PPG INDUSTRIES INC
Form PRE 14A
February 17, 2012
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)

of the Securities Exchange Act of 1934

x Filed by the Registrant

¨ Filed by a Party other than the Registrant

Check the appropriate box:

x Preliminary Proxy Statement

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

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

PPG Industries, Inc.

(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):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) 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:

¨ Fee paid previously with preliminary materials.

¨ 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:

Table of Contents

PPG Industries, Inc.   One PPG Place   Pittsburgh, Pennsylvania 15272

March 8, 2012

Dear Shareholder:

You are cordially invited to attend the 2012 Annual Meeting of Shareholders of PPG Industries, Inc. to be held on Thursday, April 19, 2012, at the David L. Lawrence Convention Center, Spirit of Pittsburgh Ballroom B, 1000 Fort Duquesne Boulevard, Pittsburgh, Pennsylvania 15222. The meeting will begin at 11:00 a.m., Eastern Time.

The following pages contain the formal Notice of Annual Meeting and Proxy Statement. Please review this material for information concerning the business to be conducted at the meeting, including the nominees for election as directors.

We are furnishing our Proxy Statement and other proxy materials to our shareholders over the Internet. The General Matters section of the Proxy Statement contains instructions on how you can receive a paper copy of the Proxy Statement and the 2011 Annual Report.

Your vote is important. Whether you plan to attend the meeting in person or not, we hope you will vote your shares as soon as possible. Please vote via the Internet or telephone, or by paper proxy card or vote instruction form. This will ensure representation of your shares if you are unable to attend the meeting. We look forward to greeting personally those shareholders who will be present in person.

Sincerely yours,

Charles E. Bunch

Chairman of the Board and Chief Executive Officer

Table of Contents

PPG INDUSTRIES, INC.

One PPG Place, Pittsburgh, Pennsylvania 15272

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD ON APRIL 19, 2012

Dear Shareholder:

We will hold the 2012 Annual Meeting of Shareholders of PPG Industries, Inc. on Thursday, April 19, 2012, at 11:00 a.m., Eastern Time, at the David L. Lawrence Convention Center, Spirit of Pittsburgh Ballroom B, 1000 Fort Duquesne Boulevard, Pittsburgh, Pennsylvania 15222, for the following purposes:

1. To elect as directors the four nominees named in the Proxy Statement;

2. To vote on a nonbinding resolution to approve the compensation of the Company s named executive officers;

3. To vote on an amendment to the Company s Articles of Incorporation to provide for the annual election of directors;

4. To ratify the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for 2012; and

5. To transact any other business that may properly come before the meeting.

Owners of shares of PPG common stock as of the close of business on February 17, 2012 are entitled to vote at the Annual Meeting.

Admission to the Annual Meeting will be by Admission Card only. You must also present a photo ID for admission to the Meeting.

If you are a shareholder of record or a participant in a retirement or savings plan maintained by PPG and plan to attend the Annual Meeting, please indicate this desire when voting via the Internet or by telephone, so that we may send you an Admission Card. However, if you have a paper proxy card because you received the proxy materials in paper form, there is an Admission Card on the top half of the proxy card. Please tear off the Admission Card and bring it with you to the Meeting.

If your shares are held through a broker, please contact your broker and request that the broker obtain an Admission Card for you or provide you with evidence of your share ownership, which will gain you admission to the Annual Meeting.

Please know that your vote is very important to us and we encourage you to vote promptly. Whether or not you expect to attend the Annual Meeting in person, please vote via the Internet or telephone, or by paper proxy card or vote instruction form, which you should complete, sign and return by mail, so that your shares may be voted.

Anne M. Foulkes

Assistant General Counsel and Secretary

Pittsburgh, Pennsylvania

March 8, 2012

Table of Contents

PPG INDUSTRIES, INC.

One PPG Place, Pittsburgh, Pennsylvania 15272

PROXY STATEMENT

Annual Meeting of Shareholders April 19, 2012

Table of Contents

Table of Contents

Table of Contents

GENERAL MATTERS

When and where is the Annual Meeting?

The Annual Meeting will be held on Thursday, April 19, 2012, at 11:00 a.m., Eastern Time, at the David L. Lawrence Convention Center, Spirit of Pittsburgh Ballroom B, 1000 Fort Duquesne Boulevard, Pittsburgh, Pennsylvania 15222.

Why am I receiving these proxy materials?

In connection with the solicitation of proxies by our Board of Directors to be voted at the 2012 Annual Meeting of Shareholders, these materials have been made available to you on the Internet or, upon your request or under certain other circumstances, have been delivered to you by mail in printed form.

If your shares were registered directly in your name with our transfer agent, Computershare Investor Services, as of the close of business on February 17, 2012, you are considered a shareholder of record, and we have sent you these proxy materials.

If your shares were held in the name of a bank, brokerage account or other nominee as of the close of business on February 17, 2012, you are considered a beneficial owner of the shares held in street name. Your bank, broker or other nominee has sent you these proxy materials. You should direct your bank, broker or other nominee on how to vote your shares, and we encourage you to make such direction. If you do not make a direction with respect to Proposals 1, 2 or 3, your bank, broker or other nominee will not be able to vote your shares on your behalf with respect to such proposals.

What is included in these materials?

These proxy materials include:

n Our Notice of Annual Meeting and Proxy Statement for the 2012 Annual Meeting; and

n Our 2011 Annual Report to shareholders, which includes our audited consolidated financial statements.

If you received printed versions of these materials by mail, these materials also include the proxy card or vote instruction form for the Annual Meeting.

Why did I receive a notice in the mail regarding the Internet availability of proxy materials instead of printed proxy materials?

In accordance with the rules of the Securities and Exchange Commission, instead of mailing a printed copy of our proxy materials to our shareholders, we have elected to furnish these materials by providing access to these documents over the Internet. Accordingly, on or about March 8, 2012, we sent a Notice of Internet Availability of Proxy Materials (Notice of Internet Availability) to our shareholders of record and beneficial owners. All shareholders have the ability to access the proxy materials on a website referred to in the Notice of Internet Availability.

How can I get electronic access to the proxy materials?

The Notice of Internet Availability provides you with instructions regarding how to (1) view our proxy materials for the Annual Meeting on the Internet; (2) vote your shares after you have viewed our proxy materials; and (3) request a printed copy of the proxy materials.

Our proxy materials are also available online at www.ppg.com/investor.

Table of Contents

What am I voting on?

You are voting on four proposals. Details of each proposal are included in this Proxy Statement.

- Proposal 1: To elect as directors the four nominees named in this Proxy Statement, each for a term of three years: Charles E. Bunch, Robert Ripp, Thomas J. Usher and David R. Whitwam;
- Proposal 2: To vote on a nonbinding resolution to approve the compensation of the Company s named executive officers;
- Proposal 3: To vote on an amendment to our Articles of Incorporation to provide for the annual election of directors; and
- Proposal 4: To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012.

What are the Board s recommendations on how I should vote my shares?

The Board of Directors recommends that you vote your shares as follows:

- Proposal 1: **FOR** the election of four directors, each for a term of three years;
- Proposal 2: **FOR** the approval of the compensation of the Company s named executive officers;
- Proposal 3: **FOR** the amendment to our Articles of Incorporation to provide for the annual election of directors; and
- Proposal 4: **FOR** the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for 2012.

What are my choices when voting?

- Proposal 1: You may cast your vote in favor of election of all nominees or withhold authority to vote for all or one or more nominees. Abstentions and broker non-votes will not be taken into account to determine the outcome of the election of directors.
- Proposals 2 and 4: You may cast your vote in favor of or against each proposal, or you may elect to abstain from voting your shares. Abstentions and broker non-votes will have no effect on the outcome of these proposals.
- Proposal 3: You may cast your vote in favor of or against this proposal, or you may elect to abstain from voting your shares. Abstentions and broker non-votes will have the effect of a vote against this proposal.

How do I vote?

You may vote your shares by any one of the following methods:

- By Internet: Log onto the website indicated in the Notice of Internet Availability or on the proxy card or vote instruction form.
- By telephone: Call the toll-free number shown on the proxy card or vote instruction form and follow the voice prompts.
- By mail: Mark your votes, sign and return the proxy card or vote instruction form in the postage-paid envelope provided.
- By ballot: Attend the Annual Meeting in person and use a ballot to cast your vote.

If you vote by the Internet or by telephone, you do not need to send in a proxy card or vote instruction form. The deadline for Internet and telephone voting will be 11:59 p.m., Eastern Time, on April 18, 2012. If your shares are held in the name of a bank, broker or other nominee, and you wish to vote your shares in person at the Annual Meeting, you will need to contact your bank, broker or other nominee to obtain a legal proxy form that you must bring with you to the Meeting to exchange for a ballot.

What vote is needed for the proposals to be adopted?

As of the record date, February 17, 2012, there were [ ] shares of PPG common stock issued and outstanding. Each shareholder is entitled to one vote for each share of common stock held.

- Quorum: In order to conduct the Annual Meeting, more than one-half of the outstanding shares must be present or be represented by proxy. This is referred to as a quorum. If you vote by Internet or by telephone, or submit a properly executed proxy card or vote instruction form, you will be considered part of the quorum. Abstentions and broker non-votes on any proposal to be acted on by shareholders will be treated as present at the Annual Meeting for purposes of a quorum.

- Proposal 1: Each director nominee who receives a majority of the votes cast (the number of shares voted for the director must exceed 50% of the votes cast with respect to that director) at the Annual Meeting will be elected as a director.

- Proposal 2: More than one-half of the shares present, either in person or by proxy, and entitled to vote and voting (excluding abstentions) at the Annual Meeting must vote for the proposal for it to be adopted. The advisory vote on this proposal is nonbinding. However, the Board of Directors will take into account the outcome of the vote on this proposal when making future decisions about the Company s executive compensation arrangements, policies and procedures.

- Proposal 3: At least 80% of the shares of the Company s outstanding common stock entitled to vote (including abstentions) at the Annual Meeting must vote for the proposal for it to be adopted.

- Proposal 4: More than one-half of the shares present, either in person or by proxy, and entitled to vote and voting (excluding abstentions) at the Annual Meeting must vote for the proposal for it to be adopted.

How will shares in employee benefit plans be voted?

This Proxy Statement is being used to solicit voting instructions from you with respect to shares of PPG common stock that you own, but which is held by the trustees of a retirement or savings plan for the benefit of you and other plan participants. Shares held in the benefit plans that are entitled to vote will be voted by the trustees pursuant to your instructions. Shares held in any employee benefit plan that you are entitled to vote, but do not vote, will not be voted by the trustees. You must instruct the trustees to vote your shares by utilizing one of the voting methods described above.

Who will count and certify the votes?

Representatives of Corporate Election Services and the staff of our corporate secretary and investor relations offices will count the votes and certify the election results. The results will be publicly filed with the Securities and Exchange Commission on a Form 8-K within four business days after the Annual Meeting.

What does it mean if I receive more than one set of proxy materials?

It means you have multiple accounts at the transfer agent or with banks, brokers or other nominees. If you received more than one Notice of Internet Availability, you may need to enter separate electronic control voting numbers when voting by the Internet to ensure that all of your shares have been voted. If you received more than one proxy card or vote instruction form, please complete and provide your voting instructions for all proxy cards and vote instruction forms that you receive.

What happens if I do not give specific voting instructions?

The Board of Directors is asking for your proxy. Giving us your proxy means that you authorize us to vote your shares at the Annual Meeting in the manner you direct. If you are a shareholder of record and you (1) indicate when voting on the Internet or by telephone that you wish to vote as recommended by our Board of Directors; or (2) sign and return a proxy card without giving specific voting instructions, then your shares will be voted in the manner recommended by our Board on all matters presented in this Proxy Statement.

If your shares are held by a broker, bank or other nominee, the broker, bank or nominee will ask you how you want to vote your shares. If you give the broker, bank or nominee instructions, your shares will be voted as you direct. If you do not give instructions, your broker, bank or nominee may vote your shares in its discretion for the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2012 (Proposal 4), but your broker, bank or nominee *will not* vote your shares at all with respect to any of the other proposals. We encourage you to provide instructions to your bank, broker or nominee by carefully following the instructions provided. This will ensure that your shares are voted at the Annual Meeting as you direct.

How can I change or revoke my vote after I have voted?

You have the right to change your vote or revoke your proxy before it is exercised at the Annual Meeting. You may vote again on a later date on the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the Annual Meeting will be counted), or by signing and returning a new proxy card or vote instruction form with a later date, or by attending the Meeting and voting in person. However, your attendance at the Annual Meeting will not automatically revoke your proxy unless you vote again at the Meeting or specifically request in writing that your prior proxy be revoked. Please note that any re-votes by mail or proxy revocations must be received by our corporate secretary at PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272 prior to the Annual Meeting in order to be effective.

How can I attend the Annual Meeting?

Admission to the Annual Meeting is limited to shareholders who are eligible to vote or their authorized representatives. If you are a shareholder of record or a participant in a retirement or savings plan maintained by PPG and wish to attend the Annual Meeting, please indicate this desire when voting via the Internet or by telephone, so that we may send you an Admission Card. However, if you have a paper proxy card because you received the proxy materials in paper form, there is an Admission Card on the top half of the proxy card. Please tear off the Admission Card and bring it with you to the Annual Meeting, along with a photo ID.

If your shares are held in the name of a bank, broker or other nominee, and you wish to attend the Annual Meeting, you must bring proof of ownership, such as an account statement, that clearly shows that you held PPG common stock on the record date of February 17, 2012, or a legal proxy obtained from your bank, broker or other nominee. You must also bring a photo ID. Alternatively, you may obtain an Admission Card by sending your request and a copy of your proof of ownership to Investor Relations at PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272.

For security purposes, no cameras, recording equipment, electronic devices, large bags, backpacks, briefcases or packages will be permitted in the meeting room or adjacent areas, and other items will be subject to search.

Table of Contents

How do I obtain a copy of materials related to corporate governance?

Our Corporate Governance Guidelines, charters of each standing committee of our Board of Directors, Global Code of Ethics, Code of Ethics for Senior Financial Officers and other materials related to our corporate governance are published on the Corporate Governance section of our website at www.ppg.com/investor.

Who is soliciting my vote and what are the solicitation expenses?

This solicitation is being made on behalf of our Board of Directors, but may also be made without additional compensation by our directors, officers or employees by telephone, facsimile, e-mail or personal interview. We will bear the expense of the preparation, printing and mailing of the Notice of Internet Availability and these proxy materials. We have hired D.F. King & Company to help us send out the proxy materials and to solicit proxies. The firm s fee for these services is $12,000, plus out-of-pocket expenses. We will request brokers, banks and other nominees who hold shares of PPG common stock in their names to furnish proxy materials to beneficial owners of the shares. We will reimburse these brokers, banks and nominees for their reasonable out-of-pocket expenses incurred in forwarding solicitation materials to such beneficial owners.

How can I submit a proposal for consideration at the 2013 annual meeting of shareholders?

To be considered for the 2013 annual meeting, shareholder proposals must be submitted in writing to our corporate secretary at PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272. No proposal can be included in our proxy statement for the 2013 annual meeting unless it is received by our corporate secretary no later than November 8, 2012. The proposal must also comply with the rules of the Securities and Exchange Commission relating to shareholder proposals.

Any shareholder whose proposal is not included in our proxy statement relating to the 2013 annual meeting and who intends to present business for consideration at the 2013 annual meeting must give notice to our corporate secretary in accordance with Section 1.4 of our Bylaws (which are available on the Corporate Governance section of our website at www.ppg.com/investor) and such business must otherwise be a proper matter for shareholder action. If, as expected, the 2013 annual meeting of shareholders is held on April 18, 2013, then the notice must be received by our corporate secretary on or before January 18, 2013.

