

OWENS & MINOR INC/VA/  
Form 8-K  
December 21, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 21, 2009 (December 15, 2009)

**Owens & Minor, Inc.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction

of incorporation

**1-9810**  
(Commission

File Number)

**54-1701843**  
(IRS Employer

Identification No.)

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9120 Lockwood Blvd., Mechanicsville, Virginia  
(Address of principal executive offices)

23116  
(Zip Code)

Registrant's telephone number, including area code (804) 723-7000

**Not applicable**

(former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(e) Under the Owens & Minor, Inc. 2005 Stock Incentive Plan, the Compensation & Benefits Committee ( Committee ) of the Board of Directors of Owens & Minor, Inc. (the Company ) is responsible for designating participants to whom incentive awards are made for annual incentive payments and for determining any goals or objectives on which such incentive awards are based.

On December 15, 2009, the Board of Directors, upon the recommendation of the Committee, approved certain provisions of the 2010 Incentive Program which designates teammates of the Company eligible to participate in the program and specifies the financial and operational goals on which awards will be based. Under the 2010 Incentive Program, corporate officers and certain other teammates are eligible to participate in the program, provided the teammate is an active employee on December 31, 2010.

The target cash awards as a percentage of base salary for the senior corporate officers, including the named executive officers, are stated below:

Position	Target Cash Award As a % of Base Salary
President and CEO/ Executive Vice Presidents/ CFO/SVP General Counsel/ SVP Business Development/ SVP Human Resources	75%
Other SVPs	40%

The financial and operational objectives for the 2010 Incentive Program are based on the following criteria with the designated weights attached to them:

Performance Goal	Weight
Company Net Revenue	25%
Company Net Income	50%
Company Return on Assets	25%
Total	100%

If the 2010 calendar year performance criteria are met, incentive awards will be approved by the Committee and the Board of Directors in the first quarter of 2011. No incentive award will be made under the 2010 Incentive Program if 2010 net income is less than 2009 net income.

On December 15, 2009, the Board of Directors, upon the recommendation of the Committee, also approved the design of the equity awards intended to be made to the Company's executive officers in the first quarter of 2010. Half of these equity awards will consist of restricted stock with a three-year vesting period and half of the awards will consist of performance shares with a three-year vesting period and a performance metric based on achievement of a two-year operating earnings target.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**OWENS & MINOR, INC.**

Date: December 21, 2009

By: /s/ GRACE R. DEN HARTOG  
Name: **Grace R. den Hartog**  
Title: **Senior Vice President, General  
Counsel and Corporate Secretary**