

WEST PHARMACEUTICAL SERVICES INC
Form DEF 14A
March 23, 2010
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

West Pharmaceutical Services, 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):

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

Lionville, Pennsylvania 19341

NOTICE OF 2010 ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholder,

The 2010 Annual Meeting of Shareholders of West Pharmaceutical Services, Inc. will be held at our headquarters, 101 Gordon Drive, Lionville, Pennsylvania 19341, on Tuesday, May 4, 2010, at 9:30 AM. The items of business at the meeting are:

1. to elect Thomas W. Hofmann, L. Robert Johnson, John P. Neafsey and Geoffrey F. Worden as Class II Directors, each for a term of three years;
2. to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the 2010 fiscal year; and
3. to transact any other business that may properly come before the meeting and any adjournment or postponement.

The Board of Directors unanimously recommends a vote FOR proposals 1 and 2 above.

Only shareholders of record on March 19, 2010 may vote at the meeting.

Your vote is important. Please vote your shares promptly. You can vote your shares electronically via the Internet or by completing and returning the proxy card or voting instruction card or in person at the Annual Meeting. You can revoke a proxy at any time prior to its exercise at the Annual Meeting by following the instructions in this proxy statement.

By Order of the Board of Directors,

JOHN R. GAILEY III
Vice President, General Counsel and Secretary

March 25, 2010

**Important Notice Regarding the Availability of Proxy Materials for
the Shareholder Meeting May 4, 2010:**

Our proxy statement and annual report are available at <http://www.westpharma.com/na/en/Investors/Pages/ProxyMaterials.aspx>

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Note on Incorporation by Reference:

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We include the names, ages, and background information about our directors in our 2009 Form 10-K Annual Report by incorporating that information by reference to the heading in this proxy statement where the information can be found. The Form 10-K incorrectly identifies the heading as Board of Directors. The director information is found under Item 1 Election of Directors beginning on page 11.

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WEST PHARMACEUTICAL SERVICES, INC.

PROXY STATEMENT

GENERAL INFORMATION ABOUT THE MEETING

Proxy Solicitation

Our Board of Directors is soliciting your vote on matters that will be presented at our 2010 Annual Meeting of Shareholders and at any adjournment or postponement. This proxy statement, the accompanying proxy card or voting instructions and our 2009 annual report are being mailed on or about March 25, 2010. This proxy statement contains information on these matters to assist you in voting your shares.

Shareholders Entitled to Vote

If you were a shareholder of record of our common stock, par value \$.25 per share, at the close of business on March 19, 2010, you can vote. For each matter presented for vote, you have one vote for each share you own.

Shareholders of Record and Beneficial Owners

If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered the shareholder of record of those shares. We have mailed these proxy materials directly to you.

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If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name. These proxy materials have been forwarded to you by your broker, bank or other holder of record who is considered the shareholder of record of those shares. As the beneficial owner, you may direct your broker, bank or other holder of record on how to vote your shares by using the proxy card included in the mailing or by following their instructions for voting on the Internet.

Voting Methods

You may vote using any of the following methods:

Proxy Card or Voting Instruction Card. Be sure to complete, sign and date the card and return it in the prepaid envelope.

Via the Internet. The Internet voting procedure is designed to authenticate votes cast by use of a personal identification number. The procedure allows shareholders to appoint a proxy, provides voting instructions and confirms that your actions have been properly recorded. The website for Internet voting is www.voteproxy.com. The enclosed proxy card contains specific instructions on Internet voting. Please have your proxy card handy when you go online. Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 11:59 PM Eastern Time on May 3, 2010.

In Person at the Meeting. If you are a shareholder of record and attend the meeting, you may deliver your completed proxy card in person. If you are a beneficial owner, you must obtain a proxy from your broker, bank or other holder of record and present it to the judge of elections with your ballot in order to vote.

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Participants in West 401(k) Plan. Any shares you may hold in our 401(k) plan have been added to your other holdings on your proxy card. Your completed proxy card serves as voting instructions to the trustee of that plan. You may direct the trustee how to vote your plan shares by submitting your proxy vote for those shares, along with the rest of your shares, by Internet or mail, all as described on the enclosed proxy card. If you do not instruct the trustee how to vote, your plan shares will be voted by the trustee in the same proportion that it votes shares in other plan accounts for which it received timely voting instructions.