How can I recommend someone as a candidate for director?

A shareholder who wishes to recommend a candidate for director of PPG may write to the chairman of the Nominating and Governance Committee of the Board of Directors, in care of our corporate secretary at PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272.

To be effective for consideration at the 2013 annual meeting, the recommendation must be received by our corporate secretary no later than January 18, 2013 and must include information required under our Bylaws, including information about the nominating shareholder and information about the nominee that would be required to be included in a proxy statement under the rules of the Securities and Exchange Commission. For additional information regarding the recommendation procedures, see Corporate Governance Shareholder Recommendations or Nominations for Director on pages 18 through 20.

Table of Contents

PROPOSAL 1: ELECTION OF DIRECTORS

Four directors are nominated for election to a class that will serve until the 2015 annual meeting of shareholders and until their successors have been duly elected and qualified, or their earlier retirement or resignation. It is intended that the shares represented by each proxy will be voted, in the discretion of the proxies, **FOR** the nominees for directors set forth below, each of whom is an incumbent, or for any substitute nominee or nominees designated by our Board of Directors in the event any nominee or nominees become unavailable for election. In the event that an incumbent director receives a greater number of votes against his or her election than votes for such election, he or she is required to tender his or her resignation for consideration by the Nominating and Governance Committee of the Board of Directors in accordance with our Bylaws, as described on page 20 under Director Resignation Policy. The principal occupations of, and certain other information regarding, the nominees and our continuing directors, as of February 17, 2012, are set forth below. In addition, information about each director s specific experience, attributes and skills that led the Board to the conclusion that each of the directors is highly qualified to serve as a member of the Board is set forth under Director Experience on pages 10 through 11.

Nominees to Serve in a Class Whose Term Expires in 2015

CHARLES E. BUNCH, Chairman and Chief Executive Officer, PPG Industries, Inc. Mr. Bunch, 62, has been a Director of PPG since 2002. He was President and Chief Operating Officer of PPG from July 2002 until he was elected President and Chief Executive Officer in March 2005 and Chairman and Chief Executive Officer in July 2005. Before becoming President and Chief Operating Officer, he was Executive Vice President of PPG from 2000 to 2002 and Senior Vice President, Strategic Planning and Corporate Services, of PPG from 1997 to 2000. Mr. Bunch is also a director of H. J. Heinz Company and The PNC Financial Services Group, Inc.

ROBERT RIPP, Chairman of Lightpath Technologies. Mr. Ripp, 70, has been a Director of PPG since 2003. He has been Director and Chairman of Lightpath Technologies, a manufacturer of optical lens and module assemblies for the telecom sector, since 1999. He served as Interim President and Chief Executive Officer of Lightpath from October 2001 to July 2002. He was Chairman and Chief Executive Officer of AMP Incorporated, an electrical products company, from 1998 until AMP was acquired in April 1999. He is also a director of insurance company, ACE Limited.

THOMAS J. USHER, Non-Executive Chairman of the Board of Marathon Petroleum Corporation and the former Non-Executive Chairman of Marathon Oil Corporation and Chairman of the Board of United States Steel Corporation. Mr. Usher, 69, has been a Director of PPG Industries since 1996. He was elected Non-Executive Chairman of Marathon Petroleum Corporation in 2011 upon its spin-off from Marathon Oil Corporation. He served as Non-Executive Chairman of Marathon Oil Corporation from 2001 until 2011. Marathon Petroleum Corporation is a global oil refining and transport company based in Findlay, Ohio. Mr. Usher had been Chairman of the Board, Chief Executive Officer and President of United States Steel Corporation, a major producer of metal products, since 2001. He retired from the positions of Chief Executive Officer and President on September 30, 2004. He subsequently retired as Chairman of the Board of Directors on February 1, 2006. He served as Chairman of the Board and Chief Executive Officer of USX Corporation from 1995 until 2001. He is also a director of The PNC Financial Services Group, Inc. and H. J. Heinz Company.

Table of Contents

DAVID R. WHITWAM, Retired Chairman of the Board and Chief Executive Officer, Whirlpool Corporation. Mr. Whitwam, 70, has been a Director of PPG since 1991. He was Chairman of the Board and Chief Executive Officer of Whirlpool Corporation, a manufacturer and distributor of household appliances and related products, from 1987 until his retirement in 2004. Mr. Whitwam served as a director of Convergys Corporation from 2003 through 2009.

Continuing Directors Term Expires in 2013

JAMES G. BERGES, Partner, Clayton, Dubilier & Rice, LLC. Mr. Berges, 64, has been a Director of PPG since 2000. He became a partner in Clayton, Dubilier & Rice, LLC, a private equity investment firm, in 2006. Prior to that, he was President of Emerson Electric Co. from 1999 until his retirement in 2005. Emerson Electric Co. is a global manufacturer of products, systems and services for industrial automation, process control, HVAC, electronics and communications, and appliances and tools. He is also Chairman of HD Supply, Inc., Sally Beauty Holdings, Inc. and Hussmann International, Inc. and a director of NCI Building Systems, Inc. and Atkore International, Inc. Mr. Berges served as a director of Diversey, Inc. from 2009 to 2010 and MKS Instruments, Inc. from 2002 to 2007.

VICTORIA F. HAYNES, President and Chief Executive Officer of RTI International. Dr. Haynes, 64, has been a Director of PPG since 2003. She has served as the President and Chief Executive Officer of RTI International, which performs scientific research and development in advanced technologies, public policy, environmental protection, and health and medicine, since July 1999. In April 2011, Dr. Haynes announced that she will retire from RTI International upon the appointment of her successor. She was Vice President of the Advanced Technology Group and Chief Technical Officer of BF Goodrich Company from 1992 to 1999. Dr. Haynes is also a director of Nucor Corporation and Ziptronix, Inc. Dr. Haynes served as a director of Archer Daniels Midland Company from 2007 through 2011.

MARTIN H. RICHENHAGEN, Chairman, President and Chief Executive Officer, AGCO Corporation. Mr. Richenhagen, 59, has been a Director of PPG since September 2007. He has been Chairman, President and Chief Executive Officer of AGCO Corporation, an agricultural equipment manufacturer, since 2004. From 2003 to 2004, Mr. Richenhagen was Executive Vice President of Forbo International SA, a Swiss flooring materials company. From 1998 to 2003, he was with CLAAS KgaA MbH, a German-based manufacturer of agricultural and forest machinery, serving as Group President from 2000 until his departure in 2003. Mr. Richenhagen served as a director of Phelps Dodge Corporation from 2006 until Phelps Dodge was acquired in 2007.

Table of Contents

Continuing Directors Term Expires in 2014

STEPHEN F. ANGEL, Chairman of the Board, President and Chief Executive Officer, Praxair, Inc. Mr. Angel, 56, has been a Director of PPG since December 2010. He has been Chairman of the Board, President and Chief Executive Officer of Praxair, Inc., a global producer and distributor of atmospheric and process gases and high-performance surface coatings, since 2007. Before being named to his current position, Mr. Angel served as President and Chief Operating Officer of Praxair, Inc. from March to December 2006 and as Executive Vice President of Praxair, Inc. from 2001 to 2006. Prior to joining Praxair, Inc., he held various executive positions at General Electric Company, including General Manager for GE s industrial systems power equipment business from 1999 to 2001 and General Manager, marketing and sales, for GE s transportation systems business from 1996 to 1999.

HUGH GRANT, Chairman of the Board, President and Chief Executive Officer, Monsanto Company, a global provider of technology-based solutions and agricultural products that improve farm productivity and food quality. Mr. Grant, 53, has been a Director of PPG since 2005. He was named Executive Vice President and Chief Operating Officer of Monsanto Company at the time of an initial public offering in 2000 and remained in that position for the subsequent spin-off of the company in 2002. Mr. Grant was named to his current position in 2003.

MICHELE J. HOOPER, President and Chief Executive Officer, The Directors Council. Ms. Hooper, 60, has been a Director of PPG since 1995. In 2003, she co-founded, and became the Managing Partner of, The Directors Council, a private company that works with corporate boards to increase their independence, effectiveness and diversity. She was named to her current position in 2009. Ms. Hooper was President and Chief Executive Officer of Voyager Expanded Learning, a developer and provider of learning programs and teacher training for public schools, from 1999 until 2000. Prior to that, she was President and Chief Executive Officer of Stadtlander Drug Company, Inc., a provider of disease-specific pharmaceutical care from 1998 until Stadtlander was acquired in 1999. She is also a director of AstraZeneca plc. and UnitedHealth Group Incorporated. She served as a director of Warner Music Group from 2006 to 2011.

ROBERT MEHRABIAN, Chairman of the Board, President and Chief Executive Officer, Teledyne Technologies Inc. Dr. Mehrabian, 70, has been a Director of PPG since 1992. He has been Chairman of the Board, President and Chief Executive Officer of Teledyne Technologies Inc., a leading provider of sophisticated instrumentation, digital imaging products and software, aerospace and defense electronics, and engineered systems, since 2000. He was President and Chief Executive Officer of Teledyne Technologies Inc. from its formation (as a spin-off of Allegheny Teledyne Inc.) in 1999 until 2000. He was Executive Vice President of Allegheny Teledyne Inc., a manufacturer of specialty metals, aerospace, electronics, industrial and consumer products, from 1998 until 1999. He served as a director of The Bank of New York Mellon Corporation from 2007 to 2011.

Vote Required

Each director nominee who receives a majority of the votes cast (the number of shares voted for the director must exceed 50% of the votes cast with respect to that director) at the Annual Meeting will be elected as a director.

THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION

OF EACH OF THE FOUR DIRECTOR NOMINEES.

8

Table of Contents

CORPORATE GOVERNANCE

Board Composition

PPG s business, property and affairs are managed under the direction of the Board of Directors. The Board is currently comprised of eleven members, divided into three classes. Terms of the classes are staggered, with one class standing for election each year. The Board is elected by shareholders to oversee management of the Company in the long-term interests of all shareholders. The Board also considers the interests of other constituencies, which include customers, employees, retirees, suppliers, the communities we serve and the environment. The Board strives to ensure that PPG conducts business in accordance with the highest standards of ethics and integrity.

Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines. These guidelines are revised from time to time to better address particular needs as they change over time. The Corporate Governance Guidelines may be accessed from the Corporate Governance section of our website at www.ppg.com/investor.

The Board has a program for orienting new directors and for providing continuing education for all directors, including the reimbursement of expenses for continuing education. The Board annually evaluates its own performance and that of the individual committees. The evaluation process is coordinated by the Nominating and Governance Committee and has three parts: committee self-assessments, full Board evaluations and evaluations of the individual directors in the class whose term is expiring at the next annual meeting. The committee self-assessments consider whether and how well each committee has performed the responsibilities listed in its charter. The full Board evaluations consider the committee self-assessments, as well as the quality of the Board s meeting agendas, materials and discussions. All assessments and evaluations focus on both strengths and opportunities for improvement.

Director Independence

In accordance with the rules of the New York Stock Exchange, the Board affirmatively determines the independence of each director and nominee for election as a director in accordance with the categorical guidelines it has adopted, which include all objective standards of independence set forth in the exchange listing standards. The categorical independence standards adopted by the Board are contained in the Corporate Governance Guidelines, which may be accessed from the Corporate Governance section of our website at www.ppg.com/investor. Based on these standards, at its meeting held on February 16, 2012, the Board determined that each of the following non-employee directors is independent and has no material relationship with PPG, except as a director and shareholder:

Stephen F. Angel	Robert Mehrabian
James G. Berges	Martin H. Richenhagen
Hugh Grant	Robert Ripp
Victoria F. Haynes	Thomas J. Usher
Michele J. Hooper	David R. Whitwam

In addition, based on such standards, the Board affirmatively determined that Charles E. Bunch is not independent because he is the Chairman and Chief Executive Officer of PPG.

Table of Contents

Director Experience

The Board believes that each of the Company s directors is highly qualified to serve as a member of the Board. Each of the directors has contributed to the mix of skills, core competencies and qualifications of the Board. When evaluating candidates for election to the Board, the Nominating and Governance Committee seeks candidates with certain qualities that it believes are important, including integrity, an objective perspective, good judgment, leadership skills and those criteria listed below under Corporate Governance Shareholder Recommendations or Nominations for Director. Our directors are highly educated and have diverse backgrounds and talents and extensive track records of success in what we believe are highly relevant positions with some of the most admired organizations in the world. Many of our directors also have served as directors of PPG for many years and benefit from an intimate knowledge of our operations and corporate philosophy. The Board believes that each director s service as the chairman, chief executive officer and/or president of a well respected company has provided the directors with skills that are important to serving on our Board. Specifically, the Board has noted that our directors have the following skills that, among others, have made them particularly suited to serve as a director of PPG, a global manufacturer of high technology paints, coatings, optical products, specialty materials, chemicals, glass and fiber glass for industrial and consumer markets, with operations in more than 60 countries:

- Mr. Bunch has been an employee of PPG for over 30 years and has served in executive level positions at PPG since 1997. He has extensive knowledge of PPG and our industries. During his tenure, Mr. Bunch has led the transformation of PPG into one of the world s leading coatings and specialty products companies. In addition, through his experience at the Federal Reserve Bank of Cleveland, including serving as its Chairman, Mr. Bunch gained a deep understanding of the U.S. economy and corporate finance.

- Mr. Angel has diverse managerial and operational experience within the manufacturing industry. As the Chairman, President and Chief Executive Officer of Praxair, Inc. and a former senior operating executive at General Electric, Mr. Angel understands the challenges faced by a global manufacturer of diversified products, and his experience provides the Board with insight into sales and marketing and operational matters.

- Mr. Berges is a Partner with private equity investment firm Clayton, Dubilier & Rice, where he works with portfolio companies in a wide range of industries to improve their operations. Previously, he served as President of Emerson Electric Company, a diversified global technology company. As a result of Mr. Berges experience advising and serving on the boards of directors of numerous companies, he can draw from a diverse set of leadership experiences and governance perspectives.

- Mr. Grant has an extensive background in the global agricultural technology industry, having served in various positions at Monsanto Company, where he is currently the Chairman of the Board, President and Chief Executive Officer. Mr. Grant brings to the Board significant leadership, managerial and operational expertise gained from years of experience leading the operations of a large multinational company.

- Dr. Haynes is a leader in advanced technology and research. Her current position as President and Chief Executive Officer of RTI International provides her with insight into the research and development issues currently faced by global companies. Dr. Haynes science background, coupled with her experience leading a high technology institution, provides the Board with a valuable resource when reviewing our technological innovations.

- Ms. Hooper is an audit committee financial expert with significant experience leading the audit committees of several major companies. She is also an expert in corporate governance and board diversity. As President and Chief Executive Officer of The Directors Council, she works with major companies to enhance the effectiveness of their corporate governance.

Ms. Hooper s experience as both a senior executive and a corporate governance expert provides the Board with a unique set of skills that enhances the Board s leadership and oversight capabilities.

- Dr. Mehrabian is an expert in materials science and advanced technologies. He has extensive experience in the high technology manufacturing sector, currently serving as the Chairman of the Board, President and Chief Executive Officer of Teledyne Technologies, Inc. In addition, Dr. Mehrabian s experience leading technology focused enterprises provides the Board with insight into the management challenges of a global manufacturer of high technology products.

- Mr. Richenhagen has been leading global manufacturing companies for many years. Currently, he is the Chairman, President and Chief Executive Officer of AGCO Corporation, a leading global manufacturer of agricultural equipment, with dealers and distributors in more than 140 countries worldwide. Mr. Richenhagen brings considerable international business experience to the Board, having served as a senior executive at multinational companies located in Europe and the United States.

