

PPG INDUSTRIES INC
Form DEF 14A
March 05, 2010
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

- 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

PPG Industries, Inc.

(Name of Registrant as Specified In Its Charter)

Edgar Filing: PPG INDUSTRIES INC - Form DEF 14A

(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)(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.

..

Edgar Filing: PPG INDUSTRIES INC - Form DEF 14A

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 5, 2010

Dear Shareholder:

You are cordially invited to attend the 2010 Annual Meeting of Shareholders of PPG Industries, Inc. to be held on Thursday, April 15, 2010, 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 and the nominees for election as directors.

Please note that again this year we are taking advantage of the Securities and Exchange Commission's rules that allow us to furnish our Proxy Statement and other proxy materials to our shareholders over the Internet. We believe that this e-proxy process expedites shareholders' receipt of proxy materials, lowers the costs of delivery and reduces the environmental impact of our Annual Meeting. The "General Matters" section of the Proxy Statement contains instructions on how you can receive a paper copy of the Proxy Statement and the 2009 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. We look forward to greeting personally those shareholders who will be able to 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 15, 2010

Dear Shareholder:

We will hold the 2010 Annual Meeting of Shareholders of PPG Industries, Inc. on Thursday, April 15, 2010, 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.

The purpose of the Annual Meeting is to consider and vote on the following matters:

1. The election of three directors;
2. The endorsement of Deloitte & Touche LLP as our independent registered public accounting firm for 2010;
3. A shareholder proposal requesting a report about our community environmental accountability; and
4. 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 19, 2010 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, 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 such Admission Card and bring it with you to the Annual 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.

Denise R. Cade

Assistant General Counsel and Secretary

Pittsburgh, Pennsylvania

March 5, 2010

Table of Contents

PPG INDUSTRIES, INC.

One PPG Place, Pittsburgh, Pennsylvania 15272

PROXY STATEMENT

Annual Meeting of Shareholders April 15, 2010

Table of Contents

	Page
<u>General Matters</u>	1
<u>When and where is the Annual Meeting?</u>	1
<u>Why am I receiving these proxy materials?</u>	1
<u>What is included in these materials?</u>	1
<u>Why did I receive a notice in the mail regarding the Internet availability of proxy materials this year instead of printed proxy materials?</u>	1
<u>How can I get electronic access to the proxy materials?</u>	1
<u>What am I voting on?</u>	2
<u>What are the Board's recommendations on how I should vote my shares?</u>	2
<u>What are my choices when voting?</u>	2
<u>How do I vote?</u>	2
<u>What vote is needed for the proposals to be adopted?</u>	3
<u>How will shares in employee benefit plans be voted?</u>	3
<u>Who will count and certify the votes?</u>	3
<u>What does it mean if I receive more than one set of proxy materials?</u>	3
<u>What happens if I do not give specific voting instructions?</u>	3
<u>How can I change or revoke my vote after I have voted?</u>	4
<u>How can I attend the Annual Meeting?</u>	4
<u>How do I obtain a copy of materials related to corporate governance?</u>	4
<u>Who is soliciting my vote and what are the solicitation expenses?</u>	4
<u>How can I submit a proposal for consideration at the 2011 annual meeting?</u>	5
<u>How can I recommend someone as a candidate for director?</u>	5
<u>Matters to be Considered at the Annual Meeting</u>	6
<u>Proposal 1: To elect three directors</u>	6
<u>Proposal 2: To endorse Deloitte & Touche LLP as our independent registered public accounting firm for 2010</u>	8
<u>Proposal 3: Shareholder proposal requesting a report about our community environmental accountability</u>	9
<u>Corporate Governance</u>	13
<u>Board Composition</u>	13
<u>Corporate Governance Guidelines</u>	13
<u>Director Independence</u>	13
<u>Director Experience</u>	14
<u>Board Leadership Structure and Risk Oversight</u>	15
<u>Review and Approval or Ratification of Transactions with Related Persons</u>	16
<u>Certain Relationships and Related Transactions</u>	16
<u>Board Meetings and Committees</u>	17
<u>Nominating and Governance Committee</u>	17
<u>Audit Committee</u>	18
<u>Audit Committee Report to Shareholders</u>	18
<u>Officers-Directors Compensation Committee</u>	19
<u>Officers-Directors Compensation Committee Report to Shareholders</u>	19
<u>Compensation Committee Interlocks and Insider Participation</u>	20
<u>Technology and Environment Committee</u>	20
<u>Shareholder Recommendations or Nominations for Director</u>	20
<u>Director Resignation Policy</u>	22

