56	01/31/22	50,205	$ 3,986,277	56,020	$ 4,447,988
	65,160	32,580(7)	$ 38.31	02/02/21			44,390	$ 3,524,566
	97,850		$ 34.21	02/01/20				
	200,000		$ 18.57	02/03/19				
	142,500		$ 33.25	02/04/18				
	150,000		$ 47.25	06/20/17				
Mr. Ford	0	17,145(5)	$ 64.80	02/05/23	10,280	$ 816,232	9,260	$ 735,244
	6,383	12,767(6)	$ 49.56	01/31/22			11,300	$ 897,220
	13,883	6,942(7)	$ 38.31	02/02/21				
	21,250		$ 34.21	02/01/20				
	20,000		$ 18.57	02/03/19				
	33,500		$ 33.25	02/04/18				
	20,000		$ 41.87	02/06/17				
	20,000		$ 34.43	02/07/16				
Mr. Altmeyer	0	19,575(5)	$ 64.80	02/05/23	11,845	$ 940,493	10,570	$ 839,258
	7,410	14,820(6)	$ 49.56	01/31/22			13,120	$ 1,041,728
	19,516	9,759(7)	$ 38.31	02/02/21				
	29,870		$ 34.21	02/01/20				
	47,145		$ 18.57	02/03/19				
	108,500		$ 33.25	02/04/18				
	44,000		$ 41.87	02/06/17				
	40,000		$ 34.43	02/07/16				
Mr. Koch	0	15,720(5)	$ 64.80	02/05/23	8,535	$ 677,679	8,490	$ 674,106
	4,845	9,690(6)	$ 49.56	01/31/22			8,580	$ 681,252
	11,646	5,824(7)	$ 38.31	02/02/21				
	8,012		$ 34.21	02/01/20				
	7,144		$ 18.57	02/03/19				
	25,309		$ 34.23	01/31/18				
Mr. Berlin	0	13,575	$ 64.80	02/05/23	7,955	$ 631,627	7,330	$ 582,002
	4,845	9,690	$ 49.56	01/31/22			8,580	$ 681,252
	11,550	5,775	$ 38.31	02/02/21				

2,044	$ 34.21	12/31/17

(1) Restricted Shares vesting as follows:

	Number of Shares Becoming Vesting On:	
	January 1, 2015	January 1, 2016
Mr. Roberts	22,195	28,010
Mr. Ford	5,650	4,630
Mr. Altmeyer	6,560	5,285
Mr. Koch	4,290	4,245
Mr. Berlin	4,290	3,665

(2) Based on the closing market value of the Shares on December 31, 2013 of $79.40.

(3) The number of unearned units in this column equal the maximum number of performance Share units that may be earned by all of the named executives for the three-year performance periods that will end on December 31, 2015 and December 31, 2014. The performance Shares will be earned based on the total return to the

Company's shareholders (share appreciation plus dividend) relative to the total shareholder return of the companies comprising the S&P 400 MidCap Index® over the three year performance periods in accordance with the following table:

Relative Total Shareholder Return	Percentage of Performance Shares Earned
Below 25th percentile	0%
25th percentile	50%
50th percentile	100%
75th percentile or above	200%

If the Company's total shareholder return falls between the 25th and 50th percentile or between the 50th and 75th percentile, the number of performance Shares earned will be determined by linear interpolation. Dividends will accrue during the three year performance period and will be paid on performance Shares that are earned.

The Company's 2013 total shareholder return of 35.1% resulted in a ranking for the year at the 58th percentile. Based on that percentile, approximately 131% of the performance Shares awarded in 2013 would have been earned if the performance period had ended on December 31, 2013. The Company's 2012 through 2013 total shareholder return of 79.2% resulted in a ranking for the year at the 71st percentile. Based on that percentile, approximately 184% of the performance Shares awarded in 2012 would have been earned if the performance period had ended on December 31, 2013.

(4) The numbers in this column equal the maximum number of performance Share units that may be earned for the three-year performance periods multiplied by the closing market value of the Shares on December 31, 2013 of $79.40. The amounts are not necessarily indicative of the amounts that may actually be realized by the named executive officers. The actual amount realized will be based on the Company's total shareholder return over the three year performance periods and the market value of the Shares when the units are earned.

(5) Stock Options vest at the rate of 33 1/3% per year with vesting dates of 02/06/14, 02/06/15 and 02/05/16.