- Mr. Ripp s extensive experience as both a chief executive officer and a senior financial officer brings valuable financial acumen to the Board. In addition to his service as Chairman of Lightpath Technologies, Mr. Ripp was the Chairman and Chief Executive Officer of AMP Incorporated and held senior finance positions at International Business Machines. His many years of experience working with technology companies is also of great benefit to the Board.

- Mr. Usher has been a leader in the global oil and gas and steel manufacturing industries. He has considerable experience guiding companies through varying economic cycles. Through his multiple senior leadership roles at multinational companies, Mr. Usher has an understanding of the complex issues relevant to overseeing a global public company, including those relating to manufacturing, strategy and regulation.

- Mr. Whitwam has extensive experience in the manufacturing industry, including 17 years of service as the Chairman of the Board and Chief Executive Officer of Whirlpool Corporation. Mr. Whitwam s leadership, managerial and operational skills gained from his long-tenured leadership of a large manufacturing company have benefitted the Board for many years. His years of experience as director of the Company also provide valuable perspective for his service as the Company s presiding director.

The Board has also considered the fact that all of our directors have worked for, or served on the boards of directors of, a variety of companies in a wide range of industries. The Board believes that through their varying backgrounds, our directors bring a wealth of experiences, new ideas and solutions to our Board.

Board Leadership Structure and Risk Oversight

We have a traditional board leadership structure under which Mr. Bunch serves as our Chief Executive Officer and Chairman of the Board. We have ten other directors, each of whom is independent. Our Board has four standing committees, each of which is comprised solely of independent directors with a committee chair. We believe that this leadership structure has served PPG well. The Board believes that the Company s Chief Executive Officer is best situated to serve as Chairman of the Board because he is the director most familiar with our business and industry and the director most capable of identifying strategic priorities and executing our business strategy. In addition, having one person serve as both Chairman and Chief Executive Officer demonstrates to our employees, suppliers, customers, shareholders and other stakeholders that PPG has strong leadership with a single person setting the tone and having the responsibility for managing our operations. Having a single leader eliminates the potential for confusion and provides clear leadership for PPG. We believe that our Board consists of directors with significant leadership skills, as discussed above. All of our independent directors have served as the chairman, chief executive officer and/or president of other companies. Accordingly, we believe that our independent directors have demonstrated leadership in large enterprises and are well versed in board processes and that having directors with significant leadership skills benefits our Company and our shareholders.

In accordance with our Bylaws and our Corporate Governance Guidelines, the Chairman is responsible for chairing Board meetings and setting the agenda for these meetings. Each director also may suggest items for inclusion on the agenda and may raise at any Board meeting subjects that are not on the agenda for that meeting. As required by our Corporate Governance Guidelines, our independent directors meet separately, without management present, at each meeting of the Board. In addition, our Board committees regularly meet without members of management present. The Board has designated the chair of the Nominating and Governance Committee, currently Mr. Whitwam, to serve as presiding director of the independent director sessions. In their discretion, the independent directors may select another independent director to serve as presiding director for a particular session. Aside from chairing meetings of the independent directors, the presiding director serves as a liaison between the independent directors and the Chairman and has the power to call meetings of the independent directors. As part of its annual self-evaluation process, the Board evaluates our leadership structure to ensure that the Board continues to believe that it provides the optimal structure for PPG. We believe that having a single leader for our Company with oversight of Company operations, coupled with experienced independent directors who have appointed a presiding director and four committee chairs, is the appropriate leadership structure for PPG.

In accordance with New York Stock Exchange requirements, our Audit Committee charter provides that the Audit Committee is responsible for overseeing our risk management process. The Audit Committee is updated on a regular basis on relevant and significant risk areas. This includes periodic updates from certain officers of the Company and a formal annual update by the Director of Corporate Audit Services. The annual update provides a comprehensive review of PPG s enterprise risks and includes the feedback of most of the Company s officers. The Audit Committee, in turn, reports to the full Board. While the Audit Committee has primary responsibility for overseeing risk management, our entire Board is actively involved in overseeing risk management for the Company by engaging in periodic discussions with Company officers and other employees as the Board may deem appropriate. In addition, each of our Board committees considers the risks within its areas of responsibility. For example, our Technology and Environment Committee considers risks related to our environment, health, safety, product stewardship and other sustainability policies, programs and practices. Our Audit Committee focuses on risks inherent in our accounting, financial reporting and internal controls. Our Officers-Directors Compensation Committee considers the risks that may be implicated by our executive compensation program. We believe that the leadership structure of our Board supports the Board s effective oversight of the Company s risk management.

Review and Approval or Ratification of Transactions with Related Persons

The Board and its Nominating and Governance Committee adopted revised written policies and procedures relating to approval or ratification of Related Person Transactions in 2011. Under these policies and procedures, the Nominating and Governance Committee (or its chair, under some circumstances) reviews the relevant facts of all proposed Related Person Transactions and either approves or disapproves of the entry into the Related Person Transaction, by taking into account, among other factors it deems appropriate:

n The benefits to PPG of the transaction;

n The impact on a director s independence, in the event the Related Person is a director or an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer;

- The availability of other sources for comparable products or services;
- The terms of the transaction; and
- The terms available to unrelated third parties or to employees generally.

No director may participate in any consideration or approval of a Related Person Transaction with respect to which he or she or any of his or her immediate family members is the Related Person. Related Person Transactions are approved only if they are determined to be in, or not inconsistent with, the best interests of PPG and its shareholders.

If a Related Person Transaction that has not been previously approved or previously ratified is discovered, the Nominating and Governance Committee, or its chair, will promptly consider all of the relevant facts. In addition, the committee generally reviews all ongoing Related Person Transactions on an annual basis to determine whether to continue, modify or terminate the Related Person Transaction.

Under our policies and procedures, a Related Person Transaction is generally a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which PPG was, is or will be a participant and the amount involved exceeds $120,000, and in which any Related Person had, has or will have a direct or indirect material interest. A Related Person is generally any person who is, or at any time since the beginning of PPG s last fiscal year was, (i) a director or executive officer of PPG or a nominee to become a director of PPG; (ii) any person who is known to be the beneficial owner of more than 5% of any class of PPG s voting securities; or (iii) any immediate family member of any of the foregoing persons.

Certain Relationships and Related Transactions

As discussed above, the Nominating and Governance Committee is charged with reviewing issues involving potential conflicts of interest and all Related Person Transactions. PPG and its subsidiaries purchase products and services from and/or sell products and services to companies of which certain of the directors and/or executive officers of PPG are directors and/or executive officers. During 2011, PPG entered into the following transactions with Related Persons that are required to be reported under the rules of the Securities and Exchange Commission.

Stephen F. Angel, a director of PPG, is the Chairman, President and Chief Executive Officer of Praxair, Inc. During 2011, PPG and its subsidiaries purchased approximately $6.1 million of industrial gases from Praxair and sold approximately $16.1 million of hydrogen and $3.1 million of industrial and performance coatings to Praxair.

Martin H. Richenhagen, a director of PPG, is the Chairman, President and Chief Executive Officer of AGCO Corporation. During 2011, PPG and its subsidiaries sold approximately $3.1 million of industrial coatings to AGCO Corporation.

Robert Mehrabian, a director of PPG, is the Chairman, President and Chief Executive Officer of Teledyne Technologies, Inc. During 2011, PPG and its subsidiaries purchased approximately $250,000 of laboratory instruments from Teledyne Technologies and sold approximately $300,000 of sealants to Teledyne Technologies.

The Nominating and Governance Committee does not consider the amounts involved in such transactions material. Such purchases from and sales to each company involved less than 1% of the consolidated gross revenues for 2011 of each of the purchaser and the seller and all of such transactions were in the ordinary course of business.

Table of Contents

Board Meetings and Committees

The Board currently has four standing committees: Audit Committee, Nominating and Governance Committee, Officers-Directors Compensation Committee and Technology and Environment Committee. The current composition of each Board committee is indicated below. The charter of each Board committee is available on the Corporate Governance section of our website at www.ppg.com/investor.

Audit Committee	Nominating and Governance Committee	Officers-Directors Compensation Committee	Technology and Environment Committee
James G. Berges	Stephen F. Angel	Hugh Grant	Stephen F. Angel
Victoria F. Haynes	James G. Berges	Robert Mehrabian	Victoria F. Haynes
Michele J. Hooper*	Hugh Grant	Robert Ripp	Robert Mehrabian*
Martin H. Richenhagen	Michele J. Hooper	Thomas J. Usher*	Martin H. Richenhagen
Robert Ripp	David R. Whitwam*	David R. Whitwam	Thomas J. Usher

* Committee Chair.

During 2011, the Board held eight meetings, the Audit Committee held six meetings, the Nominating and Governance Committee held six meetings, the Officers-Directors Compensation Committee held three meetings, and the Technology and Environment Committee held two meetings. The average attendance at meetings of the Board and committees during 2011 was 98%, and no director attended less than 75% of the total number of meetings of the Board and committees on which such director served. PPG does not have a formal policy requiring attendance at the annual meeting of shareholders; however, all directors other than Mr. Richenhagen attended the 2011 annual meeting of shareholders.

Our independent directors meet separately, without any management present, at each meeting of the Board. The Board has designated the chair of the Nominating and Governance Committee, currently Mr. Whitwam, to serve as presiding director of the independent director sessions. In their discretion, the independent directors may select another independent director to serve as presiding director for a particular session.

Audit Committee

The Audit Committee is comprised of five directors, each of whom is independent under the standards adopted by the Board, the listing standards of the New York Stock Exchange and the applicable rules of the Securities and Exchange Commission. The committee s charter, which may be accessed on the Corporate Governance section of our website at www.ppg.com/investor, describes the composition, purposes and responsibilities of the committee. Among other things, the charter provides that the committee will be comprised of independent, non-employee directors. The functions of the committee are primarily to review with our independent auditors and our internal auditors their respective reports and recommendations concerning audit findings and the scope of and plans for their future audit programs and to review audits, annual and quarterly financial statements and accounting and financial controls. The committee also appoints our independent registered public accounting firm, oversees our internal auditing department, assists the Board in oversight of our compliance with legal and regulatory requirements related to financial reporting matters and oversees the risk management process. The Board has determined that each member of the committee is financially literate in accordance with the applicable rules of the New York Stock Exchange. In addition, the Board has determined that four members of the committee, including Ms. Hooper, the chair of the committee, are audit committee financial experts in accordance with the applicable rules of the Securities and Exchange Commission.

Table of Contents

Audit Committee Report to Shareholders

The primary role of the Audit Committee is to oversee and review on behalf of the Board of Directors PPG s processes to provide for the reliability and integrity of the Company s financial reporting, including the Company s disclosure practices, risk management processes and internal controls. The Audit Committee operates under a written charter adopted by the Board of Directors.

The Audit Committee was responsible for the appointment and retention of Deloitte & Touche for 2011 and 2012 and participates in the appointment of Deloitte & Touche s lead audit partner and PPG s lead internal auditor. In 2011, the Audit Committee discussed and evaluated Deloitte and Touche s performance, which included an evaluation by the Company s management of Deloitte and Touche s performance. The Audit Committee reviewed and approved in advance all fees and services performed by Deloitte & Touche.

The Audit Committee discussed with, and received regular status reports from, PPG s internal auditor and Deloitte & Touche on the overall scope and plans for their audits, their plans for evaluating the effectiveness of PPG s internal control over financial reporting and the coordination of efforts between them. The Audit Committee reviewed with the Company s management PPG s risk management practices and an assessment of significant risks.

The Audit Committee met separately with both the internal auditor and Deloitte & Touche, with and without management present, to discuss the results of their examinations, their audits of PPG s financial statements and internal control over financial reporting and the overall quality of PPG s financial reporting. The Audit Committee also met separately with the Company s Senior Vice President, Finance and Chief Financial Officer and with the Company s Senior Vice President and General Counsel. The Audit Committee annually reviews its performance and received feedback on its performance from the Company s management and Deloitte & Touche.

The Company s management is responsible for the preparation and accuracy of PPG s financial statements. The Company is also responsible for establishing and maintaining adequate internal control over financial reporting. PPG s independent registered public accounting firm, Deloitte & Touche, is responsible for auditing the consolidated financial statements and expressing an opinion as to their conformity with generally accepted accounting principles, as well as expressing an opinion on the effectiveness of PPG s internal control over financial reporting.

In carrying out its responsibilities, the Audit Committee discussed and reviewed with the Company s management the process to assemble the financial statements, including the Company s internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations.

The Audit Committee reviewed and discussed the audited consolidated financial statements as of and for the year ended December 31, 2011 and management s report on internal control over financial reporting with management and with Deloitte & Touche. The Audit Committee also discussed with Deloitte & Touche the matters required by statement on Auditing Standards No. 61, as amended (AICPA, *Professional Standards*, Vol. 1. AU section 380), as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Audit Committee has received the written independence disclosures and letter from Deloitte & Touche required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Audit Committee concerning independence and discussed with Deloitte & Touche its independence. In addition, the Audit Committee considered whether Deloitte & Touche s provision of non-audit services to PPG is compatible with maintaining its independence.

Table of Contents

Based upon these reviews and discussions, the Audit Committee recommended to the Board that the audited financial statements be included in the Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the Securities and Exchange Commission.

The Audit Committee:

James G. Berges

Victoria F. Haynes

Michele J. Hooper (Chair)

Martin H. Richenhagen

Robert Ripp

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that incorporate future filings, including this Proxy Statement, in whole or in part, the foregoing Audit Committee Report to Shareholders shall not be incorporated by reference into any such filings.

Nominating and Governance Committee

The Nominating and Governance Committee is comprised of five directors, each of whom is independent under the standards adopted by the Board and the listing standards of the New York Stock Exchange. The committee s charter, which may be accessed on the Corporate Governance section of our website at www.ppg.com/investor, describes the composition, purposes and responsibilities of the committee. Among other things, the charter provides that the committee will be comprised of independent, non-employee directors. The charter also provides that the committee shall be responsible to identify and recommend to the Board of Directors persons to be nominated by the Board to stand for election as directors at each annual meeting of shareholders, the persons to be elected by the Board to fill any vacancy or vacancies in its number, and the persons to be elected by the Board to be Chairman of the Board, Vice Chairman of the Board, if any, President, if any, and the other executive officers of PPG. The committee also recommends to the Board actions to be taken regarding the structure, organization and functioning of the Board, and the persons to serve as members of the standing committees of, and other committees appointed by, the Board. The charter gives the committee the responsibility to develop and recommend corporate governance guidelines to the Board, and to recommend to the Board the process and criteria to be used in evaluating the performance of the Board and to oversee the evaluation of the Board.

Officers-Directors Compensation Committee

The Officers-Directors Compensation Committee is comprised of five directors, each of whom is independent under the standards adopted by the Board and the listing standards of the New York Stock Exchange. The committee s charter, which may be accessed on the Corporate Governance section of our website at www.ppg.com/investor, describes the composition, purposes and responsibilities of the committee. Among other things, the charter provides that the committee will be comprised of independent, non-employee directors.

Committee meetings are regularly attended by our Chairman and Chief Executive Officer and our Vice President of Human Resources, as well as a representative of the outside compensation consulting firm retained by the committee, Frederic W. Cook & Co., Inc. At each meeting, the committee meets in executive session. The committee s chair reports the committee s recommendations on executive compensation to the Board. The human resources department supports the committee in its duties and, along with the Compensation and Employee Benefits Committee, a committee comprised of members of senior management, may be delegated authority to fulfill certain administrative duties

Table of Contents

regarding our compensation programs. The committee has authority under its charter to retain, approve fees for and terminate advisors, consultants and agents as it deems necessary to assist in the fulfillment of its responsibilities.