Table of Contents

	Page
<u>Codes of Ethics</u>	22
<u>Communications with the Board</u>	22
<u>Compensation of Directors</u>	23
<u>Overview</u>	23
<u>Directors Compensation Table</u>	24
<u>Annual Retainer</u>	25
<u>Additional Retainers for Committee Chairs</u>	25
<u>Insurance Coverage</u>	25
<u>Deferred Compensation</u>	25
<u>Charitable Awards Program</u>	26
<u>Stock Ownership</u>	26
<u>Compensation Discussion and Analysis</u>	27
<u>Compensation Philosophy and Objectives</u>	27
<u>Principal Components of Executive Compensation</u>	27
<u>Mix of Compensation Components</u>	27
<u>Evaluation of Compensation-Related Risk Taking</u>	27
<u>Annual Compensation Programs</u>	27
<u>Long-Term Incentive Compensation</u>	33
<u>Perquisites and Other Benefits</u>	37
<u>Deferred Compensation Opportunities</u>	37
<u>Retirement Plans</u>	38
<u>Change in Control Employment Agreements</u>	39
<u>Regulatory Considerations</u>	39
<u>Financial Restatement</u>	39
<u>Our Policies with Respect to the Granting of Equity Awards</u>	39
<u>PPG Stock Ownership Guidelines</u>	40
<u>Securities Trading Policy</u>	40
<u>Compensation of Executive Officers</u>	41
<u>Summary Compensation Table</u>	41
<u>All Other Compensation Table</u>	43
<u>Grants of Plan Based Awards</u>	44
<u>Outstanding Equity Awards at Fiscal Year-End</u>	46
<u>Option Exercises and Stock Vested</u>	48
<u>Pension Benefits</u>	48
<u>Pension Benefits Table</u>	48
<u>Defined Contribution Retirement Plans and Deferred Compensation Plan</u>	50
<u>Non-Qualified Deferred Compensation Table</u>	51
<u>Compensatory Arrangements with Certain Executive Officers</u>	52
<u>Potential Payments Upon Termination or Change in Control</u>	53
<u>Potential Payments and Benefits Upon Termination</u>	53
<u>Retirement Arrangement with William H. Hernandez</u>	54
<u>Potential Payments and Benefits Upon Termination Following, or in Connection with, a Change in Control of PPG</u>	55
<u>Equity Acceleration</u>	59
<u>Change in Control Accelerated Vesting of Outstanding Equity</u>	60
<u>Other Information</u>	60
<u>Beneficial Ownership Tables</u>	60
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	62
<u>Householding Information</u>	62
<u>Other Matters</u>	62

Table of Contents

GENERAL MATTERS

When and where is the Annual Meeting?

The Annual Meeting will be held on Thursday, April 15, 2010, 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 2010 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, BNY Mellon Shareowner Services, as of the close of business on February 19, 2010, 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 19, 2010, 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 Proposal 1 (the election of directors) or Proposal 3 (the shareholder proposal), 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 2010 Annual Meeting; and

n Our 2009 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 this year 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 such materials by providing access to these documents over the Internet. Accordingly, on or about March 5, 2010, 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.

During the voting process, shareholders can consent to access our future proxy materials via the Internet, which will lower our costs of delivery and will reduce the impact of our Annual Meeting on the environment. If you consent to access our future proxy materials via the Internet, you will receive

Table of Contents

information next year with instructions containing a link to view those proxy materials and a link to the proxy voting site. Your consent to access proxy materials via the Internet will remain in effect until you terminate it.

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

What am I voting on?

You are voting on three proposals. Details of each proposal are included in the next section entitled Matters to Be Considered at the Annual Meeting.

- n Proposal 1: To elect three directors, each for a term of three years: James G. Berges, Victoria F. Haynes and Martin H. Richenhagen;
- n Proposal 2: To endorse the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2010; and
- n Proposal 3: A shareholder proposal requesting a report about our community environmental accountability.

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

The Board recommends that you vote your shares as follows:

- n Proposal 1: **FOR** the election of three directors, each for a term of three years;
- n Proposal 2: **FOR** the endorsement of Deloitte & Touche LLP as our independent registered public accounting firm for 2010; and
- n Proposal 3: **AGAINST** the shareholder proposal requesting a report about our community environmental accountability.