(6) Stock Options vest at the rate of 33 1/3% per year with vesting dates of 02/01/13, 02/01/14 and 02/01/15.

(7) Stock Options vest at the rate of 33 1/3% per year with vesting dates of 02/03/12, 02/03/13 and 02/03/14.

Option Exercises and Stock Vested Table This table presents information about stock options exercised by the named executives and the number and value of stock awards that became vested in the named executives during 2013.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($)(2)
Mr. Roberts	50,000	$ 962,274	81,225	$ 6,449,265

Mr. Ford	0	$	0	17,310	$ 1,374,414
Mr. Altmeyer	0	$	0	26,940	$ 2,139,036
Mr. Koch	0	$	0	14,520	$ 1,152,888
Mr. Berlin	0	$	0	14,400	$ 1,143,360

(1) Value realized equals the fair market value of the Shares on the date of exercise less the exercise price.

(2) Value realized equals the fair market value of (i) the restricted Shares on the date the vesting restrictions lapsed and the Shares became vested and (ii) performance Shares earned for the three-year performance period ended December 31, 2013.

(3) The named executives elected to defer receipt of the following number of shares that were earned and became vested in 2013: Mr. Roberts, 27,075 Shares; Mr. Ford, 17,310 Shares, Mr. Altmeyer, 26,940 Shares, and Mr. Koch, 388 Shares. The deferred Shares will be paid to the named executives after retirement or terminates employment with the Company. The named executives will receive dividend equivalent payments from the Company during the deferral period.

Pension Benefits Table This table provides the actuarial present value of each named executive's accumulated benefit under the Company's Retirement and Supplemental Pension Plans.

The Retirement Plan provides benefits under a cash balance benefit accrual formula that was added to the plan in 1997. Under the formula, participants accumulate a cash balance benefit based upon a percentage of compensation allocation made annually to the participants' cash balance accounts. The allocation percentage ranges from 2% to 7% of total base salary and annual bonus (including amounts deferred under the 401(k) Plan and Section 125 of the Code) depending on each participant's years of service. The cash balance account is further credited with interest annually. The interest credit is based on the One Year Treasury Constant Maturities as published in the Federal Reserve Statistical Release over the one year period ending on the December 31st immediately preceding the applicable plan year. The interest rate for the plan year ending December 31, 2013 was 4%. The Retirement Plan was closed to new participants effective December 31, 2004. No employees hired on or after January 1, 2005 are eligible to participate in the Plan.

The benefits under the Supplemental Pension Plan are equal to the difference between the benefits that would have been payable under the Retirement Plan without regard to the compensation limitation imposed by the Code or the limitation on participation in the Retirement Plan that became effective on January 1, 2005 and the actual benefits payable under the Retirement Plan as so limited.

Benefits under the Retirement Plan are payable as a monthly annuity or in a lump sum payment. Vested benefits under the Supplement Pension Plan are payable only in the form of a monthly annuity. The benefits under the Retirement Plan become vested after the executive completes 5 years of vesting service, or if earlier, the date the executive terminates employment due to death or disability. The benefits under the Supplemental Plan become vested after the executive completes ten years of vesting service and retires at or after age 55, or if earlier, the date the executive terminates employment due to death or disability.

Mr. Roberts will receive an annual benefit under the Supplemental Pension Plan of $459,000 payable in the form of a single life annuity commencing on January 1, 2015 provided he remains employed with the Company until he attains age 67. If Mr. Roberts ceases to be employed prior to his attainment of age 67, the annual amount of the supplemental benefit will be reduced by $3,500 per year for each month by which his employment termination date precedes the date he would attain age 67. The supplemental benefit is fully vested. The benefit will be actuarially adjusted if it is paid in any form other than a life annuity or the benefit commencement date is before January 1, 2013 or after January 1, 2015.

Name	**Plan Name**	**Number of Years Credited Service (#)(1)**	**Present Value of Accumulated Benefit ($)(2)**	**Payments During Last Fiscal Year ($)**
Mr. Roberts	Retirement Plan for Employees of Carlisle Corporation	6.58	$ 0	$ 0
	Carlisle Corporation Supplemental Pension Plan	6.58	$ 5,185,224	$ 0
Mr. Ford	Retirement Plan for Employees of Carlisle Corporation	17.50	$ 186,946	$ 0
	Carlisle Corporation Supplemental Pension Plan	17.50	$ 297,522	$ 0
Mr. Altmeyer	Retirement Plan for Employees of Carlisle Corporation	23.58	$	