The committee approves, adopts, administers, interprets, amends, suspends and terminates our compensation plans applicable to, and fixes the compensation and benefits of, all of our executive officers. Recommendations regarding compensation of other officers are made by our Chief Executive Officer. The conclusions reached and recommendations based on these reviews, including with respect to salary adjustments and annual award amounts, are presented to the committee. The committee can exercise its discretion in modifying any recommended adjustments or awards to executives. The committee regularly reviews tally sheets that set forth the Company s total compensation obligations to our senior executives under various scenarios, including retirement, voluntary and involuntary termination and termination in connection with a change in control of PPG.

The committee engaged Frederic W. Cook & Co., Inc. to advise the committee on all matters related to executive officer and director compensation. Specifically, Frederic W. Cook & Co. provides relevant market data, current updates regarding trends in executive and director compensation, and advice on program design, specific compensation decisions for the Chief Executive Officer and on the recommendations being made by management for executives other than the Chief Executive Officer. The committee meets independently with its consultant at each regularly scheduled meeting. All of the services that the compensation consultant performs for PPG are performed at the request of the committee, are related to executive and director compensation and are in support of decision making by the committee.

Officers-Directors Compensation Committee Report to Shareholders

We have reviewed and discussed the Compensation Discussion and Analysis section of this Proxy Statement with management. Based on our review and discussion with management, we have recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated in the Annual Report on Form 10-K for the year ended December 31, 2011.

The Officers-Directors Compensation Committee:

Hugh Grant

Robert Mehrabian

Robert Ripp

Thomas J. Usher (Chair)

David R. Whitwam

Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that incorporate future filings, including this Proxy Statement, in whole or in part, the foregoing Officers-Directors Compensation Committee Report to Shareholders shall not be incorporated by reference into any such filings.

Compensation Program Design Mitigates Risk

In 2011, PPG management undertook a review of all of PPG s compensation programs to identify any inherent material risks to PPG created by these programs. The framework used to identify any potential risks that could be incentivized by our compensation programs was developed with input from members of our human resources, finance, and legal functions and our independent executive

Table of Contents

compensation consultant, Frederic W. Cook & Co., Inc. Based on the results of this review, we concluded that the design of our compensation programs does not encourage our employees to take unnecessary or excessive risks that could harm the long-term value of PPG. Features of our compensation programs and practices that mitigate risk include, among other things: (i) incentive plans that are appropriately weighted between short-term and long-term performance and cash and equity; (ii) long-term incentives consist of a mix of stock options, performance-based restricted stock units and total shareholder return contingent shares, which provides for a balanced mix of performance measures; (iii) ranges of performance and multiple performance targets are utilized to determine incentive compensation payouts, rather than a single performance target that provides an all or nothing basis for compensation; (iv) maximum payouts are in place in our incentive compensation programs to limit excessive payments; (v) determination of incentive compensation payouts is subject to managerial approval and/or Officers-Directors Compensation Committee discretion; and (vi) our executive officers are subject to a recoupment policy in the event of a financial restatement affecting their incentive compensation payout.

Compensation Committee Interlocks and Insider Participation

No member of the Officers-Directors Compensation Committee was at any time during 2011 an officer or employee of PPG or any of our subsidiaries nor is any such person a former officer of PPG or any of our subsidiaries. In addition, no compensation committee interlocks existed during 2011.

Technology and Environment Committee

The Technology and Environment Committee is comprised of five directors, each of whom is independent under the standards adopted by the Board. The committee s charter, which may be accessed on the Corporate Governance section of our website at www.ppg.com/investor, describes the composition, purposes and responsibilities of the committee. The primary purpose of the committee is to discharge certain of the Board s responsibilities relating to the oversight of programs, initiatives and activities of PPG in the areas of science, technology and sustainability. The functions of the committee are primarily to assess the science and technology capabilities of PPG in all phases of its activities in relation to its corporate strategies and plans; review with management the existing and emerging technologies, and environment, health, safety, product stewardship and other sustainability issues, that can have a material impact on PPG; and review the status of our environment, health, safety, product stewardship and other sustainability policies, programs and practices.

Shareholder Recommendations or Nominations for Director

The Nominating and Governance Committee is responsible for identifying and screening potential director candidates and for recommending to the Board qualified candidates for nomination. The committee considers recommendations of potential candidates from current directors, management and shareholders. The committee also has authority to retain and terminate search firms to assist in identifying director candidates. From time to time, search firms have been paid a fee to identify candidates.

Qualifications. In evaluating director candidates, the committee uses a skills matrix to aid in identifying the qualifications and skills of the candidates, including the qualifications set forth below. Candidates recommended by shareholders are evaluated against the same criteria used to evaluate all candidates:

n age shall be considered only in terms of experience of the candidate, seeking candidates who have broad experience in business, finance, the sciences, administration, government affairs or law;

Table of Contents

- candidates for director should have a knowledge of the global operations of industrial businesses such as those of PPG;
- candidates for director should be cognizant of PPG s societal responsibilities in conducting its operations;
- each candidate should have sufficient time available to be a meaningful participant in Board affairs. Candidates should not be considered if there is either a legal impediment to service or a foreseeable conflict of interest which might materially hamper full and objective participation in all matters considered by the Board of Directors;
- in accordance with our Retirement Policy for Directors, absent unforeseen health problems, each candidate should be able to serve as director for a sufficient period of time to make a meaningful contribution to the Board s guidance of PPG s affairs; and
- the Board will be comprised of a majority of independent directors.

In applying these criteria, the committee seeks to establish a Board that, when taken as a whole, should:

- be representative of the broad scope of shareholder interests, without orientation to any particular constituencies;
- challenge management, in a constructive way, to reach PPG s goals and objectives;
- be sensitive to the cultural and geographical diversity of shareholders, associates, operations and interests;
- be comprised principally of active or retired senior executives of publicly held corporations or financial institutions, with consideration given to those individuals who are scientifically-oriented, educators and government officials having corporate experience, whenever the needs of PPG indicate such membership would be appropriate;
- include directors of varying ages, but whose overriding credentials reflect maturity, experience, insight and prominence in the community; and
- be small enough to promote open and meaningful boardroom discussion, but large enough to staff the necessary Board committees.

The Nominating and Governance Committee does not a have formal policy with regard to the consideration of diversity in identifying director candidates. However, as discussed above, we endeavor to have a Board representing diverse experience at policy-making levels in business, government, education and technology, and in areas that are relevant to the Company s global activities. The Nominating and Governance Committee seeks to find director candidates who have demonstrated executive leadership ability and who are representative of the broad scope of shareholder interests by identifying candidates from diverse industries having diverse cultural backgrounds, ethnic backgrounds, viewpoints and ages. The Nominating and Governance Committee believes that the current members of the Board provide this diversity.

Process. Shareholders wishing to recommend or nominate a nominee for director should send their recommendation or nomination to the chairman of the Nominating and Governance Committee of the Board of Directors, in care of our corporate secretary at PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272. A shareholder recommendation of a director nominee should be submitted with the same information as required by our Bylaws to be included in a written notice of a shareholder nomination of a person to stand for election at a meeting of shareholders, as set forth below.

19

Table of Contents

Our Bylaws provide that nominations for persons to stand for election as directors may be made by holders of record of PPG common stock, provided that a nomination may be made by a shareholder at a meeting of shareholders only if written notice of such nomination is received by our corporate secretary not later than:

- with respect to an election to be held at an annual meeting of shareholders held on the third Thursday in April, 90 days prior to such annual meeting; and
- with respect to an election to be held at an annual meeting of shareholders held on a date other than the third Thursday in April or an election to be held at a special meeting of shareholders, the close of business on the 10th day following the date on which notice of such meeting is first given to shareholders.

Each notice of recommendation or nomination from a shareholder must include:

- the name and address of the shareholder who is making the recommendation, or who intends to make the nomination, as the case may be, and of the person or persons to be recommended or nominated;
- a description of all arrangements or understandings between the shareholder and each person being recommended or nominated, as the case may be, and any other person or persons (naming such person or persons) pursuant to which the recommendation or nomination is to be made by the shareholder;
- such other information regarding the person being recommended or nominated as would be required to be included in a proxy statement filed under the proxy rules of the Securities and Exchange Commission, had the nominee been nominated by the Board; and
- the written consent of each nominee, signed by such nominee, to serve as a director if so elected.

In addition to the notice requirements listed above, our Bylaws also require to be included in a written notice of a shareholder nomination of a person to stand for election at a meeting of shareholders a representation that the shareholder is a holder of record of PPG common stock entitled to vote at such meeting and intends to be present at the meeting in person or by proxy to nominate the person or persons specified in the notice.

Director Resignation Policy

Our Bylaws provide that if an incumbent director is not elected by majority vote in an uncontested election (where the number of nominees does not exceed the number of directors to be elected), the director must offer to tender his or her resignation to our Board of Directors. The Nominating and Governance Committee would then make a recommendation to the Board whether to accept or reject the resignation, or whether other action should be taken. The Board will act on the Nominating and Governance Committee s recommendation and publicly disclose its decision and the rationale behind it within 90 days from the date the election results are certified. The director who tenders his or her resignation will not participate in the Board s decision with respect to their resignation. The election of directors that will be held at the Annual Meeting is an uncontested election.

Codes of Ethics

Our Global Code of Ethics, which is applicable to all directors and employees worldwide, embodies our global principles and practices relating to the ethical conduct of our business and our long-standing commitment to honesty, fair dealing and compliance with all laws affecting our business. We also have

Table of Contents

a Code of Ethics for Senior Financial Officers that is applicable to our principal executive officer, principal financial officer, principal accounting officer, controller or persons performing similar functions. The Global Code of Ethics and Code of Ethics for Senior Financial Officers are available on the Corporate Governance section of our website at www.ppg.com/investor. In addition, we intend to post on our website all disclosures that are required by law, the Form 8-K rules or the New York Stock Exchange listing standards concerning any amendments to, or waivers from, any provision of our codes.

The Board has established a means for employees, customers, suppliers, shareholders or other interested parties to submit confidential and anonymous reports of suspected or actual violations of our Global Code of Ethics. Any employee, shareholder or other interested party can call a toll-free number to submit a report. In North America, this number is (800) 742-9687. This number is operational 24 hours a day, seven days a week. Ethics hotline numbers for other regions may be found on the Ethics page of our website at www.ppg.com/en/ourcompany/Pages/Ethics.aspx.

Communications with the Board

Shareholders and other interested parties may send communications to the Board, the independent directors (individually or as a group) or the presiding director in writing by sending them in care of our corporate secretary at PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272.

Table of Contents

COMPENSATION OF DIRECTORS

Overview

The compensation program for the directors who are not also officers of PPG, to whom we refer as non-employee directors, is reviewed annually by the Officers-Directors Compensation Committee to ensure that the program remains competitive. As a part of the committee s review, the types and levels of compensation offered to our non-employee directors are compared with those provided by a select group of comparable companies. The companies comprising this comparator group are used for review of the executive officer compensation program as well and are:

3M Company	Eastman Chemical Company	Honeywell International Inc.	Monsanto Company
Air Products and Chemicals, Inc.	Eaton Corporation	Illinois Tool Works Inc.	Parker-Hannifin Corporation
Alcoa Inc.	Ecolab Inc.	International Paper Company	Praxair, Inc.
The Dow Chemical Company	Emerson Electric Co.	ITT Corporation	The Sherwin-Williams Company
E. I. du Pont de Nemours and Company	Goodyear Tire & Rubber Company	Johnson Controls, Inc.	Textron Inc.

Taking into consideration the size of PPG relative to this comparator group and advice from Frederic W. Cook & Co., Inc., the committee reports its recommendations to the Board for approval. The committee does not determine director compensation, but only makes recommendations to the Board. Changes to the non-employee directors compensation program generally become effective as of the year following adoption.

Table of Contents

Directors Compensation Table

(2011)

Name	Fees Earned or Paid in Cash ($)[1] Annual Retainer	Committee Chairperson Fees	Stock Awards ($)[2]	Option Awards ($)[3]	All Other Compensation ($)[4]	Total ($)
S. F. Angel	$ 100,000	$ 0	$ 100,054	$ 0	$ 0	$ 200,054
J. G. Berges	$ 100,000	$ 0	$ 100,054	$ 0	$ 0	$ 200,054
H. Grant	$ 100,000	$ 0	$ 100,054	$ 0	$ 0	$ 200,054
V. F. Haynes	$ 100,000	$ 0	$ 100,054	$ 0	$ 0	$ 200,054
M. J. Hooper	$ 100,000	$ 20,000	$ 100,054	$ 0	$ 19,885	$ 239,939
R. Mehrabian	$ 100,000	$ 12,500	$ 100,054	$ 0	$ 10,000	$ 222,554
M. H. Richenhagen	$ 100,000	$ 0	$ 100,054	$ 0	$ 0	$ 200,054
R. Ripp	$ 100,000	$ 0	$ 100,054	$ 0	$ 18,330	$ 218,384
T. J. Usher	$ 100,000	$ 15,000	$ 100,054	$ 0	$ 10,000	$ 225,054
D. R. Whitwam	$ 100,000	$ 12,500	$ 100,054	$ 0	$ 0	$ 212,554

1 Fees include an annual cash retainer of $100,000, plus an additional committee chair retainer. For 2011, the annual retainer for service as a committee chair was as follows: $20,000 for the chair of the Audit Committee; $15,000 for the chair of the Officers-Directors Compensation Committee; and $12,500 for the chair of each of the Nominating and Governance Committee and the Technology and Environment Committee. The annual retainer increased for 2012, as discussed under Annual Retainer on page 24, and the committee chair retainer of the Nominating and Governance Committee was increased for 2012, as discussed under Additional Retainers for Committee Chairs on page 24.

2 In February 2011, each director received 1,128 time-based restricted stock units, or RSUs. The RSUs will vest on February 16, 2014. Dollar values represent the grant date fair value calculated in accordance with FASB ASC Topic 718. The grant date fair value of each RSU grant was $88.70. The assumptions made in calculating the grant date fair values are set forth in Note 20 to our Financial Statements for the year ended December 31, 2011, which is located on pages 68 through 70 of our Annual Report on Form 10-K. As of December 31, 2011, each director, other than Mr. Angel, had 5,680 RSUs outstanding. Mr. Angel had 1,128 RSUs outstanding as of December 31, 2011.

3 Stock options were last awarded to directors in 2005. All such options, which have a ten-year term, have vested. No grant date fair value is presented because no options were awarded in 2011. As of December 31, 2011, each director had the following number of option awards outstanding: S. F. Angel, 0; J. G. Berges, 10,000; H. Grant, 0, V. F. Haynes, 5,000; M. J. Hooper, 10,000; R. Mehrabian, 10,000; M. H. Richenhagen, 0; R. Ripp, 5,000, T. J. Usher, 5,000; and D. R. Whitwam, 10,000.

4 Amounts in this column reflect donations made by the PPG Industries Foundation under our charitable awards program. The PPG Industries Foundation matches up to $10,000 of donations made by a director in any one year. However, matching payments by the PPG Industries Foundation may be paid in a year subsequent to the donation depending on the timing of the director s donation during the year and the timing of the PPG Industries Foundation s verification process. This may result in matching payments that exceed $10,000 in one year. In 2011, the Foundation matched charitable donations made by Ms. Hooper in 2009 and 2010 and by Mr. Ripp in 2010 and 2011. For additional information regarding charitable awards, see Charitable Awards Program on page 25.