What are my choices when voting?

- n 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.
- n Proposals 2 and 3: You may cast your vote in favor of or against each proposal, or you may elect to abstain from voting your shares. Abstentions will have the effect of a vote against the approval of these proposals.

How do I vote?

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

- n By Internet: Log onto the website indicated in the Notice of Internet Availability or on the proxy card or vote instruction form.

Edgar Filing: PPG INDUSTRIES INC - Form DEF 14A

n By telephone: Call the toll-free number shown on the proxy card or vote instruction form and follow the voice prompts.

n By mail: Mark your votes, sign and return the proxy card or vote instruction form in the postage-paid envelope provided.

n 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 14, 2010. 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.

Table of Contents

What vote is needed for the proposals to be adopted?

As of the record date, February 19, 2010, there were 166,219,187 shares of PPG common stock issued and outstanding. Each shareholder is entitled to one vote for each share of common stock held.

- n 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.

- n 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.

- n Proposals 2 and 3: More than one-half of the shares present either in person or by proxy and entitled to vote 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 endorsement of Deloitte & Touche LLP as our independent registered public accounting firm for 2010 (Proposal 2), but your broker, bank or nominee *will not* vote your

Table of Contents

shares at all with respect to the election of directors (Proposal 1) or the shareholder proposal (Proposal 3). 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 such 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 19, 2010, 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.

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 ask for 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

Table of Contents

reimburse such 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 2011 annual meeting?

To be considered for the 2011 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 2011 annual meeting unless it is received by our corporate secretary no later than November 4, 2010. 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 2011 annual meeting and who intends to present business for consideration at such 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 2011 annual meeting of shareholders is held on April 21, 2011, then the notice must be received by our corporate secretary on or before January 21, 2011.

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 Mr. David R. Whitwam, 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 2011 annual meeting, the recommendation must be received by our corporate secretary no later than January 21, 2011 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, please see Corporate Governance Shareholder Recommendations or Nominations for Director on pages 20 through 22.

Table of Contents

MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

Proposal 1: To elect three directors

Three directors are nominated for election to a class that will serve until the 2013 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 22 under Director Resignation Policy. The principal occupations of, and certain other information regarding, the nominees and our continuing directors, as of February 19, 2010, 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 14 through 15.

**THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE ELECTION
OF EACH OF THE THREE DIRECTOR NOMINEES.**

Nominees to Serve in a Class Whose Term Expires in 2013

JAMES G. BERGES, Partner, Clayton, Dubilier & Rice. Mr. Berges, 62, has been a Director of PPG since 2000. He became a partner in Clayton, Dubilier & Rice, 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. and Sally Beauty Holdings and a director of NCI Building Systems, Inc. and JohnsonDiversey, Inc. Mr. Berges served as a director of MKS Instruments, Inc. from 2002 to 2007.

VICTORIA F. HAYNES, President and Chief Executive Officer of RTI International. Dr. Haynes, 62, has been a Director of PPG since 2003. She has been 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. 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 Archer Daniels Midland Company, Nucor Corporation and Ziptronix, Inc.

MARTIN H. RICHENHAGEN, Chairman, President and Chief Executive Officer, AGCO Corporation. Mr. Richenhagen, 57, 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 2011

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, 51, 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, 58, 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 Stadlander Drug Company, Inc., a provider of disease-specific pharmaceutical care from 1998 until Stadlander was acquired in 1999. She is also a director of AstraZeneca plc., UnitedHealth Group Incorporated and Warner Music Group.

ROBERT MEHRABIAN, Chairman of the Board, President and Chief Executive Officer, Teledyne Technologies Inc. Dr. Mehrabian, 68, 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 provider of sophisticated electronic components, instruments and communication products, systems engineering solutions, aerospace engines and components and on-site gas and power generation 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 is also a director of The Bank of New York Mellon Corporation.

Continuing Directors Term Expires in 2012

CHARLES E. BUNCH, Chairman and Chief Executive Officer, PPG Industries, Inc. Mr. Bunch, 60, 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.