In each case, your shares will be voted as you instruct. If you return a signed card but do not provide voting instructions, your shares will be voted **FOR** the nominees for election as directors and **FOR** the ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending December 31, 2010.

Changing Your Vote

Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised by filing with our corporate secretary either a notice of revocation or a duly executed proxy bearing a later date. You may also vote in person at the meeting, although attendance at the meeting will not by itself revoke a previously granted proxy.

Quorum and Vote Required

A quorum is necessary to conduct business at the annual meeting. A quorum consists of the presence at the meeting either in person or represented by proxy of the holders of a majority of the outstanding shares of our common stock entitled to vote. You are part of the quorum if you have voted by proxy. As of the record date for the meeting, 33,221,220 shares of our common stock were issued and outstanding.

Abstentions, including brokers holding customers' shares of record who cause abstentions to be recorded at the meeting, and broker non-votes are considered shareholders who are present and entitled to vote, and they count toward the quorum. A broker non-vote occurs when a broker or other nominee that holds shares for another does not vote on a particular item because the nominee does not have discretionary voting authority for that item and has not received instructions from the owner of the shares. Although there are no controlling precedents under Pennsylvania law regarding the treatment of broker non-votes in certain circumstances, we intend to apply the principles set forth below.

Election of Directors: Directors are elected by a plurality, which means that the director nominee with the most votes for a particular slot is elected for that slot. Abstentions and broker non-votes will not be taken into account in determining the outcome of the election. **Please note that this year the rules regarding how brokers may vote your shares have changed. Brokers may no longer vote your shares on the election of directors without your specific instructions on how to vote so we encourage you to provide instructions to your broker regarding how to vote your shares.**

Ratification of Auditors: To be approved, this matter must receive the affirmative vote of the holders of a majority of the shares present and entitled to vote on the item. Shares held by brokers that have not received instructions from their customers can vote on this matter. Therefore, abstentions and broker non-votes have the effect of negative votes.

Costs of Solicitation

We pay the cost of soliciting proxies. Proxies will be solicited on behalf of the Board by mail, telephone, other electronic means or in person. We have retained Innisfree M&A Incorporated, 501 Madison Avenue, New York, NY 10022, to help with the solicitation for a fee of \$25,000 plus reasonable out-of-pocket costs and expenses. We will reimburse brokerage firms and other custodians, nominees and fiduciaries their reasonable out-of-pocket expenses for forwarding solicitation materials to shareholders and obtaining their votes.

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The following table shows the number of shares of our common stock beneficially owned by (a) each of our directors; (b) each named executive officer; (c) all directors and executive officers as a group; and (d) each person or group known by us to own more than five percent of the outstanding shares of our common stock. The information is stated as of December 31, 2009. Unless otherwise noted, the beneficial owners exercise sole voting and/or dispositive power over their shares.

Name	Common Stock (1)	Options		Percent of Class
		Exercisable	Within 60 Days	
Steven A. Ellers	150,058	246,142		1.2%
William J. Federici	78,203	101,786		*
John R. Gailey III	30,321	54,882		*
Thomas W. Hofmann	3,673			*
L. Robert Johnson	21,091	19,200		*
Paula A. Johnson	4,327	10,300		*
Heino Lennartz	7,499	7,069		*
Donald E. Morel, Jr.	256,988	762,131		3.1%
Matthew T. Mullarkey	773	60,000		*
John P. Neafsey	31,364	6,400		*
John H. Weiland	4,327			*
Anthony Welters	7,253	28,200		*
Geoffrey F. Worden	11,851	23,700		*
Robert C. Young	11,327	16,268		*
Patrick J. Zenner	7,077	23,950		*
All directors and executive officers as a group (20)	819,413(2)	1,583,648		7.3%
Franklin Advisory Services, Inc. One Parker Plaza, Ninth Floor Fort Lee, NJ 07024	3,430,603(3)			