Table of Contents

Annual Retainer

For 2011, each of our non-employee directors received an annual retainer with a value equal to $200,000, of which $100,000 was paid in cash and $100,000 in equity in the form of restricted stock units, or RSUs. The cash portion of the retainer was payable in quarterly installments, with the first quarterly installment paid after the annual shareholders meeting. The number of RSUs a director received was determined by dividing $100,000 by the closing price of our stock on the grant date, which was the date of the February meeting of the Officers-Directors Compensation Committee. An RSU represents the right to receive a share of PPG common stock upon vesting. Each RSU grant vests three years after the grant date and earns dividend equivalents during the vesting period when dividends are declared on PPG common stock, but does not carry voting rights or other rights afforded to a holder of PPG common stock. Beginning in 2012, the value of the annual retainer will increase to $230,000, of which $115,000 will be paid in cash and $115,000 in equity in the form of RSUs. This increase was made based on a competitive analysis of our comparison set of companies provided by Frederic W. Cook & Co., Inc.

Additional Retainers for Committee Chairs

In addition to the annual retainer for each non-employee director, each non-employee director who chairs a Board standing committee is entitled to an additional annual cash retainer, which is payable at the same time as the regular annual retainer. For 2011, the additional annual retainer for service as a committee chair was:

Committee	Retainer Amount
Audit	$ 20,000
Nominating and Governance	$ 12,500
Officers-Directors Compensation	$ 15,000
Technology and Environment	$ 12,500

Beginning in 2012, the additional annual retainer for service as the chair of the Nominating and Governance Committee will be $20,000.

Insurance Coverage

We pay the premiums to provide each of our non-employee directors with the following insurance coverage:

- Accidental death and dismemberment insurance coverage, which provides $250,000 for accidental loss of life, and up to 100% of the death benefit for loss of limb. The aggregate cost to PPG of providing this coverage to non-employee directors for 2011 was $2,387; and

- PPG aircraft travel insurance coverage, which provides up to a $1,000,000 per seat voluntary settlement allowance, for travel on a PPG-owned aircraft, and a reduced amount for travel on a PPG leased or chartered aircraft. The aggregate cost to PPG of providing this coverage to non-employee directors for 2011 was $17,105.

Deferred Compensation

A non-employee director may elect to have all or a portion of his or her retainer fees (including fees payable in RSUs) credited to the PPG Industries, Inc. Deferred Compensation Plan for Directors, thus deferring receipt of such fees until after the director leaves the Board. All amounts held in a director s account under the Deferred Compensation Plan are credited as hypothetical shares of our stock, or what we refer to as common stock equivalents, the number of which is determined by dividing the

Table of Contents

dollar amount of the deferral by the closing stock price of PPG common stock on the New York Stock Exchange on the date of the deferral. Common stock equivalents earn dividend equivalents (that are converted into additional common stock equivalents) when dividends are declared on PPG common stock, but do not carry voting rights or other rights afforded to a holder of PPG common stock. Each non-employee director will generally be paid his or her deferred compensation account balance no earlier than six months and ten days after leaving the Board of Directors, except in circumstances of death or disability, in which case payment shall be made as soon as administratively possible. Each non-employee director s account balance related to compensation deferred on or after January 1, 2005 will be paid in a lump sum; however, a non-employee director may elect to receive payment of his or her account balance related to compensation deferred prior to January 1, 2005 in one to fifteen annual installments. All distributions are made in the form of one share of PPG common stock for each common stock equivalent credited to the director s deferred account (and cash as to any fractional common stock equivalents).

Charitable Awards Program

As part of our overall program to promote charitable giving, we established a directors charitable award program funded by insurance policies on the lives of directors who were initially elected before July 17, 2003. Upon the death of any of these directors, PPG will donate an amount up to and including a total of $1 million to one or more qualifying charitable organizations designated by any such director and approved by PPG. We will be reimbursed subsequently from the proceeds of the life insurance policies. Directors derive no financial benefit from this program since all charitable deductions accrue solely to PPG. This program is not applicable to any director initially elected on or after July 17, 2003. The aggregate cost of this program to PPG for 2011 was $110,710.

In addition to the above program, all of our current directors are eligible to participate in the PPG Industries Foundation Matching Gifts Program, which encourages charitable donations by our directors by matching his or her contributions to eligible institutions. Contributions of up to a total of $10,000 per year may be matched under the program. Eligible institutions include colleges or universities, private secondary schools, cultural institutions and organizations serving exceptional children.

Stock Ownership

We established stock ownership guidelines for all non-employee directors effective January 1, 2005. Under the guidelines in effect through 2011, each non-employee director was required own 5,000 shares of our stock within five years of his or her election to the Board. Beginning in 2012, the stock ownership requirement was changed from 5,000 shares of our stock to shares of our stock with a value equal to five times the portion of the annual retainer that is paid in cash. For non-employee directors, unvested RSUs and common stock equivalent shares credited to the director under the Deferred Compensation Plan are counted toward meeting this requirement. Unexercised and unvested stock options are not counted for these purposes. Mr. Angel is within his five-year compliance period and should meet the ownership requirement by the end of such period. All other non-employee directors have met or exceeded the ownership requirement.

Table of Contents

COMPENSATION DISCUSSION AND ANALYSIS

Executive Summary

PPG s success is driven by a tradition of innovative products, high ethical standards and a pay-for-performance philosophy. We view our executive compensation program as a key factor in this success and a crucial tool in aligning the interests of our senior leadership with those of our shareholders. The Company s strong performance and focus on shareholder value is evident in our continuing legacy of outstanding cash generation and rewarding shareholders. PPG has paid uninterrupted annual dividends since 1899 and has increased its annual dividend payout for 40 consecutive years. Continuing with that legacy, in 2011 PPG returned about 85% of cash from operations, or about $1.2 billion, to shareholders in the form of an increased annual dividend payout and share repurchases.

Executive compensation is based on our pay-for-performance philosophy, which emphasizes executive performance measures that correlate closely with the achievement of both shorter-term performance objectives and longer-term shareholder value. To this end, a substantial portion of our executives annual and long-term compensation is performance-based, with the payment being contingent on the achievement of performance goals. We believe the program strikes the appropriate balance between effectively incentivizing our executives based on performance and utilizing responsible, market competitive pay practices in order that our executives dedicate themselves fully to value creation for our shareholders. This balance is evidenced by the following:

- In 2011, the Company delivered record financial performance through strong execution by the Company s businesses and aggressive cost management, countering persistent raw material cost inflation, uneven economic conditions globally, and continued anemic construction activity in developed regions. The Company s strategic initiatives to expand its global footprint and broaden its end-use market exposure continued to prove beneficial, as PPG was able to capitalize on growth in several industries, including aerospace, automotive and several general industrial markets. The Company achieved record earnings-per-share each quarter in 2011 culminating in a full-year record earnings-per-share of $6.87, an increase of 48% over 2010. Total sales for 2011 were $14.9 billion, up 11% versus 2010. Accordingly, for 2011, annual incentive awards were paid to executive officers ranging from 121% to 214% of target, and long-term incentive grants were targeted at the market median. In addition, our total shareholder return over the past three years when measured against the S&P 500 was in the 81st percentile resulting in the payment of long-term TSR share awards at 183.9% of target.

- Between 68% and 87% of the named executive officers target total direct compensation opportunity for 2011 was in the form of performance-based variable compensation and long-term incentives motivating them to deliver strong business performance and create shareholder value.

- At the 2011 annual meeting, we held a shareholder advisory vote on the compensation of our named executive officers, commonly referred to as a say-on-pay vote. Our shareholders overwhelmingly approved the compensation of our named executive officers, with approximately 98% of shareholder votes cast in favor of our 2011 say-on-pay resolution. Following its review of this vote, the Officers-Directors Compensation Committee recommended to the full Board that we retain our general approach to executive compensation, with an emphasis on short- and long-term incentive compensation that rewards our executive officers when they deliver value for our shareholders. Consistent with this philosophy:

  - Our performance metrics are focused on increasing shareholder value and are tied to measures impacting both shorter-term and longer-term performance. Shorter-term

Table of Contents

performance metrics include earnings-per-share, cash flow from operations, sales growth and pre-tax, pre-interest margin growth. Longer-term performance metrics include total shareholder return, earnings-per-share growth, cash flow return on capital and stock price appreciation.

- n Payment of long-term incentive awards is based solely on Company performance. We have three-year award and payout cycles for both restricted stock units, or RSUs, and total shareholder return shares, or TSR shares. We also have three-year vesting for stock options.

- n In 2011, executive officer perquisites were reviewed and reduced. Effective January 1, 2012, personal club memberships were eliminated and financial counseling benefits were limited to current participants only.

- n Our officers are subject to stock ownership guidelines. Our Chief Executive Officer must own shares of PPG common stock with a value of six times his base salary (an increase from five times his base salary in 2011), and the other executive officers must own shares of PPG common stock with a value of three times his or her salary. Officers are expected to meet these ownership requirements within five years of election. Those officers who have not yet met this requirement are paid 20% of their annual incentive in PPG stock, which is restricted from sale for a period of two to five years.

- n Our officers may not engage in transactions that are contrary to the interests of shareholders, such as short sales , short sales against the box , put and call options and hedging transactions designed to minimize an executive s risk inherent in owning PPG stock.

- n Executive officers are subject to a clawback policy that is designed to recoup incentive compensation when a financial restatement occurs and certain other conditions exist.

- n We do not provide tax gross-ups on perquisites to our U.S.-based named executive officers.

Compensation Philosophy and Objectives

PPG s philosophy in establishing compensation policies for our executive officers is to align compensation with our strategic objectives, while concurrently providing competitive compensation that enables us to attract and retain top-quality executive talent. The primary objectives of our compensation policies for executive officers are to:

- n Attract and retain executive officers by offering total compensation that is competitive with that offered by similarly situated companies and rewarding outstanding personal performance;

- n Promote and reward the achievement of short-term objectives that our Board of Directors and management believe will lead to long-term growth in shareholder value; and

- n More closely align the interests of executive officers with those of our shareholders by making long-term incentive compensation dependent upon financial performance and total shareholder return.

Principal Components of Executive Compensation

The principal components of our executive compensation program are:

- Base salary;
- Annual incentive awards; and
- Long-term, equity-based incentives.

Table of Contents

Mix of Compensation Components

Executive compensation is based on our pay-for-performance philosophy, which emphasizes executive performance measures that correlate closely with the achievement of both shorter-term performance objectives and longer-term shareholder value. To this end, a substantial portion of our executives annual and long-term compensation is performance-based, with the payment being contingent on the achievement of performance goals. The portion of compensation that is performance-based increases with the executive s level of responsibility. We use performance-based compensation for more senior positions because these roles have greater leadership responsibility and influence on the performance of the Company as a whole.

Compensation Program Design Mitigates Risk

In 2011, the Company s management undertook a review of all of PPG s compensation programs to identify any inherent material risks to PPG created by these programs. Based on the results of this review, we concluded that the design of our compensation programs does not encourage our employees to take unnecessary or excessive risks that could harm the long-term value of PPG. For more information about this review and the features of our compensation program that mitigate risk, see Corporate Governance Compensation Program Design Mitigates Risk on pages 17 through 18.

Annual Compensation Programs

Our executive officers receive two forms of annual compensation base salary and annual incentive awards which together constitute an executive s total annual compensation. Please note that total annual compensation, as discussed in this Compensation Discussion and Analysis, differs from the Total compensation column of the Summary Compensation Table on pages 42 through 43, which includes long-term incentive and other forms of compensation. The levels of base salary and annual incentive awards for our executive officers are established annually under a program intended to maintain parity with the competitive market for executives in comparable positions. Total annual compensation for each position is targeted at the market value for that position.

To determine market value, the compensation committee considers compensation data based on a comparator group, as well as the most recently available data from nationally-recognized independent executive compensation surveys representing a cross section of manufacturing companies.

For purposes of establishing the 2011 executive compensation program, the compensation committee considered a competitive analysis of total direct compensation levels and compensation mixes for our executive officers, using information from:

n two general industry surveys as provided by management: the Hewitt Associates 2010 TCM Executive Total Compensation Survey and the Towers Watson 2010 U.S. General Industry Executive Database. The competitive consensus for top five named executive officers consists of an equally-weighted average of median data from both general industry surveys; and

Table of Contents

- comparison company median data from a comparator group consisting of the following 20 companies:

3M Company	Eastman Chemical Company	Honeywell International Inc.	Monsanto Company
Air Products and Chemicals, Inc.	Eaton Corporation	Illinois Tool Works Inc.	Parker-Hannifin Corporation
Alcoa Inc.	Ecolab Inc.	International Paper Company	Praxair, Inc.
The Dow Chemical Company	Emerson Electric Co.	ITT Corporation	The Sherwin-Williams Company
E. I. du Pont de Nemours and Company	Goodyear Tire & Rubber Company	Johnson Controls, Inc.	Textron Inc.

Our comparator group is intended to be representative of the market in which we compete most directly for executive talent. The selection of companies comprising our comparator group is based on similarity in revenue size, lines of business, participation in global markets and market capitalization. The compensation committee regularly reviews this group of companies with our independent executive compensation consultant, Frederic W. Cook & Co., Inc., to ensure that it remains an appropriate benchmark for us.

We target the median levels of compensation to derive our market value by adjusting this compensation data to reflect differences in company revenues using regression analysis. The general industry data and the comparator group data are blended when composing the competitive analysis, when possible, such that the combined general industry data and the comparator group are each weighted 50%. The competitive analysis showed that the Company s named executive officers 2011 total direct compensation opportunities were positioned in a range around the median of the compensation of the executives comprising the competitive analysis, and none of our named executive officers total direct compensation was above the range around the median for their peers in the competitive analysis.

In addition, the compensation committee annually reviews a tally sheet of each executive officer s compensation. Each tally sheet includes detailed data for each of the following compensation elements:

- Annual compensation: Information regarding base salary and annual incentive targets for the current year;

- Long-term incentive awards: Information regarding all equity-based awards, whether vested or unvested, including total pre-tax value to the executive and holdings relative to our stock ownership guidelines (discussed on page 41);

- Benefits and perquisites: Line item summary showing the annualized cost to the Company of health and welfare benefits, life insurance and perquisites;

- Pension and deferred compensation: Annualized cost to the Company of pension plan benefits (qualified plan and non-qualified plan) and defined contribution plans (401(k) and deferred compensation); and

- Description and quantification of all compensation and benefits payable upon retirement, termination of employment or change in control.

The compensation committee reviews the information presented in the tally sheet to ensure that it is informed of the compensation and benefits each executive is receiving annually.

Table of Contents

Annual Compensation Policies. Our annual compensation policies reflect our pay-for-performance philosophy. We set total annual compensation for our executive officers to be competitive with the market value for comparable positions, taking into account each executive s experience in the position and performance. Annual incentive awards are targeted at a level that, when combined with base salaries, is intended to yield total annual compensation that approximates market value. As a result, total annual compensation for a position generally should exceed its market value when our financial performance exceeds our applicable annual targets and individual performance contributes to meeting our objectives. Total annual compensation generally should be below market value when our financial performance does not meet targets and/or individual performance does not have a favorable impact on our objectives.

Base Salary. Based on the compensation committee s review of the applicable compensation data as discussed above, in February 2011 the committee set base salaries effective March 1, 2011 for all executive officers in relation to the market value for comparable positions. Mr. Bunch received a base salary increase of $55,000; Mr. Navikas received a base salary increase of $5,813; Mr. Dellinger received a base salary increase of $15,000; Mr. Alexander received a base salary increase of $15,000; and Mr. McGarry received a base salary increase of $30,000.