Table of Contents

ROBERT RIPP, Chairman of Lightpath Technologies. Mr. Ripp, 68, 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, Chairman of the Board of Marathon Oil Corporation and the former Chairman of the Board of United States Steel Corporation. Mr. Usher, 67, has been a Director of PPG since 1996. He was elected non-executive Chairman of Marathon Oil Corporation in 2001. Marathon is a global oil and natural gas production and refining company based in Houston, Texas. 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.

DAVID R. WHITWAM, Retired Chairman of the Board and Chief Executive Officer, Whirlpool Corporation. Mr. Whitwam, 68, 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.

Proposal 2: To endorse Deloitte & Touche LLP as our independent registered public accounting firm for 2010

The Audit Committee of the Board of Directors has appointed Deloitte & Touche LLP as our independent registered public accounting firm for 2010. Deloitte & Touche LLP has been regularly engaged by us to audit our annual financial statements and to perform audit-related and tax services. Representatives of Deloitte & Touche LLP are expected to be present at the Annual Meeting and, while they do not plan to make a statement (although they will have the opportunity if they desire to do so), they will be available to respond to appropriate questions from shareholders.

It is intended that the shares represented by each proxy will be voted, in the discretion of the proxies, **FOR** the endorsement. If the selection of Deloitte & Touche LLP is not endorsed, the Audit Committee will reconsider the appointment of the Company's independent registered public accounting firm. Even if the selection of Deloitte & Touche LLP is endorsed by our shareholders, the Audit Committee in its discretion could decide to terminate the engagement of Deloitte & Touche LLP and engage another firm if the committee determines such action to be necessary or desirable.

**THE BOARD RECOMMENDS THAT THE SHAREHOLDERS VOTE FOR THE
ENDORSEMENT OF DELOITTE & TOUCHE LLP AS OUR
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2010.**

Table of Contents**Service Fees Paid to the Independent Registered Public Accounting Firm**

During 2009 and 2008, we retained Deloitte & Touche LLP, the member firms of Deloitte Touche Tohmatsu, and their respective affiliates (collectively referred to as Deloitte & Touche), to provide services in the following categories and amounts:

	2009	2008
Audit fees ¹	\$ 7,144,662	\$ 8,468,752
Audit-related fees ²	120,163	159,591
Tax fees ³	880,032	1,190,724
All other fees	0	0
Total All Fees	\$ 8,144,857	\$ 9,819,067

¹ Fees related to the audit of the consolidated financial statements and internal control over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, comfort letters, statutory and regulatory audits, consents, quarterly reviews, and consultations concerning financial accounting and reporting standards arising during the audits. Fees were higher in 2008 primarily due to acquisition and divestiture activity.

² Fees related to employee benefit plan audits and agreed-upon procedures engagements.

³ Fees related to tax compliance, planning and advice.

The majority of services performed by Deloitte & Touche in 2009 were pre-approved in accordance with the Audit Committee pre-approval policy and procedures at its February 19, 2009 meeting. Additional services were approved during the year as needed, in accordance with this policy. In so doing, the committee determined that the provision of these services is compatible with maintaining the principal accountant's independence. In 2009, no services (which pursuant to Securities and Exchange Commission regulations were considered *de minimis*) were provided by Deloitte & Touche that were approved by the Audit Committee after such services were performed.

Audit Committee Pre-approval Policy

The pre-approval policy describes the permitted audit, audit-related, tax and other services that Deloitte & Touche may perform, and lists a range of fees for these services (referred to as the Service List). The service and fee ranges listed in the pre-approval policy are pre-approved by the Audit Committee. If a type of service to be provided by Deloitte & Touche is not included in the Service List, the committee must specifically pre-approve it. Similarly, any individual engagement not specifically included in the Service List that exceeds \$50,000 or is related to internal control must be pre-approved by the committee. Normally, pre-approval is provided at regularly scheduled meetings. However, the authority to pre-approve up to \$150,000 per engagement has been delegated to the Audit Committee chair to accommodate time sensitive service proposals. Any pre-approval decisions made by the chair must be communicated to the full committee at the next scheduled meeting.

Proposal 3: Shareholder proposal requesting a report about our community environmental accountability

Trillium Asset Management Corporation on behalf of Margot Cheel, holder of 2,300 shares of PPG common stock, and the Missionary Oblates of Mary Immaculate, holder of 1,025 shares of PPG common stock, have advised us that they intend to jointly present the shareholder proposal below for action at the Annual Meeting. The shareholder proposal and the supporting statement are presented exactly as received from the proponents in accordance with the rules of the Securities and Exchange Commission, and we disclaim any responsibility for their content.