With his promotion to Senior Vice President, Finance and Chief Financial Officer, on July 1, 2011, Mr. Navikas annual base salary was increased to $500,004. In conjunction with a change in responsibilities, Mr. Alexander s annual base salary was increased to $590,000 on September 1, 2011. On January 1, 2011, the annual base salary for Mr. De Leener was 661,058 Swiss francs (which equated to U.S. $703,560 at December 30, 2011). Effective on September 1, 2011, in conjunction with a change in responsibilities and his relocation to the U.S., Mr. De Leener s annual base salary was adjusted to $590,000.

Annual Incentive Awards. In February 2011, the compensation committee determined that the incentive award pool for 2011 annual incentive awards to executive officers would be equal to 1% of adjusted consolidated earnings from operations on a pre-tax basis, excluding noncontrolling interests, for the year ended December 31, 2011. Consolidated earnings is determined in accordance with generally accepted accounting principles, as reflected in our audited consolidated statement of income, and includes any non-operating adjustments approved by the committee. The committee has established guidelines for certain types of non-operating adjustments that may be used by the committee in determining adjusted consolidated earnings for these purposes. These adjustments generally relate to legacy litigation or legacy environmental remediation, accounting rule changes and major portfolio changes, including planned restructuring initiatives. These categories were established to allow the committee to better evaluate annual operational performance. The committee also established that the maximum annual incentive award that could be paid out of the pool to our chief executive officer would be equal to 30% of the pool; the maximum annual incentive award that could be paid out of the pool to each of our next two most highly compensated executive officers would be equal to 20% of the pool; and the maximum award that could be paid out of the pool to each of the other executive officers named in the Summary Compensation Table would be equal to 15% of the pool.

Although the annual incentive award pool and the percentage of the pool allocated to each executive officer determines the maximum amount that can be paid individually and in the aggregate, the compensation committee s practice has been to approve annual incentive awards based primarily on target levels set for each executive officer and pre-established, short-term performance objectives. Thus, on an annual basis, the committee establishes a target annual incentive award for each executive officer based on the executive s position and the market value of comparable positions in our comparator group. For 2011, this target, when expressed as a percentage of base salary, was as follows for each of the executive officers named in the Summary Compensation Table: Mr. Bunch, 140%; Mr. Navikas, 90%; Mr. Dellinger, 90%; Mr. Alexander, 90%; Mr. De Leener, 90%; and Mr. McGarry, 80%.

Table of Contents

The amount of an executive s actual annual incentive award, in relation to the executive s target opportunity, is determined on the basis of achievement of short-term performance objectives. The performance objectives for our chief executive officer and chief financial officer include specific financial targets for Company performance (weighted 70%) and personal performance (weighted 30%). The performance objectives for other executive officers include specific financial targets for Company performance (weighted 20%), business performance (weighted 50%) and personal performance (weighted 30%).

The potential payout of the Company performance component of the annual incentive is based on a pre-determined schedule, recommended by management and approved by the compensation committee. The schedule corresponds to various levels of potential Company financial performance measured by adjusted earnings-per-share (weighted 80%) and adjusted cash flow from operations (weighted 20%), assuming the adjusted earnings-per-share threshold is met. The maximum payout of this component under the schedule is 220% of target. Over the past ten years, actual payouts of the Company performance component of the annual incentive have ranged from 90% to 190% of target.

In assessing Company performance against objectives, the compensation committee considers actual results against the approved target objectives, considering whether significant unforeseen obstacles or favorable circumstances altered the expected difficulty of achieving the desired results, and the extent to which economic assumptions underlying the performance targets were accurate. The overall assessment for Company performance then determines the percent of the target award that will be paid to each executive for the Company performance component of the annual incentive award. For 2011, as described below, the committee exercised discretion in applying certain non-operating adjustments to the actual earnings-per-share and cash flow results, consistent with guidelines established previously by the committee.

The 2011 predetermined Company financial performance standard that would generate a target bonus was adjusted earnings-per-share of $5.75 and adjusted cash flow from operations of $1,570 million. This target compares to actual results for 2010 of $5.18 adjusted earnings-per-share and adjusted cash flow from operations of $1,750 million. The approved performance standard for 2011 included a threshold adjusted earnings-per-share of $4.89, below which no bonus would be paid, regardless of the cash flow from operations performance, and a minimum cash flow performance of $1,179 million for payout on that component. In addition, the approved performance standard for 2011 included a maximum bonus opportunity of 220% if adjusted earnings-per-share of $6.90 and cash flow from operations of $1,884 million were achieved.

In February 2012, the compensation committee reviewed the Company s performance for 2011 and approved the Company performance component for incentive awards based on adjusted earnings-per- share of $6.81 and adjusted cash flow from operations of $1,575 million. Earnings-per-share were adjusted by $0.06 due to a bargain purchase gain. Adjustments to reported cash from operations included adding back $121 million for cash contributions to pension plans and $18 million for restructuring cash spending.

Adjusted earnings-per-share of $6.81 and cash flow from operations of $1,575 million resulted in a payout of 189% of target for the Company performance component, based on the pre-determined schedule discussed above. For the earnings-per-share component, the pre-determined schedule yielded a payout result of 211% for the above-target result of $6.81 per share. For the cash flow component, the schedule yielded a payout result of 102% for the above target result of $1,575 million. Combining these two results using the 80% and 20% weightings, respectively, yielded an overall result of 189%, which was approved by the compensation committee.

The personal performance component of the annual incentive is based on measures of individual performance relevant to the particular individual s job responsibilities. The personal performance

Table of Contents

assessment of our Chief Executive Officer is determined by the compensation committee, with input from the other non-management members of the Board. The personal performance of each other executive officer is determined by our chief executive officer. The following factors were considered in assessing the personal performance of the executive officers named in the Summary Compensation Table for 2011 against individual objectives:

Under Mr. Bunch s leadership, the Company delivered record financial performance through strong execution by the Company s businesses and aggressive cost management, countering persistent raw material cost inflation, uneven economic conditions globally, and continued anemic construction activity in developed regions. The Company s strategic initiatives to expand its global footprint and broaden its end-use market exposure continued to prove beneficial, as PPG was able to capitalize on growth in several industries including aerospace, automotive and several general industrial markets. The Company achieved record earnings-per-share each quarter during the year culminating in a full-year record earnings-per-share of $6.87 in 2011, an increase of 48% over 2010. Total sales for 2011 were $14.9 billion, up 11% versus 2010. These results exceeded expectations.

Mr. Navikas made an effective transition to the role of Chief Financial Officer mid-year after former Chief Financial Officer, Robert Dellinger, resigned from his position due to personal health-related reasons. In his role as Chief Financial Officer, Mr. Navikas drove productivity improvements in a host of accounting services and related financial processes. He also proactively developed effective tax strategies to create value in the complex global tax environment in which PPG operates. Mr. Navikas effectively performed as a member of the Company s Executive Committee, positively influencing the performance of the Company. These results exceeded expectations.

Mr. Alexander s leadership of the Performance Coatings segment contributed to record earnings on flat volumes. High raw material cost inflation was countered with improved segment mix, due largely to refinish and aerospace growth, coupled with improved pricing. Mr. Alexander changed roles in September 2011, assuming leadership of the Architectural Coatings, Europe, Middle East and Africa (EMEA) segment while maintaining responsibility for the architectural coatings Americas and Asia Pacific businesses and the Glass segment. He also assumed responsibility for the Asia Pacific region at that time. In his new role, Mr. Alexander completed the Dyrup acquisition, which represents opportunities for increased scale and penetration into new markets. These results met expectations.

Mr. De Leener led the Architectural Coatings EMEA segment through a challenging year in which there was general economic weakness throughout the EMEA region. These factors contributed to financial results for 2011 for the Architectural Coatings EMEA segment, which were below expectations. On the strategic dimension, Mr. De Leener initiated the acquisition of Dyrup. Mr. De Leener changed roles in September 2011, assuming the leadership of the aerospace, automotive refinish and protective and marine coatings businesses. He also assumed responsibility for the Latin America region at that time, quickly engaging in the role by providing strategic direction to many of the businesses in that region. These results met expectations.

Mr. McGarry s leadership of the Commodity Chemicals segment contributed to sales growth of 21% and earnings that nearly doubled versus 2010. He also successfully completed the acquisition of Equa-Chlor in the second quarter of 2011. These results exceeded expectations.

Business unit short-term performance objectives and their assessment are specific to each particular business, and are based on earnings, working capital reduction, pre-tax, pre-interest margin growth, and sales growth. The overall assessment of business performance determines the percent of target paid to applicable executives for the business component of the annual incentive award. Final awards for the executive officers named in the Summary Compensation Table are subject to the negative discretion of the compensation committee.

For 2011, we assessed the performance of 13 defined businesses against the criteria discussed above. Actual payouts of the business performance component ranged from 80% to 220% of target. The business performance component payouts for three of our executive officers named in the Summary Compensation Table, Messrs. Alexander, De Leener and McGarry, are based on the performance of each of the specific businesses and regions for which each of them is responsible.

For Mr. Alexander, for the period January through August, his business performance component payout was a composite of the results of the businesses comprising the Performance Coatings segment, Glass segment and Latin America region. For the period September through December, Mr. Alexander s business performance component was a composite of the results of the businesses comprising the Architectural Coatings EMEA segment, the architectural coatings Americas and Asia Pacific business, the Glass segment and the Asia Pacific region. The composite performance of these businesses for the period January through December met performance objectives for earnings, working capital reduction, pre-tax, pre-interest margin growth and sales growth and resulted in a payout of 100%.

For Mr. De Leener, for the period January through August, his business performance component payout was a composite of the results of the Architectural Coatings EMEA segment and the European region. For the period September through December, Mr. De Leener s business performance component was a composite of the results of the aerospace, automotive refinish and protective and marine coatings businesses and the Latin America region. The composite performance of these businesses for the period January through December met performance objectives for earnings, working capital reduction, pre-tax, pre-interest margin growth and sales growth and resulted in a payout of 100%.

For Mr. McGarry, his business component payout was based on the results of our Commodity Chemicals segment, which far exceeded the performance objectives for earnings, working capital reduction, pre-tax, pre-interest margin growth and sales growth and resulted in a payout of 220%.

The level of achievement of corporate and personal performance objectives for 2011 for Messrs. Bunch and Navikas corresponded to payouts of 198% and 177% of target, respectively. The level of achievement of business, corporate and personal performance objectives for 2011 for Messrs. Alexander, De Leener and McGarry corresponded to payouts of 141%, 121% and 214% of target, respectively. The annual incentive awards actually paid to each of these executives for 2011 are shown in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table on pages 42 through 43. While serving as executive officers over the past one, two or three years, as the case may be, the annual incentive awards for these executive officers have ranged from 109% to 214% of target.

Annual incentive awards are payable in cash, except that any executive who does not meet the stock ownership guidelines described under PPG Stock Ownership Guidelines on page 41 receives 20% of his or her annual incentive award in the form of PPG common stock. Such stock is restricted from sale by such executive for a period of between two and five years, depending upon the level of stock ownership of the executive. U.S.-based participants are entitled to defer part or all of an annual incentive award under our deferred compensation plan. All of the executive officers named in the Summary Compensation Table have met their stock ownership requirement. For additional information concerning our deferred compensation plan, see Deferred Compensation Opportunities on page 38.

Long-Term Incentive Compensation

Our compensation committee believes that long-term incentive compensation is an important component of our program because it has the effect of retaining executives, aligning executives financial interests with the interests of shareholders and rewarding the achievement of PPG s long-term strategic goals. Payment of long-term incentive awards is based solely on Company performance. Grants are targeted at levels that approximate market value for comparable positions, utilizing the

Table of Contents

same compensation data used for setting total annual compensation. Each February, the committee reviews and approves equity-based compensation for that year to be granted to executive officers. Three types of long-term incentive awards are granted annually to executive officers:

- Stock options;
- Total Shareholder Return contingent shares, or TSR shares; and
- Restricted Stock Units, or RSUs.

The number of stock options, TSR shares and RSUs granted to executive officers is intended to represent an estimated potential value that, when combined with total annual compensation, as discussed above, will approximate the market value of total annual and long-term compensation paid to executives in our comparator group and in a cross-section of manufacturing companies represented in nationally-recognized executive compensation surveys.

These types of long-term incentive awards were selected to provide a program that focuses on different aspects of long-term performance stock price appreciation, total return to shareholders and solid financial performance. The estimated potential value of the awards granted to each executive officer is delivered equally through each instrument, so that approximately one-third of the value of the total award is in stock options, one-third is in TSR shares and one-third is in performance-based RSUs. The compensation committee selected equal distribution to emphasize its view that each of the three equity-based vehicles serves a particular purpose and is equally important in supporting our long-term compensation strategy.

Stock Options. Stock options provide our executive officers with the opportunity to purchase and maintain an equity interest in PPG and to share in the appreciation of the value of our stock. All stock options granted to executive officers in 2011 were granted from our shareholder-approved Omnibus Incentive Plan. Some features of our stock option program include:

- Options become exercisable on the third anniversary of the date of grant;
- The term of each grant does not exceed ten years;
- The exercise price is equal to the closing market price on the date of grant (we do not backdate or grant discounted stock options);
- Initial grants since January 1, 2003 do not include reload or restored provisions; and
- Repricing of stock options is prohibited.

We continue to use stock options as a long-term incentive because stock options focus the management team on increasing longer-term value for shareholders. For additional information concerning the timing of grants of stock options, see Our Policies with Respect to the Granting of Equity Awards on page 40. In February 2011, the following stock options were awarded to each of the executive officers named in the Summary Compensation Table: Mr. Bunch, 95,400; Mr. Navikas, 5,000; Mr. Dellinger, 26,300; Mr. Alexander, 21,300; Mr. De Leener, 12,300; and Mr. McGarry, 9,900. Such awards are consistent with our program to distribute long-term incentive awards equally among three different equity-based vehicles, as discussed above.

In August 2011, Mr. Navikas received a grant of 12,290 stock options pursuant to his compensation arrangement. In September 2011, Mr. De Leener received a grant of 9,000 stock options pursuant to his compensation arrangement. For more information about these grants, see Compensatory Arrangements with Certain Executive Officers on pages 53 through 54.

As shown in the Outstanding Equity Awards at Fiscal Year-End table and related footnotes on pages 47 through 48, certain of the executive officers named in the Summary Compensation Table

Table of Contents

have in prior years exercised existing stock options in a manner entitling them to receive reload or restored options under the restored options provisions of stock option grants made before January 1, 2003. The restored options provisions are inapplicable to new option awards granted on or after January 1, 2003, and the Omnibus Incentive Plan does not permit the granting of restored options.

TSR Shares.

Basis of Payout	Performance Period	Vesting and Payout of Benefit
Total shareholder return of PPG compared to total shareholder return for S&P 500 companies	2011 through 2013	Vest on last day of performance period
Payout is 0% to 220% of original TSR shares awarded:		Settled in a combination of cash and shares at end of performance period
		Dividend equivalents are awarded at the end of the performance period, based on the actual number of shares earned and paid

PPG TSR	Grant Payout
90th percentile	220%
80th percentile	180%
70th percentile	140%
60th percentile	**100%**
50th percentile	80%
40th percentile	50%
30th percentile	30%
Below	0%

TSR shares represent a contingent share grant that is made at the beginning of a three-year performance period and vests on the last day of the performance period. The grant is settled in a combination of cash and shares of PPG common stock at the end of the three-year period, depending upon our total shareholder return in relation to the total shareholder return for companies in the S&P 500 during that period. The calculation of total shareholder return assumes that all dividends were reinvested.

If minimum performance is not achieved, no payment is made with respect to the TSR share grant. If performance is above target, payment may exceed the original number of contingent TSR shares awarded. Target performance is set at the 60th percentile rank, which allows for a 100% payout only if our performance is greater than the median performance for the comparison set of companies. The minimum and maximum number of shares that may be issued upon settlement of a TSR share grant ranges from 0% to 220% of the original number of contingent TSR shares awarded. Dividend equivalents are awarded over the performance period, based on the original contingent TSR share grant for grants prior to 2009. In 2009, the compensation committee determined that for TSR share awards for 2009 and thereafter, dividend equivalents will be awarded at the end of the performance period, based on the actual number of shares earned and paid to an executive. TSR shares are intended to reward executives only when we provide a greater long-term return to shareholders relative to a percentage of the comparison set of companies, which is consistent with our pay-for-performance compensation philosophy.

In February 2011, the following TSR shares were awarded to each of the executive officers named in the Summary Compensation Table: Mr. Bunch, 23,850; Mr. Navikas, 1,250; Mr. Dellinger, 6,575; Mr. Alexander, 5,325; Mr. De Leener, 3,075; and Mr. McGarry, 2,475. Such awards are consistent with our program to distribute long-term incentive awards equally among three different equity-based vehicles, as discussed above under Long-Term Incentive Compensation.

Table of Contents

In August 2011, Mr. Navikas received a grant of 2,663 TSR shares pursuant to his compensation arrangement. In September 2011, Mr. De Leener received a grant of 2,300 TSR shares pursuant to his compensation arrangement. For more information about these grants, see Compensatory Arrangements with Certain Executive Officers on pages 53 through 54.

The Company made 2011 payouts of TSR shares granted in 2009. PPG s total shareholder return was measured against that of the S&P 500 over the three-year period ending December 31, 2011. PPG s ranking on this performance measure was at the 81st percentile, resulting in payouts at 183.9% of target. The payouts were distributed 50% in shares of PPG common stock and 50% in cash. The cash determination was based on the average PPG stock closing price during the month of December 2011. Payouts to the executive officers named in the Summary Compensation Table for the 2009 TSR grants were: Mr. Bunch, 32,183 shares and $2,667,286; Mr. Navikas, 1,816 shares and $150,511; Mr. Dellinger, 3,832 shares and $317,523; Mr. Alexander, 5,333 shares and $442,007; Mr. De Leener, 3,218 shares and $266,729; and Mr. McGarry, 3,218 shares and $266,729. Such share payouts, which vested in December 2011, are reflected in the Option Exercises and Stock Vested table on page 49.

RSUs.

Basis of Payout	Performance Period	Vesting and Payout of Benefit
Performance Goals:	2011 through 2013	Vest on last day of performance period
10% growth in earnings-per-share		Settled in shares in the February immediately after the end of performance period
12% cash flow return on capital		
		No dividend equivalents are awarded
Payout is 0% to 180% of original RSU shares awarded:		

Goals Attained in Performance Period	Payout
6 goals	180%
4 or 5 goals in 3 years	150%
4 goals in 2 years	**100%**
3 goals	100%
2 goals	50%
1 goal	25%
0 goals	0%

Performance-based RSUs represent a contingent share grant that is made at the beginning of a three-year performance period and vests on the last day of the performance period. If we achieve certain pre-determined performance thresholds, payment is settled in shares of PPG common stock in the February immediately after the end of the three-year performance period. The performance criteria for each year in the three-year performance period are 10% growth in earnings-per-share and 12% cash flow return on capital, taking into account the same adjustment categories utilized by the compensation committee in determining earnings-per-share for purposes of annual incentive awards (see Annual Incentive Awards above). If minimum performance is not achieved, no shares are issued with respect to the grant. If performance is above target, the number of shares issued may exceed the original number of contingent shares awarded. The minimum and maximum number of shares that may be issued upon settlement of an RSU ranges from 0% to 180% of the original number of contingent shares awarded, depending on the number of goals attained during the three-year period (see the table above for a breakdown of the payout percentages). No dividend equivalents are awarded on performance-based RSUs. By including performance-based RSUs in the long-term incentive mix, executives are rewarded when financial performance objectives are achieved over an extended period of time.

In February 2011, the following RSUs were awarded to each of the executive officers named in the Summary Compensation Table: Mr. Bunch, 23,850; Mr. Navikas, 1,250; Mr. Dellinger, 6,575; Mr. Alexander, 5,325; Mr. De Leener, 3,075; and Mr. McGarry, 2,475. Such awards are consistent with our program to distribute long-term incentive awards equally among three different equity-based vehicles, as discussed above under Long-Term Incentive Compensation.

In August 2011, Mr. Navikas received a grant of 2,663 performance-based RSUs pursuant to his compensation arrangement. In September 2011, Mr. De Leener received a grant of 2,300 performance-based RSUs pursuant to his compensation arrangement. Also, in recognition of the difference between the value of Mr. De Leener s Swiss BVG/LPP retirement plan and the U.S. Defined Contribution Retirement Plan, in February 2012 Mr. De Leener received an additional grant of 5,000 performance-based RSUs. For more information about these grants, see Compensatory Arrangements with Certain Executive Officers on pages 53 through 54.

The performance period for the RSUs granted in 2009 ended on December 31, 2011. For such 2009 grants, five of the annual goals were achieved in three years, yielding payouts at 150% of target. Specifically, the results were as follows:

RSU Performance Measures 2009-2011 Performance Period

	2009		**2010**		**2011**		**2009-2011**
	EPS Growth	**Cash Flow ROC**	**EPS Growth**	**Cash Flow ROC**	**EPS Growth**	**Cash Flow ROC**	**Total Goals Met**
Goal Result	(35.5)%	17.6%	76.2%	16.3%	31.5%	14.8%	
Goals Met	0	1	1	1	1	1	5

The Company made 2011 share payouts to the executive officers named in the Summary Compensation Table for the 2009 RSU grants as follows: Mr. Bunch, 52,500; Mr. Navikas, 2,963; Mr. Alexander, 8,700; Mr. De Leener, 5,250; and Mr. McGarry, 5,250. Such payouts, which vested in December 2011, are reflected in the Option Exercises and Stock Vested table on page 49.

Perquisites and Other Benefits

In addition to the annual and long-term compensation described above, executive officers named in the Summary Compensation Table receive certain perquisites and other benefits. Such perquisites include financial counseling services, payment of organizational membership dues and limited personal use of PPG s corporate aircraft. At the direction of the compensation committee, in 2011, executive officer perquisites were reviewed and reduced. Effective January 1, 2012, personal club memberships were eliminated and financial counseling benefits were limited to current participants only. Other benefits for our U.S.-based executive officers may include executive life insurance, Company matching contributions under our broadly-based Employee Savings Plan and Company matching contributions under our Deferred Compensation Plan. These perquisites and other benefits are provided to increase the availability of the executives to focus on the business of the enterprise or because we believe they are important to our ability to attract and retain top-quality executive talent. Mr. De Leener receives certain other perquisites, which are discussed under Compensatory Arrangements with Certain Executive Officers on pages 53 through 54.The costs to PPG associated with providing these benefits for executive officers named in the Summary Compensation Table are reflected in the All Other Compensation column of the Summary Compensation Table on pages 42 through 43 and in the All Other Compensation Table on page 44.

We also provide other benefits, such as medical, dental and life insurance and disability coverage, to each U.S.-based executive named in the Summary Compensation Table under our benefit plans, which are also provided to most eligible U.S.-based salaried employees. In addition, all of our U.S.-based executive officers are eligible to participate in the PPG Industries Foundation Matching Gift Program, which encourages charitable donations by all of our U.S. employees by matching his or her contributions to eligible institutions. Contributions of up to a total of $10,000 per year may be matched under the program. Eligible institutions include colleges or universities, private secondary schools, cultural institutions and organizations serving exceptional children. The value of these benefits is not included in the Summary Compensation Table because such benefits are made available on a Company-wide basis to most U.S. salaried employees. We also provide vacation and other paid holidays to all employees, including the executive officers named in the Summary Compensation Table, which are comparable to those provided at other large companies.

Deferred Compensation Opportunities

Another aspect of our executive compensation program is our Deferred Compensation Plan. The plan is a voluntary, non-tax qualified, unfunded, deferred compensation plan available to all U.S.-based executive officers and other participants in our management incentive plans to enable them to save for retirement by deferring a portion of their current compensation. The plan also provides eligible employees with supplemental contributions equal to the contributions they would have received under our Employee Savings Plan and our Defined Contribution Retirement Plan, but for certain limitations under the Internal Revenue Code. Under the plan, compensation may be deferred until death, disability, retirement or termination or, in the case of the cash portion of certain incentive awards, other earlier specified dates the participants may select. Deferred amounts (other than the PPG common stock portion of deferred incentive awards, which must be invested in PPG stock) are credited to an investment account that earns a return based on the investment options chosen by the participant. The value of a participant s investment account is based on the value of the investments selected. Benefits are paid out of our general assets. For additional information concerning our Deferred Compensation Plan, see Defined Contribution Retirement Plans and Deferred Compensation Plan and the accompanying Non-Qualified Deferred Compensation Table on pages 51 through 53.

Retirement Plans

We maintain both a tax-qualified defined benefit pension plan, called the Retirement Income Plan, and a non-qualified defined benefit pension plan, called the Non-Qualified Retirement Plan, for U.S.-based salaried employees hired prior to 2006. U.S.-based salaried employees hired on or after January 1, 2006 are not eligible to participate in these plans. Each of the U.S.-based executive officers named in the Summary Compensation Table participate in these plans, with the exception of Mr. Dellinger and Mr. De Leener. The compensation covered by our Retirement Income Plan, which is compulsory and noncontributory, is the base salary of a participant as limited by applicable Internal Revenue Service regulations. Our Non-Qualified Retirement Plan is an unfunded supplemental plan that provides benefits paid out of our general assets in an amount substantially equal to the difference between the amount that would have been payable under the Retirement Income Plan, in the absence of legislation limiting pension benefits and earnings that may be considered in calculating pension benefits, and the amount actually payable under the Retirement Income Plan. The Non-Qualified Retirement Plan also includes a benefit based on bonus awards for certain U.S. management bonus program participants. We believe this supplemental retirement benefit is competitive with that provided by other companies with which we compete for executive talent. For additional information concerning our retirement plans, see Pension Benefits and Defined Contribution Retirement Plans and Deferred Compensation Plan on pages 49 through 53.

Prior to his departure from PPG, Mr. Dellinger was not eligible to participate in the Retirement Income Plan or the Non-Qualified Retirement Plan. He was eligible to participate in a tax-qualified defined contribution retirement plan, called the Defined Contribution Retirement Plan, which was established by PPG for certain U.S.-based employees hired on or after January 1, 2006. Effective September 1, 2011, Mr. De Leener began participating in the Defined Contribution Retirement Plan. The plan is funded by contributions made by the Company. Contributions are between 2% and 5% of a participant s eligible plan compensation, based on age and years of service. If contributions made for the benefit of an executive are limited due to requirements of the Internal Revenue Code, we will credit such excess contributions to the executive officer s account under the Deferred Compensation Plan. An executive has a fully vested benefit under the plan upon completing three years of service with the Company, is within ten years of his or her Social Security normal retirement age or upon termination of employment after reaching early retirement age. An executive may receive a distribution of the vested balance in his or her plan account upon retirement, death, disability or termination of employment.

Prior to September 1, 2011, Mr. De Leener was not eligible to participate in our U.S.-based retirement programs. Until September 1, 2011, he participated in a retirement plan, called the PPG Swiss BVG/LPP retirement plan, which is available to all other Switzerland-based management employees. The Swiss BVG/LPP retirement plan is a defined contribution retirement plan that accumulates retirement benefits in an account for each participant. Annual contributions are determined based on a participant s age and are a percentage of annual salary plus bonus. The Company contributes two-thirds of the annual contribution and each participant contributes the remaining one-third. Contributions earn interest at a specified guaranteed rate annually. The plan provides a retirement benefit when a participant reaches age 65, and a reduced early retirement benefit can begin as early as age 60. The amount of the retirement benefit is determined by the value of the accrued retirement assets in a participant s account on the participant s retirement date. The retirement benefit under the plan may be paid in a lump sum or as a life annuity. The plan also provides a life annuity benefit upon disability or death, which is funded by insurance and the amount of which is based on a participant s current salary plus bonus. Upon death, the plan also provides a life insurance benefit to the surviving spouse, which is paid as a lump sum. The assets in a participant s account are fully vested, and if a participant leaves the Company before becoming eligible for a benefit under the plan, the amount of accrued retirement assets are transferrable to another retirement plan. Effective September 1, 2011, Mr. De Leener ceased accruing benefits under the PPG Swiss BVG/LPP.

Change In Control Agreements

We have agreements in place with each of the executive officers named in the Summary Compensation Table providing for their continued employment for a period of up to three years in the event of an actual or threatened change in control of PPG (as change in control is defined in the agreements). We believe that these agreements serve to maintain the focus of our senior executives and ensure that their attention, efforts and commitment are aligned with maximizing the success of PPG and shareholder value. These agreements avoid distractions involving executive management that arise when the Board is considering possible strategic transactions involving a change in control and assure continuity of executive management and objective input to the Board when it is considering any strategic transaction. For additional information concerning our change in control agreements, see Potential Payments Upon Termination or Change in Control on pages 55 through 61.

Regulatory Considerations

The tax and accounting consequences of utilizing various forms of compensation are considered when adopting new or modifying existing compensation programs. For example, we considered limitations on the deductibility of personal use of corporate aircraft under the American Jobs Creation Act when adopting our policies regarding use of our aircraft by executive officers. In addition, we have administered our incentive and equity compensation programs, severance plans and change in control agreements in compliance with federal tax rules affecting non-qualified deferred compensation.

Table of Contents

Under Section 162(m) of the Internal Revenue Code, as amended, publicly-held corporations may not take a tax deduction for compensation in excess of $1 million paid to any of the U.S.-based executive officers named in the Summary Compensation Table (except the chief financial officer) during any fiscal year. There is an exception to the $1 million limitation for performance-based compensation meeting certain requirements. To maintain flexibility in compensating executives in a manner designed to promote varying corporate goals, the compensation committee has not adopted a policy requiring all compensation to be deductible under Section 162(m). However, the committee considers deductibility under Section 162(m) with respect to compensation arrangements for executives. We believe our annual and long-term incentive compensation programs for executives qualify as performance-based compensation and are not subject to any deductibility limitations under Section 162(m).

Financial Restatement

It is our policy that we will, to the extent permitted by governing law, seek recoupment of incentive compensation paid to any executive officer where:

- the payment was predicated upon the achievement of certain financial results that were subsequently the subject of a restatement;
- the executive officer is found to have engaged in fraud or misconduct that caused or partially caused the need for the restatement; and
- a lower payment would have been made to the executive officer based upon the restated financial results.

In each such instance, we will, to the extent practicable, seek to recover the amount by which the individual executive officer s incentive compensation for the relevant period exceeded the payment that would have been made based on the restated financial results, plus a reasonable rate of interest.

Our Policies with Respect to the Granting of Equity Awards

Equity awards may be granted by either the compensation committee or its delegate. The committee only delegates authority to grant equity awards to employees who are not executive officers, and only in aggregate amounts not exceeding amounts approved by the committee. The Board generally does not grant equity awards, although the committee regularly reports its activity, including approval of grants, to the Board.

Timing of Grants. Equity awards are granted in February at a regularly scheduled meeting of the compensation committee, and generally further grants are not made for the remainder of the year. These meetings occur approximately one month after the release of our earnings for the immediately preceding year. On limited occasions, grants may occur on an interim basis, primarily for the purpose of approving a compensation package for a newly hired or promoted executive officer. The timing of these grants is driven solely by the activity related to the need for the hiring or promotion, not our stock price or the timing of any release of Company information.