Table of Contents

Shareholder Proposal

Community Accountability

2010 PPG Industries

RESOLVED: Shareholders request the Board of Directors to report to shareholders, within six months, on how the corporation ensures that it responsibly discloses its environmental impacts in all of the communities where it operates. The report should be prepared at reasonable cost; omit proprietary information; and go above and beyond existing legal obligations and legal compliance systems. The report should contain the following:

1. how the corporation makes available reports regarding its emissions and environmental impacts on land, water, and soil both within its permits and emergency emissions to members of the communities where it operates;
2. how the corporation integrates community environmental accountability into its current code of conduct and business practices; and
3. the extent to which the corporation's activities have negative health effects on individuals living in economically poor communities.

WHEREAS: PPG is a global supplier of coatings, chemicals, with over 140 facilities worldwide.

PPG is committed to operating in a manner that is protective of people and the environment and is focused on stewardship and conservation, which not only helps protect the environment, but also gives PPG a competitive advantage in the marketplace. (2008 Corporate Sustainability Report).

Yet, a recent analysis by Riskmetrics ranks PPG worst in sector for Toxics Release Inventory emissions normalized by U.S. sales.

A report by noted scientist Wilma Subra links PPG's Lake Charles facility's emissions to documented medical conditions afflicting residents of neighboring Mossville, LA. (Chemical and Industrial Sources of the Chemicals Associated with the Medical Symptoms and Health Conditions of Mossville Residents, 5/25/09.) PPG is named as a source for over 60% of the chemicals identified and associated with medical ailments, the highest correlation rate of the five industrial plants analyzed in the study.

PPG was named as one of the top 100 U.S. corporate air polluters in 2005, according to researchers at the University of Massachusetts. (<http://www.peri.umass.edu/ej>)

SUPPORTING STATEMENT: We believe that corporations have a moral responsibility to be accountable for their environmental impacts. No corporation can operate without the resources that local communities provide, but often these communities bear the brunt of corporate activities.

The proponents are also concerned about the effects of corporate activities on low-income areas and communities of color. Many communities bordering industrial facilities, including those owned by PPG, are majority African American. One study has found that industrial facilities operating in more heavily African-American counties seem to pose greater risk of accident and injury than those in counties with fewer African-Americans. (Environmental Justice: Frequency and Severity of U.S. Chemical Industry Accidents and the Socio-economic Status of Surrounding Communities, Journal of Epidemiology and Community Health, (2004)). We believe that all communities have a right to clean air, water, and soil.

Table of Contents

Stakeholder engagement is featured prominently in PPG's 2008 CR report, but no formal stakeholder engagement policy is in effect. The requested report would do much to assure shareholders and other stakeholders that the corporation takes seriously its ethical responsibilities to all of the communities that host its facilities.

Board of Directors Statement in Opposition to the Shareholder Proposal

The Board of Directors has carefully considered this shareholder proposal and believes that its adoption is unnecessary because PPG's existing environmental policies and practices already satisfy the intent of the proposal. The Board of Directors also believes that the implementation of the proposal would divert important resources from alternate uses that the Board of Directors and management deem to be in the best interests of PPG and our shareholders.

As PPG strives to continually enhance our environmental practices, open communication and cooperation with our stakeholders, including the communities in which PPG's 140 manufacturing facilities and equity affiliates operate, remains critical at all levels. PPG invites residents of the communities where we have operations to engage in dialogue about the ways that PPG can continue to be an employer and neighbor of choice. PPG also communicates with relevant government officials through managers at each local facility and through members of PPG's leadership team at other levels of the company, including PPG's senior management team. In addition to fostering dialogue with the local communities in which we have facilities, PPG seeks to reflect company interests and values by engaging these communities through our corporate foundation and a wide range of local giving and volunteer programs.

With the intent of ensuring PPG's long-term viability and success, our business decisions have been made with the best interests of people, profitability and the planet in mind. As part of our commitment to sustainable development, PPG issued a corporate sustainability report in 2008, which is publicly available at <http://corporateportal.ppg.com/ppg/csr/>. The report provides an account of PPG's economic, social and environmental performance in the areas that are most relevant to our business and stakeholders, including the communities in which PPG's facilities are located. The report also contains data on PPG's environmental and social performance and an overview of our progress and future objectives regarding sustainable development. Another example of PPG's commitment to sustainable development is our voluntary submission of annual reports to the Carbon Disclosure Project (the CDP), which are publicly available at <https://www.cdproject.net/en-US/Results/Pages/overview.aspx>. The CDP recognized PPG in 2008 as the No. 1 company in the chemicals and pharmaceuticals sector in its Carbon Disclosure Leadership Index, which assesses the quality and depth of a company's response to the annual CDP questionnaire.