Option Exercise Price. The exercise price of a newly granted stock option is the closing price on the New York Stock Exchange on the date of grant. With respect to the occasional interim grants to a newly hired or promoted executive, the exercise price is the closing price on the New York Stock Exchange on the date of grant, which is the later of the approval date or the hire or promotion date; provided, however, that if the date of hire or promotion would fall within a Company imposed blackout period, the grant date will be the first business day following such blackout period.

Table of Contents

PPG Stock Ownership Guidelines

The compensation committee also believes that it is in the best interests of shareholders for our officers to own a significant amount of PPG common stock, thereby aligning their interests with the interests of shareholders. Accordingly, in 2003, the compensation committee implemented stock ownership guidelines applicable to all of our officers, based on a multiple of base salary. In 2011, the stock ownership requirement for the Chief Executive Officer was increased from five times base salary to six times base salary. The current stock ownership guidelines are:

Chief Executive Officer	6 times base salary
Other executive officers	3 times base salary
Other officers	1 or 2 times base salary

Ownership for purposes of these guidelines, includes shares of PPG common stock personally owned, as well as all stock holdings in PPG s savings plan and deferred compensation accounts. Unexercised options and unvested shares awarded under our long-term incentive plans are not counted for these purposes. Generally, officers are expected to meet these ownership requirements within five years of election, appointment or promotion. All executive officers named in the Summary Compensation Table have met their ownership requirements.

Securities Trading Policy

PPG officers and directors may not engage in any transaction in which they may profit from short-term speculative swings in the value of PPG s securities. This prohibition includes short sales (selling borrowed securities that the seller hopes can be purchased at a lower price in the future) or short sales against the box (selling owned, but not delivered securities), put and call options (publicly available rights to sell or buy securities within a certain period of time at a specified price) and other hedging transactions designed to minimize an executive s risk inherent in owning PPG stock, such as zero-cost collars and forward sale contracts. In addition, this policy is designed to ensure compliance with all insider trading rules.

Table of Contents

COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

(2009-2011)

Name and Position	Year	Salary[3]	Bonus[4]	Stock Awards[5]	Option Awards[6]	Non-Equity Incentive Plan Compensation[7]	Change in Pension Value and Nonqualified Deferred Compensation Earnings[8]	All Other Compensation[9]	Total
C. E. Bunch	2011	$ 1,145,833	$	$ 4,071,672	$ 1,833,588	$ 3,200,000	$ 3,899,669	$ 112,404	$ 14,263,166
Chairman and	2010	$ 1,075,000	$	$ 4,034,100	$ 1,870,400	$ 2,800,000	$ 2,489,479	$ 117,021	$ 12,386,000
Chief Executive Officer	2009	$ 1,050,000	$	$ 2,718,100	$ 949,200	$ 1,500,000	$ 2,059,137	$ 145,990	$ 8,422,427
D. B. Navikas[1, 2]	2011	$ 406,940	$	$ 642,463	$ 303,064	$ 580,000	$ 396,350	$ 32,835	$ 2,361,652
Senior Vice President, Finance and Chief Financial Officer									
R. J. Dellinger[2]	2011	$ 300,000	$	$ 1,122,485	$ 505,486	$ 250,000	$ 0	$ 852,095	$ 3,030,066
Senior Vice President, Finance and	2010	$ 582,500	$	$ 1,152,600	$ 534,400	$ 737,100	$ 0	$ 274,185	$ 3,280,785
Chief Financial Officer	2009	$ 180,777	$	$ 984,400	$ 363,300	$ 478,000	$ 0	$ 10,930	$ 2,017,407
J. R. Alexander	2011	$ 570,833	$	$ 909,085	$ 409,386	$ 725,000	$ 1,085,869	$ 47,162	$ 3,747,335
Executive Vice President	2010	$ 472,500	$	$ 726,138	$ 334,000	$ 700,000	$ 653,905	$ 34,502	$ 2,921,045
	2009	$ 420,000	$	$ 782,348	$ 155,940	$ 450,000	$ 357,099	$ 38,905	$ 2,204,292
P-M. De Leener	2011	$ 665,705	$	$ 850,346	$ 368,166	$ 725,000	$ 0	$ 307,149	$ 2,916,366
Executive Vice President	2010	$ 646,608	$	$ 403,410	$ 187,040	$ 662,966	$ 0	$ 341,396	$ 2,241,420
	2009	$ 577,466	$	$ 603,730	$ 94,920	$ 587,674	$ 0	$ 255,723	$ 2,119,513
M. H. McGarry[1]	2011	$ 375,000	$	$ 422,533	$ 190,278	$ 650,000	$ 588,842	$ 30,891	$ 2,257,544
Senior Vice President, Commodity Chemicals	2010	$ 317,500	$	$ 437,988	$ 200,400	$ 500,000	$ 297,643	$ 22,866	$ 1,776,397

1 Mr. Navikas was not a named executive officer in 2009 or 2010. Mr. McGarry was not a named executive officer in 2009.

2 Mr. Navikas was appointed Senior Vice President, Finance and Chief Financial Officer, effective June 10, 2011. Effective June 10, 2011, Mr. Dellinger resigned from his position as Senior Vice President, Finance and Chief Financial Officer for personal health-related reasons, and Mr. Dellinger s employment by PPG ended on June 30, 2011.

3 The annual salaries as of January 1, 2011, and as of the annual salary increase date of March 1, 2011, were: Mr. Bunch, $1,100,000 and $1,155,000; Mr. Navikas, $310,000 and $315,813; Mr. Dellinger, $590,000 and $605,000; Mr. Alexander, $550,000 and $565,000; and Mr. McGarry, $350,000 and $380,000. With his promotion to Senior Vice President, Finance and Chief Financial Officer, on July 1, 2011, Mr. Navikas annual salary was increased to $500,004. In conjunction with a change in responsibilities, on September 1, 2011, Mr. Alexander s annual salary was increased to $590,000. On January 1, 2011, the annual salary for Mr. De Leener was $703,560. On September 1, 2011, in conjunction with a change in responsibilities and his relocation to the U.S., Mr. De Leener s annual salary was adjusted to $590,000. The annual salaries as of January 1, 2010, and as of the annual salary increase date of July 1, 2010, were: Mr. Bunch, $1,050,000 and $1,100,000; Mr. Dellinger, $575,000 and $590,000; Mr. Alexander, $420,000 and $460,000; Mr. De Leener, $640,943 and $652,272; and Mr. McGarry, $290,000 and $320,000. With his promotion to Executive Vice President, appointment to the Executive Committee and assumption of additional corporate responsibilities, on August 1, 2010, Mr. Alexander s annual salary was increased to $520,000. Effective October 1, 2010, Mr. Alexander s annual salary was increased to $550,000 when his responsibilities were expanded to include the Glass segment. With his promotion to Executive Vice President, appointment to the Executive Committee and assumption of additional corporate responsibilities, on August 1, 2010, Mr. De Leener s annual salary was increased to $705,737. With his assumption of additional corporate responsibilities, on August 1, 2010, Mr. McGarry s annual salary was increased to $350,000. The annual salaries as of January 1, 2009, are shown for each of the named executive officers. None of the named executive officers received a salary increase in 2009. Amounts reported for Mr. De Leener from January through August 2011 were paid in Swiss Franc and have been converted to U.S. dollars using the exchange rate in effect on December 30, 2011 (1 Swiss Franc = 1.066 U.S. dollars).

[4] The named executive officers were not entitled to receive any payments that would be characterized as Bonus payments for the fiscal years ended December 31, 2011, 2010 and 2009. Amounts listed under the column Non-Equity Incentive Plan Compensation constitute annual incentive awards for 2011, 2010 and 2009 that were determined by the Officers-Directors Compensation Committee at its February 15, 2012, February 16, 2011 and February 17, 2010 meetings, respectively, and, to the extent not deferred by an executive, were paid out shortly thereafter.

[5] The amounts in this column represent the grant date fair value calculated in accordance with FASB ASC Topic 718 for grants occurring in the fiscal years ended December 31, 2011, 2010, and 2009 of performance-based restricted stock units, or RSUs, and performance-based total shareholder return contingent shares, or TSRs, granted as part of the long-term incentive

Table of Contents

components of our compensation program described on pages 33 through 37. The assumptions used in calculating these amounts for 2011 are set forth in Note 20 to our Financial Statements for the year ended December 31, 2011, which is located on pages 68 through 70 of our Annual Report on Form 10-K. RSUs and TSRs are subject to performance conditions, and the grant date fair value shown is based on performance at target levels, which is the probable outcome of such conditions. The value of these awards made in the fiscal year ended December 31, 2011, assuming that the highest level of performance conditions will be achieved, is as follows: Mr. Bunch, $7,549,765; Mr. Navikas, $1,215,660; Mr. Dellinger, $2,081,329; Mr. Alexander, $1,685,639; Mr. De Leener, $1,644,873; and Mr. McGarry, $783,466. The stock awards granted to Mr. Dellinger in 2011 were forfeited upon his resignation from PPG. The value of these awards made in the fiscal year ended December 31, 2010, assuming that the highest level of performance conditions will be achieved, is as follows: Mr. Bunch, $8,101,380; Mr. Dellinger, $2,314,680; Mr. Alexander, $1,458,248; Mr. De Leener, $810,138; and Mr. McGarry, $879,578. The value of these awards made in the fiscal year ended December 31, 2009, assuming that the highest level of performance conditions will be achieved, is as follows: Mr. Bunch, $5,592,580; Mr. Dellinger, $990,640; Mr. Alexander, $926,770; and Mr. De Leener, $559,258.

[6] The amounts in this column represent the grant date fair value computed in accordance with FASB ASC Topic 718 for stock option grants occurring in the fiscal years ended December 31, 2011, 2010 and 2009 as part of the long-term incentive component of our compensation program described on pages 33 through 37, plus restored options granted in conjunction with original option grants made prior to 2003 described on page 34. The assumptions used in calculating these amounts are set forth in Note 20 to our Financial Statements for the year ended December 31, 2011, which is located on pages 68 through 70 of our Annual Report on Form 10-K. The option awards granted to Mr. Dellinger in 2011 were forfeited upon his resignation from PPG.

[7] The amounts in this column reflect the dollar value of annual incentive awards for 2011, 2010 and 2009, as described on pages 30 through 33. Under our stock ownership guidelines, which are discussed on page 41, 20% of Mr. Dellinger s and Mr. De Leener s annual incentive awards for 2010 and 2009 were paid in shares of PPG common stock on February 28, 2011 and February 26, 2010, respectively.

[8] The amounts in this column reflect the actuarial increase in the present value of the named executive officer s benefits under our qualified and non-qualified pension plans, determined using interest rate and mortality rate assumptions consistent with those used in our financial statements, except that retirement age is assumed to be normal retirement age as defined in the applicable plan.

[9] Includes all other compensation as described in the table entitled All Other Compensation Table on page 44.

Table of Contents

All Other Compensation Table

(2011)

	Perquisites					Other Compensation					
	Personal Use of Company Aircraft[1]	Financial Counseling[2]	Organization Dues	Other[3]	Total Perquisites	Defined Contribution Retirement Plan and Employee Savings Plan Contributions[4]	Deferred Compensation Contributions[5]	Separation Payment[6]	Tax Reimbursements[7]	Total Other Compensation	Total All Other Compensation
C. E. Bunch	$ 14,597	$ 10,040	$ 38,255	$ 4,117	$ 67,009	$ 11,025	$ 34,370	$ 0	$ 0	$ 45,395	$ 112,404
D. B. Navikas	$ 0	$ 10,040	$ 1,760	$ 2,728	$ 14,528	$ 11,025	$ 7,282	$ 0	$ 0	$ 18,307	$ 32,835
R. J. Dellinger	$ 0	$ 5,500	$ 6,005	$ 1,287	$ 12,792	$ 12,863	$ 26,440	$ 800,000	$ 0	$ 839,303	$ 852,095
J. R. Alexander	$ 0	$ 10,040	$ 9,980	$ 1,465	$ 21,485	$ 11,025	$ 14,652	$ 0	$ 0	$ 25,677	$ 47,162
P-M. De Leener	$ 0	$ 10,529	$ 0	$ 106,230	$ 116,759	$ 11,542	$ 115,011	$ 0	$ 63,837	$ 190,390	$ 307,149
M. H. McGarry	$ 0	$ 8,020	$ 6,000	$ 0	$ 14,020	$ 11,025	$ 5,846	$ 0	$ 0	$ 16,871	$ 30,891

1 The amounts in this column reflect the aggregate incremental cost to PPG of personal use of corporate aircraft. The aggregate incremental cost to PPG is determined on a per flight basis and includes the cost of fuel, a pro rata share of repairs and maintenance, landing and storage fees, crew-related expenses and other miscellaneous variable costs. A portion of this value attributable to personal use of corporate aircraft (as calculated in accordance with Internal Revenue Service guidelines) is included as compensation on the W-2 of Mr. Bunch.

2 The amounts in this column reflect the cost of financial counseling services paid by PPG. Except for Mr. De Leener, one-half of the cost of financial planning services reflected in the table above is included as compensation on the W-2 of named executive officers who receive such benefits.

3 For Messrs. Bunch and Navikas, the amounts in this column reflect the aggregate incremental cost to PPG of automobile-related expenses and executive life insurance. For Mr. Dellinger, the amount in this column reflects the aggregate incremental cost to PPG of automobile-related expenses and the cost of airline club expenses. For Mr. Alexander, the amount in this column reflects the aggregate incremental cost to PPG of automobile-related expenses. For Mr. De Leener, the amounts in this column reflect the aggregate cost of dependent tuition ($82,830), commuting and automobile-related expenses, relocation and private health insurance.

4 The amounts in this column reflect company contributions under the Employee Savings Plan. For Messrs. Dellinger and De Leener, the amount in this column also reflects Company contributions to the Defined Contribution Retirement Plan. Mr. De Leener became eligible to participate in the Employee Savings Plan and the Defined Contribution Retirement Plan effective September 1, 2011.

5 The amounts in this column reflect company contributions under the Deferred Compensation Plan in lieu of Company contributions that could not be made under the Employee Savings Plan and, in the case of Messrs. Dellinger and De Leener, under the Defined Contribution Retirement Plan, because of the Internal Revenue Code limitations. Mr. De Leener became eligible to participate in the Deferred Compensation Plan effective September 1, 2011. The amount shown for Mr. De Leener reflects Company contributions to the PPG Swiss BVG/LPP retirement plan through August 31, 2011.

6 For Mr. Dellinger, the amount in this column reflects additional income paid by PPG in conjunction with his resignation from PPG.

7 For Mr. De Leener, the amount in this column reflects additional income paid by PPG to reimburse him for personal tax liability in Switzerland on perquisites.

Table of Contents

Grants of Plan Based Awards

(2011)

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards				All Other Option Awards: Number of Securities Underlying (#)	Exercise or Base Price of Option Awards ($/Sh)[2]	Grant Date Fair Value of Stock and Option Awards[3]
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
C. E. Bunch	N/A	$ 646,800	$ 1,617,000	$ 4,412,500							
	16-Feb-2011								95,400	$ 88.70	$ 1,833,588
	16-Feb-2011				5,963	23,850	42,930	U			$ 1,956,177
	16-Feb-2011				7,155	23,850	52,470	T			$ 2,115,495
D. B. Navikas	N/A	$ 131,060	$ 327,650	$ 2,206,250							
	16-Feb-2011										