We directly integrated into our Global Code of Ethics PPG's emphasis on environmental, health and safety performance and communication with local communities in which we operate. The Global Code of Ethics is available on the Corporate Governance section of our website in 14 languages at www.ppg.com/investor. Under the section of the Global Code of Ethics entitled Environmental Protection, we state:

PPG will market, distribute and manufacture products globally in a responsible manner that protects employees, neighbors, customers and the environment. To meet this objective, the PPG EHS [Environment, Health and Safety] Process, our management system, is integrated into each of our strategic business units. Our policy incorporates the elements of industry initiatives, such as Responsible Care® and Coatings Care®, that emphasize a commitment to continuous improvement and sustainability. An important component of this strategy is informing PPG people and community emergency responders about the nature of the materials used at our locations, including appropriate safety and preventive measures. The exact nature of such communications will vary with each facility and reflect its unique operating circumstances.

Table of Contents

The proposal calls for a level of specificity that would not be material to our shareholders. This is evidenced by the fact that the proposal specifically requests that the level of detail in the report be above and beyond existing legal obligations and legal compliance systems. In accordance with applicable laws and regulations, PPG already includes material and other information about the environmental impact of our operations in our public filings with the Securities and Exchange Commission, which are available at www.sec.gov, and our public filings with other applicable federal, state and local agencies, including the Environmental Protection Agency, which are available at <http://www.epa.gov/triexplorer/>. The public availability of these filings largely would result in the report called for by the proposal being redundant. Also, requiring PPG to provide information at an even greater level of detail in a separate report would result in our shareholders receiving a report that necessarily would be overwhelmingly lengthy given the scope of the information that would be required for a large number of locations, while all information material to PPG on a consolidated basis or pertinent to PPG's operations on a local basis already appears in PPG's publicly available reports. Additionally, given the high level of complexity required by the report called for by the proposal, many shareholders likely would not have sufficient expertise in environmental matters to be in a position to make informed judgments on the basis of the requested information appearing in the separate report.

Further, due to the nature and geographic scope of our business, preparing such a detailed report in accordance with the proposal would be an onerous task, requiring analysis of the day-to-day management decisions, strategies and plans necessary for the operation of a large company with significant domestic and international operations in numerous locations, including an analysis of various decisions, strategies and plans formulated and implemented at the local level at PPG locations which, individually, are not material to PPG on a consolidated basis. Thus, the report called for by the proposal would be a collection of highly technical information that would not meaningfully enhance a shareholder's understanding of PPG's ordinary business operations. In addition, preparing a report in such detail necessarily would divert important resources from alternate uses that PPG's Board of Directors and management deem to be in the best interests of PPG and our shareholders.

THE BOARD RECOMMENDS THAT SHAREHOLDERS VOTE

AGAINST THIS SHAREHOLDER PROPOSAL, IF IT IS PROPERLY PRESENTED

AT THE ANNUAL MEETING.

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 ten 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 18, 2010, 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:

James G. Berges
Hugh Grant
Victoria F. Haynes
Michele J. Hooper
Robert Mehrabian

Martin H. Richenhagen
Robert Ripp
Thomas J. Usher
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 more than 140 manufacturing facilities and equity affiliates and operations in more than 60 countries:

- n 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.
- n 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.
- n 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.
- n 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.
- n 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.
- n 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.
- n 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.
- n Mr. Ripp has an extensive knowledge of the specialty materials manufacturing industry through his service as the Chairman of Lightpath Technologies, a manufacturer of optics and assemblies for multiple applications.

Edgar Filing: PPG INDUSTRIES INC - Form DEF 14A

- n Mr. Usher has been a leader in the global oil and gas and steel manufacturing industries. He has significant experience guiding companies through varying economic cycles.

Table of Contents

- n Mr. Whitwam has executive experience in a wide range of industries, including 17 years of service as the Chairman of the Board and Chief Executive Officer of Whirlpool Corporation. He also has significant sales and marketing experience.

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 nine 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. On a regular basis, the Company's officers who are responsible for monitoring and managing PPG's risks, including our Chairman and Chief Executive Officer, our Senior Vice President, Finance and Chief Financial Officer, our Senior Vice President and General Counsel, our Vice President and Controller and our internal auditor, make reports to the Audit Committee. 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 as the Board may deem appropriate. In addition, each of our Board committees considers the risks within its areas of responsibility. For example, our

Table of Contents

Technology and Environment Committee considers risks related to our environment, health, safety and product stewardship policies, programs and practices, our Audit Committee focuses on risks inherent in our accounting, financial reporting and internal controls and 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

In 2006, the Board and its Nominating and Governance Committee adopted written policies and procedures relating to approval or ratification of Related Person Transactions. 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, an immediate family member of a director or an entity in which a director is a partner, shareholder or executive officer;

- n The availability of other sources for comparable products or services;

- n The terms of the transaction; and

- n 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. If the transaction is ongoing, the committee will consider all options and may ratify, amend or terminate the Related Person Transaction. If the transaction has been completed, the committee will consider if rescission of the transaction is appropriate and whether disciplinary action is warranted. 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 \$10,000, 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; (iii) any immediate family member of any of the foregoing persons; or (iv) any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position, or in which such person has a 5% or greater beneficial ownership interest.

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. 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

Table of Contents

gross revenues for 2009 of each of the purchaser and the seller and all of such transactions were in the ordinary course of business. Some of such transactions are continuing, and it is anticipated that similar transactions will recur from time to time.

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

* Committee Chair.

During 2009, the Board held eight meetings, the Audit Committee held six meetings, the Nominating and Governance Committee and the Officers-Directors Compensation Committee each held three meetings and the Technology and Environment Committee held two meetings. The average attendance at meetings of the Board and committees during 2009 was 96%, 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 attended the 2009 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.

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.

Table of Contents

Audit Committee

The Audit Committee is comprised of four 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 financial statements and accounting and financial controls. The committee also appoints our independent registered public accounting firm, 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 three 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.

Audit Committee Report to Shareholders

The committee has oversight responsibility for our financial reporting process and the quality of our financial reporting, among other responsibilities. The committee operates under a written charter adopted by the Board of Directors. In connection with the December 31, 2009 financial statements, the committee:

- n Reviewed and discussed the audited financial statements with management;

- n Discussed with PPG's independent registered public accounting firm, Deloitte & Touche LLP, 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; and

- n Received the written independence disclosures and letter from Deloitte & Touche LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with Deloitte & Touche LLP their independence.

Based upon these reviews and discussions, the 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, 2009, for filing with the Securities and Exchange Commission.

The Audit Committee:

James G. Berges

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.

Table of Contents

Officers-Directors Compensation Committee

The Officers-Directors Compensation Committee is comprised of four 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 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 compensation 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 in the Annual Report on Form 10-K for the year ended December 31, 2009.

The Officers-Directors Compensation Committee:

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

Table of Contents

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 Committee Interlocks and Insider Participation

No member of the Officers-Directors Compensation Committee was at any time during 2009 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 2009.

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, environment, health and safety. 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 concerning existing and emerging technologies, and environment, health, safety and product stewardship issues, that can have a material impact on PPG; and review the status of our environment, health, safety and product stewardship 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 candidate, 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;
- n candidates for director should have a knowledge of the national and international operations of industrial businesses such as those of PPG with special emphasis, whenever possible, on the United States, Canada, Europe, Asia and Latin America;
- n candidates for director should be cognizant of PPG's societal responsibilities in conducting its operations;
- n 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;
- n 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
- n the Board will be comprised of a majority of independent directors.

Table of Contents

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

- n be representative of the broad scope of shareholder interests, without orientation to any particular constituencies;
- n challenge management, in a constructive way, to reach PPG's goals and objectives;
- n be sensitive to the cultural and geographical diversity of shareholders, associates, operations and interests;
- n 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;
- n include directors of varying ages, but whose overriding credentials reflect maturity, experience, insight and prominence in the community; and

n 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 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 such recommendation or nomination 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.

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:

- n 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
- n 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:

n

Edgar Filing: PPG INDUSTRIES INC - Form DEF 14A

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;

- n 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

Table of Contents

persons (naming such person or persons) pursuant to which the recommendation or nomination is to be made by the shareholder;

- n 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

- n 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), such 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 such 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 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 on the Corporate Governance section of our website at www.ppg.com/investor.

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 to 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 comparison group are used for review of the executive officer compensation program as well and are:

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

Company

Taking into consideration the size of PPG relative to this comparison group and advice from Frederic W. Cook & Co., Inc., the committee reports its recommendations to the Board for approval. A change to this group was made in 2009 and is described on page 28. 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****(2009)**

Name	Fees Earned or Paid in Cash (\$)¹					All Other Compensation (\$)⁴	Total (\$)
	Annual Retainer	Committee Chairperson Fees	Stock Awards (\$)²	Option Awards (\$)³			
J. G. Berges	\$ 100,000	\$ 0	\$ 100,020	\$ 0	\$ 10,000	\$ 210,020	
H. Grant	\$ 100,000	\$ 0	\$ 100,020	\$ 0	\$ 18,970	\$ 218,990	
V. F. Haynes	\$ 100,000	\$ 0	\$ 100,020	\$ 0	\$ 1,666	\$ 201,686	
M. J. Hooper	\$ 100,000	\$ 15,000	\$ 100,020	\$ 0	\$ 10,000	\$ 225,020	
R. Mehrabian	\$ 100,000	\$ 10,000	\$ 100,020	\$ 0	\$ 6,000	\$ 216,020	
M. H. Richenhagen	\$ 100,000	\$ 0	\$ 100,020	\$ 0		\$ 200,020	
R. Ripp	\$ 100,000	\$ 0	\$ 100,020	\$ 0	\$ 5,500	\$ 205,520	
T. J. Usher	\$ 100,000	\$ 10,000	\$ 100,020	\$ 0	\$ 10,000	\$ 220,020	
D. R. Whitwam	\$ 100,000	\$ 10,000	\$ 100,020	\$ 0	\$ 10,000	\$ 220,020	

¹ Fees include an annual cash retainer of \$100,000, plus an additional committee chair retainer. The chair of the Audit Committee receives an annual retainer of \$15,000, while the chairs of the other committees receive an annual retainer of \$10,000.

² In February 2009, each director received 2,934 time-based restricted stock units, or RSUs. The RSUs will vest on February 18, 2012. 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 \$34.09. The assumptions made in calculating the grant date fair values are set forth in Note 21 to our Financial Statements for the year ended December 31, 2009, which is located on pages 65 through 67 of our Annual Report on Form 10-K. As of December 31, 2009, each director had the following number of RSUs outstanding: J. G. Berges, 4,987; H. Grant, 4,987; V. F. Haynes, 4,987; M. J. Hooper, 4,987; R. Mehrabian, 4,987; M. H. Richenhagen, 4,112; R. Ripp, 4,987; T. J. Usher, 4,987; and D. R. Whitwam, 4,987.

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 2009. The fair market value of each stock option grant was \$17.09 in 2005. As of December 31, 2009, each director had the following number of option awards outstanding: J. G. Berges, 12,500; H. Grant, 0; V. F. Haynes, 5,000; M. J. Hooper, 15,000; R. Mehrabian, 10,000; M. H. Richenhagen, 0; R. Ripp, 5,000; T. J. Usher, 15,000; and D. R. Whitwam, 15,000.

⁴ Amounts in this column reflect donations made by the PPG Industries Foundation under our charitable awards program. For additional information regarding charitable awards, see Charitable Awards Program on page 26.

Table of Contents**Annual Retainer**

For 2009, 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.

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 2009, the additional annual retainer for service as a committee chair was:

Committee	Retainer Amount
Audit	\$ 15,000
Nominating and Governance	\$ 10,000
Officers-Directors Compensation	\$ 10,000
Technology and Environment	\$ 10,000

Insurance Coverage

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

- n 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 2009 was \$2,387; and
- n 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 2009 was \$17,593.

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 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

Table of Contents

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 subsequently be reimbursed 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 2009 was \$42,370.

In addition to the above program, all of our current directors are eligible to participate in the PPG Industries Foundation Matching Gift Program, which encourages charitable donations by our non-employee directors by matching his or her contributions to eligible institutions. Matching contributions of up to a total of \$10,000 per year may be made 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. Each non-employee director should own 5,000 shares of our stock within five years of his or her election to the Board. 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. Richenhagen 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

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: