

CINTAS CORP  
Form DEF 14A  
September 04, 2009

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

**SCHEDULE 14A**

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF  
THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**CINTAS CORPORATION**

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(Name of Registrant as Specified in Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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Total Fee Paid:

- o Fee paid previously with preliminary materials.
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    - (1) Amount Previously Paid:
    - (2) Form, Schedule or Registration Statement No.:
    - (3) Filing Party:
    - (4) Date Filed:
-

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6800 Cintas Boulevard  
Cincinnati, Ohio 45262

**NOTICE OF ANNUAL MEETING AND PROXY STATEMENT**

Dear Shareholder:

We invite you to attend our Annual Meeting of Shareholders on October 20, 2009, at 10:00 a.m. Eastern Daylight Time at Cintas' Headquarters, 6800 Cintas Boulevard, Cincinnati, Ohio.

This booklet includes notice of the meeting and the proxy statement. The proxy statement tells you more about the agenda and procedures for the meeting. It also describes how the Board operates and gives personal information about our director candidates.

Shareholders entitled to vote at this Annual Meeting are those of record as of the close of business on August 25, 2009. Please note that only shareholders of record or holders of valid proxies from such shareholders may attend or vote at the meeting. **Since seating will be limited, we ask shareholders to call 1-866-246-8277 to make a reservation for the meeting. When making your reservation, please give your full name, company name and address. If you do not make a reservation, you may not be provided entry into the meeting due to limited space.**

Upon arrival at the Annual Meeting, shareholders may be asked for a form of personal identification and proof of stock ownership. This can be in the form of a brokerage statement or proxy card. Based on this proof of ownership and the reservation system noted above, an admission ticket will be given to the shareholder at the meeting. No cameras, recording equipment, electronic devices, cellular telephones, large bags, briefcases or packages will be permitted in the meeting.

We are pleased to take advantage of U.S. Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of this proxy statement and our 2009 Annual Report. The Notice contains instructions on how to access and review those documents over the Internet. We believe that this process will allow us to provide our shareholders with the information they need in a timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

Whether or not you plan to attend the meeting, please complete and return your proxy card or vote by telephone or via the Internet by following the instructions on your proxy card.

Sincerely,

Richard T. Farmer  
Chairman of the Board

September 4, 2009



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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF CINTAS CORPORATION**

**Time:** 10:00 a.m., Eastern Daylight Time

**Date:** October 20, 2009

**Place:** Cintas Corporate Headquarters  
6800 Cintas Boulevard  
Cincinnati, Ohio

**Purpose:**

1. To elect as directors the ten nominees named in the attached proxy materials;
2. To ratify Ernst & Young LLP as our independent registered public accounting firm for fiscal 2010;
3. To vote on a shareholder proposal if properly presented; and
4. To conduct other business if properly raised.

Only shareholders of record on August 25, 2009, may attend or vote at the meeting. The approximate mailing date of the Notice is September 4, 2009.

**The vote of each shareholder is important. You can vote your shares by completing and returning the proxy card sent to you. Shareholders can also vote their shares over the Internet or by telephone by following the voting instructions on the proxy card.**

Thomas E. Frooman  
Vice President and Secretary    General Counsel

September 4, 2009

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Cintas makes available, free of charge on its website, all of its filings that are made electronically with the Securities and Exchange Commission ("SEC"), including Forms 10-K, 10-Q and 8-K. These filings are also available on the SEC's website ([www.sec.gov](http://www.sec.gov)). To access these filings, go to our website ([www.cintas.com](http://www.cintas.com)) and click on the "Financial Reports" tab at the right under the "Investors" page. Copies of Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2009, including financial statements and schedules thereto, filed with the SEC, are also available without charge to shareholders upon written request addressed to:

Thomas E. Frooman  
Vice President and Secretary    General Counsel  
6800 Cintas Boulevard  
P.O. Box 625737  
Cincinnati, Ohio 45262-5737

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**GENERAL INFORMATION**

***Who may vote***

Shareholders of Cintas, recorded in our stock register on August 25, 2009, may vote at the meeting. As of that date, Cintas had 153,976,594 shares of common stock outstanding. Each share is entitled to one vote on each matter submitted to the shareholders at the annual meeting.

***How to vote***

You may vote in person at the meeting or by proxy. You may also vote by Internet or telephone using one of the methods described in the proxy card. We recommend you vote by proxy, Internet or telephone even if you plan to attend the meeting. If you vote by Internet or telephone, please do not return the proxy card. If voting by mail, please complete, sign and date your proxy card enclosed with these proxy materials. If desired, you can change your vote at the meeting.

***How proxies work***

Cintas' Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some or none of our director nominees. You may also vote for or against the other proposals or abstain from voting.

All proxies properly signed will, unless a different choice is indicated, be voted "FOR" the election of all nominees proposed by the Nominating and Corporate Governance Committee, "FOR" the ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2010 and "AGAINST" the shareholder proposal if properly presented.

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name are covered by one card. If you hold shares through someone else, such as a stockbroker or bank, you may get material from them asking how you want to vote. Specifically, if your shares are held in the name of your stockbroker or bank and you wish to vote in person at the meeting, you should request your stockbroker or bank to issue you a proxy covering your shares.

If any other matters come before the meeting or any postponement or adjournment, each proxy will be voted in the discretion of the individuals named as proxies on the card.

***Revoking a proxy***

You may revoke your proxy at any time before the vote is taken by submitting a new proxy with a later date, by voting in person at the meeting or by notifying Cintas' Secretary in writing at the address under "Questions?" on page 35.

***Quorum***

In order to carry on the business of the meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person.

***Votes needed***

The ten nominees receiving the most votes will be elected as members of the Board of Directors subject to a resignation policy in our Bylaws that applies to any nominee who does not receive a majority of the votes cast. See "Election of Directors" on page 2. Approval of all other matters considered at the meeting, including postponement or adjournment, will require the affirmative vote of a majority of shares voting.

Only votes for or against a proposal count. Abstentions (including abstentions with respect to one or more nominees) and broker nonvotes count for quorum purposes, but not for voting purposes. Broker nonvotes occur when a broker returns a proxy, but does not have authority to vote on a particular proposal.

***Attending in person***

Only shareholders, their proxy holders and Cintas' guests, each of which must be properly registered as described in the notice herewith, may attend the meeting.

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**ELECTION OF DIRECTORS**  
**(Item 1 on the Proxy Card)**

The Nominating and Corporate Governance Committee of the Board of Directors has nominated for election the following current directors, namely: Gerald S. Adolph, Paul R. Carter, Gerald V. Dirvin, Richard T. Farmer, Scott D. Farmer, Joyce Hergenhan, James J. Johnson, Robert J. Kohlhepp, David C. Phillips and Ronald W. Tysoe. Proxies solicited by the Board will be voted for the election of these nominees. All directors elected at the Annual Meeting will be elected to hold office until the next annual meeting. In voting to elect directors, shareholders are not entitled to cumulate their votes.

In accordance with NASDAQ Stock Market, LLC ("NASDAQ") rules, our Board of Directors affirmatively determines the independence of each director and nominee for election as a director in accordance with the elements of independence set forth in the NASDAQ listing standards and Exchange Act rules. Cintas' Director Independence Standards are available on our website at [www.cintas.com](http://www.cintas.com). Based on these standards, the Board determined that each of the following nonemployee directors is independent: Gerald S. Adolph, Paul R. Carter, Gerald V. Dirvin, Joyce Hergenhan, James J. Johnson, David C. Phillips and Ronald W. Tysoe. Our Audit, Compensation and Nominating and Corporate Governance Committees are composed solely of independent directors. All directors are elected for one-year terms. Information on each of our nominees is given below.

An uncontested election is one in which the number of nominees does not exceed the number of directors to be elected. In an uncontested election, any nominee who does not receive a majority of the shares cast shall promptly offer his or her resignation to the Board. The Nominating and Corporate Governance Committee will take the matter under advisement and make a recommendation to the Board on whether to accept or reject the resignation or whether other action should be taken. The Board has 90 days following certification of the shareholder vote to consider the offer of resignation. Within such 90 day period, the Board will promptly disclose publicly its decision whether to accept the director's resignation offer.

If a director nominee becomes unavailable before the election, your proxy card authorizes us to vote for a replacement nominee if the Board names one.

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**The Board recommends you vote FOR each of the following candidates:**

Gerald S. Adolph<sup>3 & 4</sup>  
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Gerald S. Adolph was elected a Director of Cintas in 2006. Mr. Adolph is currently a Senior Vice President with Booz & Company. Mr. Adolph has held numerous leadership positions at Booz & Company, including Worldwide Chemicals Practice Leader, Worldwide Consumer and Health Practice Leader and Global Mergers and Restructuring Practice Leader. He has also served on the Booz & Company Board of Directors.

Paul R. Carter<sup>2 & 4</sup>  
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Paul R. Carter was elected a Director of Cintas in 2002 and is the Chairman of the Audit Committee. Mr. Carter formerly was a Director of Wal-Mart Stores, Inc. and its Chief Financial Officer. He retired as Executive Vice President of Wal-Mart Stores, Inc. and President of Wal-Mart's real estate division effective January 31, 2003.



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|   |   |
|---|---|
| Gerald V. Dirvin <sup>3 &amp; 4</sup><br>72     | Gerald V. Dirvin was elected a Director of Cintas in 1993 and is the Chairman of the Compensation Committee. Mr. Dirvin joined The Procter & Gamble Company in 1959 and served in various management positions. He retired as Executive Vice President and Director of Procter & Gamble in 1994.  |
| Richard T. Farmer<br>74                         | Richard T. Farmer is the founder of Cintas Corporation. He has served as Chairman of the Board of Cintas Corporation and its predecessor companies since 1968. Prior to the founding of Cintas, Mr. Farmer worked with his family owned company, which Cintas acquired in the early 1970s. Prior to August 1, 1995, Mr. Farmer also served as Chief Executive Officer.  |
| Scott D. Farmer <sup>1</sup><br>50              | Scott D. Farmer joined Cintas in 1981. He has held the positions of Vice President National Account Division, Vice President Marketing and Merchandising, Rental Division Group Vice President and Chief Operating Officer. In 1994, he was elected to the Board of Directors. He was elected Chief Executive Officer in July 2003.   |
| Joyce Hergenhan <sup>3 &amp; 4</sup><br>67      | Joyce Hergenhan was elected a Director of Cintas in 2004. Ms. Hergenhan was with the General Electric Company for 22 years, serving as both Vice President for Corporate Public Relations and President of the GE Foundation until her retirement in early 2004.  |
| James J. Johnson <sup>4</sup><br>62             | James J. Johnson was appointed a Director of Cintas in 2009. Mr. Johnson was with the Procter & Gamble Company for 35 years, retiring in June 2008 as Chief Legal Officer. He is also a Director of the Medical Center Fund of Cincinnati.  |
| Robert J. Kohlhepp <sup>1</sup><br>65           | Robert J. Kohlhepp has been a Director of Cintas since 1979. He has been employed by Cintas since 1967 serving in various executive capacities including Vice President Finance, Executive Vice President, President and Chief Executive Officer. He now serves as Vice Chairman of the Board. He is also a Director of Parker Hannifin Corporation, Cleveland, Ohio.   |
| David C. Phillips <sup>1, 2 &amp; 4</sup><br>71 | David C. Phillips was elected a Director of Cintas in 2003. He was designated as Lead Director of the Cintas Board of Directors and is Chairman of the Executive Committee and the Nominating and Corporate Governance Committee. He was with Arthur Andersen LLP for 32 years in which he served in several managing partner leadership positions. After retiring from Arthur Andersen in 1994, he became Chief Executive Officer of Downtown Cincinnati, Inc., from which he retired in 1999 to expand his financial consulting services business and to work with Cincinnati Works, Inc. Cincinnati Works, Inc. is an organization dedicated to reducing the number of people living below the poverty level by assisting them to strive towards self-sufficiency through work. He is also a Director of Meridian Bioscience, Inc. |

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Ronald W. Tysoe<sup>2 & 4</sup>  
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Ronald W. Tysoe was elected a Director of Cintas in 2008. Mr. Tysoe served as Senior Advisor of Perella Weinberg Partners LP from October 2006 to September 2007. He served as Vice Chairman of Federated Department Stores, Inc. from April 1990 to October 2006. Mr. Tysoe is also a Director of Canadian Imperial Bank of Commerce, Scripps Networks Interactive, Inc., NRDC Acquisition Corp., Pzena Investment Management, Inc., and Taubman Centers Inc.

Richard T. Farmer is the father of Scott D. Farmer.

1 Member of the Executive Committee of the Board of Directors.

2 Member of the Audit Committee of the Board of Directors.

3 Member of the Compensation Committee of the Board of Directors.

4 Member of the Nominating and Corporate Governance Committee of the Board of Directors.

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**CORPORATE GOVERNANCE**

Cintas is a Washington corporation and, therefore, governed by the corporate laws of Washington. Since its stock is publicly traded on the NASDAQ Global Select Market and it files reports with the Securities and Exchange Commission, it is also subject to the rules of NASDAQ as well as various provisions of federal securities laws and the Sarbanes-Oxley Act of 2002 ("SOX").

Governance of the corporation is placed in the hands of the directors who, in turn, elect officers to manage the business operations. The Board of Directors oversees the management of Cintas on your behalf. It reviews Cintas' long-term strategic plans and exercises direct decision making authority in all major decisions, such as significant acquisitions and the declaration of dividends. The Board also reviews financial and internal controls and management succession plans.

During fiscal 2009, the Board of Directors met on seven occasions (three of which were telephonic). In addition, the independent directors met on four occasions during fiscal 2009 without the presence of management directors. A lead director selected by such independent directors presides over each session.

Cintas expects all directors to attend all Board and shareholder meetings. All directors attended the 2008 Annual Meeting of Shareholders. Each of Cintas' directors attended all meetings of the Board and committees of which they were a member.

Shareholders may communicate with the full Board or individual directors on matters concerning Cintas by mail or through our website, in each case to the attention of the Secretary.

At its meeting on April 28, 2004, the Board reviewed, approved and adopted the Cintas Code of Ethics. A copy of the Cintas Code of Ethics is available on our website, [www.cintas.com](http://www.cintas.com). Cintas intends to post on its website within four business days after approval any amendments or waivers to the Code of Ethics.

The Directors have organized themselves into the committees described below to help carry out Board responsibilities. In particular, Board committees work on key issues in greater detail than would be possible at full Board meetings. Each committee reviews the results of its meetings with the full Board.

The Executive Committee is composed of David C. Phillips (Chairman), Scott D. Farmer and Robert J. Kohlhepp. It acts for the Board as required between Board meetings. This Committee had no meetings in fiscal 2009.

Each of the following committees is composed of nonemployee directors each of whom meets the relevant independence requirements established by NASDAQ and SOX that apply to their particular assignments.

**Nominating and Corporate Governance Committee**

The Nominating and Corporate Governance Committee is responsible for nominating persons for election as directors at each annual shareholders' meeting, making recommendations for filling any Board vacancies that may arise between meetings due to resignation or other factors and developing and recommending to the Board corporate governance policies and guidelines for Cintas. In nominating directors, the Nominating and Corporate Governance Committee takes into account, among other factors which it may deem appropriate, the judgment, skill, diversity, business experience and needs of the Board as its function relates to the business of Cintas. The Nominating and Corporate Governance Committee will consider nominees recommended by security holders in written correspondence directed to the Secretary of Cintas. However, in no event shall any nomination made by a shareholder be binding on Cintas unless it is made in strict accordance with Cintas' Bylaws as they may be amended from time to time. A copy of the

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Nominating and Corporate Governance Committee Charter is available on our website, [www.cintas.com](http://www.cintas.com).

Committee members: David C. Phillips (Chairman), Gerald S. Adolph, Paul R. Carter, Gerald V. Dirvin, Joyce Hergenhan, James J. Johnson and Ronald W. Tysoe.

Meetings last year: Four (Two of which were telephonic meetings).

**Audit Committee**

The Audit Committee is governed by a written charter adopted by the Board. A copy of the Audit Committee Charter is attached to the proxy statement for Cintas' 2006 Annual Shareholders' Meeting and is also available on our website, [www.cintas.com](http://www.cintas.com). Each member of the Audit Committee has been designated as an Audit Committee financial expert by the Board of Directors and satisfies the expertise standards required by NASDAQ.

The Audit Committee is solely responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. The Audit Committee also evaluates information received from the independent registered public accounting firm and management to determine whether the registered public accounting firm is independent of management. The independent registered public accounting firm reports directly to the Audit Committee.

The Audit Committee has established procedures for the receipt, retention and treatment of complaints received by Cintas concerning accounting, internal accounting controls or auditing matters and has established procedures for the confidential and anonymous submission by employees of any concerns they may have regarding questionable accounting, auditing or financial matters.

The Audit Committee approves all audit and nonaudit services performed for Cintas by its independent registered public accounting firm prior to the time that those services are commenced. The Chairman also has the authority to approve these services between regularly scheduled meetings. In this event, the Chairman reports approvals made by him to the full Committee at each of its meetings. For these purposes, the Committee, or its Chairman, is provided with information as to the nature, extent and purpose of each proposed service, as well as the approximate time frame and proposed cost arrangements for that service.

Committee members: Paul R. Carter (Chairman), David C. Phillips and Ronald W. Tysoe

Meetings last year: Ten (Seven of which were telephonic meetings).

**AUDIT COMMITTEE REPORT**

The Audit Committee oversees Cintas' financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. As part of the oversight processes, the Audit Committee regularly meets with management of Cintas, Cintas' independent registered public accounting firm and Cintas' internal auditors. The Audit Committee regularly meets with each of these groups separately in closed sessions. Throughout the year, the Audit Committee had full access to management, the independent registered public accounting firm and internal auditors for Cintas. To fulfill its responsibilities, the Audit Committee did, among other things, the following:

- (a) reviewed and discussed Cintas' audited financial statements for fiscal 2009 with Cintas' management and the independent registered public accounting firm, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements;

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- (b) reviewed the quarterly earnings releases and Form 10-K and Form 10-Q filings prior to release;
- (c) reviewed management's representations that the audited financial statements were prepared in accordance with generally accepted accounting principles and fairly present the results of operations and financial position of Cintas;
- (d) reviewed and discussed with the independent registered public accounting firm the matters required by Statement on Auditing Standards 61, as amended (AICPA, Professional Standards, Vol. 1 AU Section 380), as adopted by the Public Company Accounting Oversight Board ("PCAOB") in Rule 3200T; and SEC rules, including matters related to the conduct of the audit of Cintas' financial statements;
- (e) discussed with the independent registered public accounting firm the firm's independence from management and Cintas including the matters in the written disclosures and letter received from the independent registered public accounting firm as required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*;
- (f) based on the discussions with management and the independent registered public accounting firm, the independent registered public accounting firm's disclosures to the Audit Committee, the representations of management and the report of the independent registered public accounting firm, recommended to the Board, which adopted the recommendation, that Cintas' audited annual financial statements be included in Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2009, for filing with the Securities and Exchange Commission;
- (g) reviewed all audit and nonaudit services performed for Cintas by the independent registered public accounting firm for the fiscal year ended May 31, 2009, and determined that its provision of nonaudit services was compatible with maintaining its independence from Cintas;
- (h) consulted with counsel regarding SOX, NASDAQ's corporate governance listing standards and the corporate governance environment in general and considered any additional requirements placed on the Audit Committee as well as additional procedures or matters the Audit Committee should consider;
- (i) reviewed and monitored the progress and results of the testing of internal controls over financial reporting pursuant to Section 404 of SOX, reviewed a report from management and internal audit regarding the design, operation and effectiveness of internal controls over financial reporting and reviewed an attestation report from the independent registered public accounting firm regarding the effectiveness of internal controls over financial reporting; and
- (j) examined the Audit Committee Charter to determine compliance by Cintas and the Committee with its provisions and to determine whether any revisions to the Charter were advisable. No significant changes were made.

RESPECTFULLY SUBMITTED BY THE MEMBERS OF THE AUDIT COMMITTEE, Paul R. Carter (Chairman), David C. Phillips and Ronald W. Tysoe

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The Audit Committee appointed Ernst & Young LLP as the independent registered public accounting firm to audit the financial statements of Cintas' fiscal 2009.

Fees billed for services in fiscal 2009 and fiscal 2008 are as follows:

|                                   | <b>Fiscal 2009</b> | <b>Fiscal 2008</b> |
|-----------------------------------|--------------------|--------------------|
| Audit Fees                        | \$ 790,145         | \$ 773,250         |
| Audit Related Fees <sup>(1)</sup> | \$ 143,873         | \$ 186,098         |
| Tax Fees                          | \$ 351,377         | \$ 286,941         |
| All Other Fees                    | \$ 0               | \$ 0               |

(1) Audit related fees include review of SEC registration statements, benefit plan audits and consultation on accounting standards or transactions. The fiscal 2008 audit related fees included \$72,000 related to a debt offering that was not repeated in fiscal 2009.

**Compensation Committee**

The Compensation Committee is governed by a written charter adopted by the Board. A copy of the Compensation Committee Charter is available on our website, [www.cintas.com](http://www.cintas.com). In discharging the responsibilities of the Board of Directors relating to compensation of Cintas' Chief Executive Officer and other senior executive officers, the purposes of the Compensation Committee are, among others, (i) to review and approve the compensation of Cintas' Chief Executive Officer and other senior executive officers, (ii) to oversee the compensation policies and programs of Cintas, including adopting, administering and approving Cintas' incentive compensation and stock plans and awards and amendments to the plans or awards and performing such duties and responsibilities under the terms of any executive compensation plan, incentive-compensation plan or equity-based plan and (iii) to oversee management succession planning. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate in its sole discretion. The Committee believes it reviewed the necessary resources available to survey the compensation practices of Cintas' peers and keep abreast of compensation developments in the marketplace. As a result, while the Compensation Committee has in the past considered and expects to consider in the future the use of outside consultants in assisting with recommending the amount or form of executive or director compensation, neither Cintas nor the Committee engaged any outside compensation consultants for the fiscal year ending May 31, 2009.

Cintas' executive compensation policies are designed to support the corporate objective of maximizing the long-term value of Cintas for its shareholders and employee-partners. To achieve this objective, the Committee believes it is important to provide competitive levels of compensation to attract and retain the most qualified employees, to recognize individuals who exceed expectations and to closely link executive compensation with corporate performance. The methods by which the Committee believes Cintas' long-term objectives can best be achieved are through incentive and equity compensation plans.

The Compensation Committee processes and procedures for the consideration and determination of executive and director compensation are discussed in the section entitled "Executive Compensation".

Committee members: Gerald V. Dirvin (Chairman), Gerald S. Adolph and Joyce Hergenhan.

Meetings last year: Two

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**Compensation Committee Interlocks and Insider Participation**

None of the members of the Compensation Committee has ever been an officer or employee of Cintas. None of the members of the Compensation Committee is an executive officer of another entity at which one of our executive officers serves on the Board of Directors. No named executive officer of Cintas serves as a director or as a member of a committee of any company of which any of Cintas' nonemployee directors are executive officers.

Mr. Adolph is Senior Vice President of Booz & Company. Booz & Company engages Cintas primarily for first aid, safety and fire protection services. Booz & Company paid Cintas fees of \$504,905 for services provided during the fiscal year ending May 31, 2009. Mr. Adolph does not receive any direct compensation from services provided by Cintas to Booz & Company.

**COMPENSATION COMMITTEE REPORT**

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on the review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in Cintas' Proxy Statement on Schedule 14A.

Committee Members: Gerald V. Dirvin (Chairman), Gerald S. Adolph and Joyce Hergenhan.

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**EXECUTIVE COMPENSATION**

**Compensation Discussion and Analysis**

This section discusses and analyzes the compensation awarded to, earned by, or paid to the executive officers set forth in the Summary Compensation Table of this proxy statement (collectively, the named executive officers). It also discusses the principles underlying our policies and decisions.

**Overview of Compensation Program**

The Compensation Committee oversees the compensation programs of Cintas, with particular attention to the compensation for its Chief Executive Officer and the other named executive officers. It is the responsibility of the Committee to review and approve or, as the case may be, recommend to the Board of Directors for approval, changes to Cintas' compensation policies and benefits programs, to administer Cintas' stock plans including recommending and approving stock-based awards to named executive officers, and to otherwise ensure that Cintas' compensation philosophy is consistent with the best interests of Cintas and its shareholders and is properly implemented and monitored. Generally, the types of compensation and benefits provided to the named executive officers are similar to those provided to other executives.

The day-to-day administration of savings plans, profit sharing plans, stock plans, health, welfare and paid-time-off plans and policies applicable to salaried employees in general are handled by Cintas' human resources, finance and legal department employees. The responsibility for certain fundamental changes outside the day-to-day requirements necessary to maintain these plans and policies belongs to the Committee.

Cintas has no policy regarding share ownership by the named executive officers. Cintas strongly encourages the named executive officers to retain shares acquired through the long-term equity incentive program.

**Compensation Objectives**

The primary focus of our executive compensation program is to support the corporate objective of maximizing the long-term value for our shareholders and employee-partners. We also strive to provide a competitive level of total compensation to all of our employee-partners, including the named executive officers, that attracts and retains talented and experienced individuals and that motivates them to contribute to Cintas' short-term and long-term success.

Our incentive compensation program is designed to reward both individual and team performance, measured by overall Cintas results and the attainment of individual goals and productivity. The Executive Incentive Plan for fiscal 2009 applies to all named executive officers. The incentive compensation arrangement for our Chief Executive Officer, Mr. Scott D. Farmer, was based on growth in earnings per share (EPS), growth in sales and other performance goals outlined by the Committee. The incentive compensation arrangement for our President and Chief Operating Officer, Mr. J. Phillip Holloman, was based on growth in sales and operating income for operations within his responsibility and the accomplishment of certain individual goals. The incentive compensation arrangements for our Senior Vice President and Chief Financial Officer, William C. Gale, our Vice President and Secretary General Counsel, Mr. Thomas E. Frooman and our Vice President and Treasurer, Mr. Michael L. Thompson were based on growth in EPS and the accomplishment of certain individual goals.

**Role of Executive Officers in Compensation Decisions**

The Compensation Committee determines the compensation for the named executive officers based on recommendations made by management as discussed below. Annually, the Committee



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performs a market analysis of executive compensation plans. The analysis looks at companies in Cintas' industry as well as companies that we consider to be Cintas' peer group (G&K Services, Unifirst Corporation, Aramark Corporation, The ServiceMaster Corporation, Iron Mountain Incorporated, Convergys Corporation, Robert Half International Inc., Paychex, Inc., Walgreen Co. and Fifth Third Bancorp). The Committee benchmarks base salary, annual cash incentives, long-term compensation and other compensation. Our analysis shows that our named executive officers receive total compensation less than the total compensation of respective named executive officers of the majority of the companies in the peer group identified above.

Based on the market analysis and individual performance, the Vice Chairman of the Board of Directors makes a recommendation to the Committee on the Chief Executive Officer's base salary and annual cash incentive target for the upcoming fiscal year. The Chief Executive Officer makes a recommendation to the Committee for the base salaries and annual cash incentive targets for the upcoming fiscal year for the Senior Vice President and Chief Financial Officer, the Vice President and Secretary General Counsel and the President and Chief Operating Officer. The Senior Vice President and Chief Financial Officer makes a recommendation to the Committee on the Vice President and Treasurer's base salary and annual cash incentive target for the upcoming fiscal year.

**Elements Used to Achieve Compensation Components**

The table below summarizes the fiscal 2009 compensation program elements for our named executive officers:

| <b>Element</b>                               | <b>Form of Compensation</b>  | <b>Purpose</b>  |
|--|--|---|
| <i>Base Salaries</i>                         | Cash   | Provides competitive, fixed compensation to attract and retain exceptional executive talent.  |
| <i>Annual Cash Incentives</i>                | Cash   | Provides a variable financial incentive to achieve corporate and individual operating goals.  |
| <i>Long-Term Equity Incentives</i>           | Non-qualified stock options and restricted stock   | Encourages named executive officers to build and maintain a long-term equity ownership position in Cintas so that their interests are aligned with our shareholders.            |
| <i>Health, Retirement and Other Benefits</i> | Eligibility to participate in benefit plans generally available to our employee-partners, including Partners' Plan contributions, health, life insurance and disability plans; deferred compensation plan; and certain perquisites | Benefit plans are part of a broad-based employee benefits program. The deferred compensation plan and perquisites provide competitive benefits to our named executive officers. |

We believe that each element of our compensation program plays a substantial role in maximizing long-term value for our shareholders and employee-partners because of the significant emphasis on pay-for-performance principles. Generally, approximately 50% of a named executive officer's total compensation is based on Cintas results and the attainment of individual goals. As a result, performance has a significant effect on the amount of compensation realized by the named executive officers.

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Each of these elements of pay is described in more detail below.

**Base Salaries**

The Compensation Committee annually reviews the base salaries of our named executive officers. The Committee also reviews a named executive officer's base salary whenever there is a change in that named executive officer's job responsibilities.

The factors that influence base salary decisions are levels of responsibility, potential for future responsibility, salary levels offered by comparably sized companies and overall performance of the individual. Taking these factors into account, following are the fiscal 2009 base salaries that were approved by the Committee for our named executive officers:

| <b>Officer</b>      | <b>Fiscal 2009<br/>Base Salary</b> | <b>% increase/(decrease)<br/>over the prior year</b> |
|---------------------|------------------------------------|--|
| Scott D. Farmer     | \$ 725,000                         | 3.6%   |
| William C. Gale     | \$ 442,000                         | 3.4%   |
| Thomas E. Frooman   | \$ 407,500                         | 3.5%   |
| J. Phillip Holloman | \$ 530,000                         | 30.8%  |
| Michael L. Thompson | \$ 310,000                         | 8.4%   |

The 30.8% increase over the prior year for Mr. Holloman reflects a full year of compensation as President and Chief Operating Officer in fiscal 2009 compared to only four months in fiscal 2008. Mr. Holloman's annualized base salary in his current position increased \$30,000 (6.0%) from fiscal 2008 to fiscal 2009.

**Annual Cash Incentives**

The Compensation Committee strongly believes that variable annual cash incentives provide a direct financial incentive to achieve corporate and individual operating goals. At the beginning of each fiscal year, the Committee establishes an annual cash incentive target for each named executive officer based on certain financial and non-financial goals.

For fiscal 2009, the Committee approved a total compensation plan for Mr. S. D. Farmer. The aggregate amount of Mr. S. D. Farmer's annual cash incentive for fiscal 2009 is comprised of the financial objectives of growth of fiscal 2009 EPS and fiscal 2009 sales and certain corporate non-financial goals. The percentage of the target annual cash incentive related to the growth of fiscal 2009 EPS, the growth of fiscal 2009 sales and the non-financial goals relating to employee diversity, global expansion and safety are 43%, 43% and 14%, respectively. The Executive Incentive Plan provided that if Cintas met the targeted growth in EPS and sales and the other non-financial goals, Mr. S. D. Farmer would receive a target annual cash incentive of \$420,000. Based upon the overall achievement of these objectives, Mr. S. D. Farmer could earn 0% up to a maximum of 200% of the target annual cash incentive.

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The annual cash incentive payout percentage multiplier for each component of Mr. S. D. Farmer's target annual cash incentive is provided in the following tables:

| <b>EPS Component Level of Achievement</b> | <b>EPS Goals</b> | <b>Annual Cash Incentive Payout</b> |
|---|------------------|-------------------------------------|
| Below Threshold                           | <\$2.24          | 0%                                  |
| Threshold                                 | \$2.24           | 11%                                 |
| Target                                    | \$2.32           | 100%                                |
| Maximum                                   | \$2.41           | 200%                                |

| <b>Sales Growth Component Level of Achievement</b> | <b>Sales Growth Goals (% growth over fiscal 2008)</b> | <b>Annual Cash Incentive Payout</b> |
|--|---|-------------------------------------|
| Below Threshold                                    | 4% or below   | 0%                                  |
| Threshold  | 5%  | 25%                                 |
| Target   | 8%  | 100%                                |
| Maximum  | 12%   | 200%                                |

The EPS and sales growth goals were established in light of the operating plans for Cintas for fiscal 2009.

| <b>Employee Diversity, Global Expansion and Safety Component Level of Achievement</b> | <b>Annual Cash Incentive Payout</b> |
|---|-------------------------------------|
| Does Not Meet Goals   | 0%                                  |
| Meets Most Goals  | 50%                                 |
| Meets Goals   | 100%                                |
| Exceeds Goals   | 150%                                |
| Outstanding Achievement   | 200%                                |

Under the Executive Incentive Plan, annual cash incentive calculations for achievement of financial goals are based on actual results, subject to adjustment at the discretion of the Compensation Committee to exclude items that are not operational, such as accounting principle changes or revenue from an acquisition that was not in the business plan.

The Grants of Plan-Based Awards for Fiscal 2009 table outlines estimated future payouts under non-equity incentive plan awards. Based on Cintas' EPS and sales growth for fiscal 2009, Mr. S. D. Farmer did not receive a bonus for these components. Mr. S. D. Farmer received \$120,000 based on the performance of the non-financial goals outlined above. Mr. S. D. Farmer's total fiscal 2009 annual cash incentive award was \$120,000.

For fiscal 2009, the Committee approved a total compensation plan for Mr. Holloman. Mr. Holloman's financial objectives are based on operations within his responsibility. The aggregate amount of Mr. Holloman's annual cash incentive for fiscal 2009 is comprised of the financial objectives of growth of fiscal 2009 sales and operating income and the accomplishment of certain individual non-financial goals. The percentage of the target annual cash incentive related to the

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growth of fiscal 2009 sales, the growth of fiscal 2009 operating income and the non-financial goals are 38%, 38% and 24%, respectively. The Executive Incentive Plan provided that if Cintas met the targeted growth in sales and operating income and the other non-financial goals, Mr. Holloman would receive a target annual cash incentive of \$212,000. Based upon the overall achievement of these objectives, Mr. Holloman could earn 0% up to a maximum of 200% of the target annual cash incentive.

The annual cash incentive payout percentage multiplier for each financial component of Mr. Holloman's target annual cash incentive is provided in the following tables:

| <b>Sales Growth Component Level of Achievement</b> | <b>Sales Growth Goals (% growth over fiscal 2008)</b> | <b>Annual Cash Incentive Payout</b> |
|--|---|-------------------------------------|
| Below Threshold                                    | <2.36%  | 0%                                  |
| Threshold  | 2.36%   | 50%                                 |
| Target   | 4.45%   | 100%                                |
| Maximum  | 9.68%   | 200%                                |

| <b>Operating Income Growth Component Level of Achievement</b> | <b>Operating Income Growth Goals (% growth over fiscal 2008)</b> | <b>Annual Cash Incentive Payout</b> |
|---|--|-------------------------------------|
| Below Threshold   | <9.00%   | 0%                                  |
| Threshold   | 9.00%  | 25%                                 |
| Target  | 12.40%   | 100%                                |
| Maximum   | 18.00%   | 200%                                |

The sales and operating income growth goals were established in light of the operating plans for operations within Mr. Holloman's responsibility for fiscal 2009.

| <b>Individual Performance Component Level of Achievement</b> | <b>Annual Cash Incentive Payout</b> |
|--|-------------------------------------|
| Does Not Meet Goals  | 0%                                  |
| Meets Most Goals   | 50%                                 |
| Meets Goals  | 100%                                |
| Exceeds Goals  | 150%                                |
| Outstanding Achievement                                      | 200%                                |

Under the Executive Incentive Plan, annual cash incentive calculations for achievement of financial goals are based on actual results, subject to adjustment at the discretion of the Compensation Committee to exclude items that are not operational, such as accounting principle changes or revenue from an acquisition that was not in the business plan.

The Grants of Plan-Based Awards for Fiscal 2009 table outlines estimated future payouts under non-equity incentive plan awards. Based on the sales and operating income growth for fiscal 2009, Mr. Holloman did not receive a bonus for these components. Mr. Holloman's individual performance

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level was "Meets Goals" and, as a result, received \$53,000. Mr. Holloman's total fiscal 2009 annual cash incentive award was \$53,000.

For fiscal 2009, the Committee approved total compensation plans for Mr. Gale, Mr. Frooman and Mr. Thompson. The aggregate amount of annual cash incentive for fiscal 2009 for Mr. Gale, Mr. Frooman and Mr. Thompson is comprised of the sum of that named executive officer's incentive for the EPS component and the individual performance component. Based upon overall performance, the eligible named executive officers could earn 0% up to a maximum of 200% of the annual cash incentive target. The following table sets forth the annual cash incentive target and performance criteria that were reviewed and approved by the Committee:

| Name                | Annual<br>Cash Incentive<br>Target | EPS<br>Component | Individual<br>Performance<br>Component |
|---------------------|------------------------------------|------------------|--|
| William C. Gale     | \$ 196,100                         | 50%              | 50%                                    |
| Thomas E. Frooman   | \$ 198,750                         | 50%              | 50%                                    |
| Michael L. Thompson | \$ 63,600                          | 50%              | 50%                                    |

The annual cash incentive payout percentage multiplier for each component is provided in the following tables:

| EPS Component Level of Achievement | EPS<br>Goals | Annual<br>Cash<br>Incentive<br>Payout |
|------------------------------------|--------------|---------------------------------------|
| Below Threshold                    | <\$2.25      | 0%                                    |
| Threshold                          | \$2.25       | 50%                                   |
| Target                             | \$2.32       | 100%                                  |
| Maximum                            | \$2.44       | 200%                                  |

The EPS goals were established in light of the operating plans for Cintas for fiscal 2009.

| Individual Performance Component Level of Achievement | Annual<br>Cash<br>Incentive<br>Payout |
|---|---------------------------------------|
| Does Not Meet Goals                                   | 0%                                    |
| Meets Most Goals                                      | 50%                                   |
| Meets Goals   | 100%                                  |
| Exceeds Goals   | 150%                                  |
| Outstanding Achievement                               | 200%                                  |

Under the Executive Incentive Plan, annual cash incentive calculations for achievement of financial goals are based on actual results, subject to adjustment at the discretion of the Chief Executive Officer to exclude items that are not operational, such as accounting principle changes.

The Grants of Plan-Based Awards for Fiscal 2009 table outlines estimated future payouts under non-equity incentive plan awards. As presented to and approved by the Compensation Committee, the actual annual cash incentive payments earned for fiscal 2009 as reflected in the Summary

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Compensation Table are as follows: Mr. Gale earned a fiscal 2009 annual cash incentive award of \$147,075. His individual performance level was "Exceeds Goals" and Cintas' EPS was "Below Threshold". Mr. Frooman earned a fiscal 2009 annual cash incentive award of \$149,063. His individual performance level was "Exceeds Goals" and Cintas' EPS was "Below Threshold". Mr. Thompson earned a fiscal 2009 annual cash incentive award of \$63,600. His individual performance level was "Outstanding Achievement" and Cintas' EPS was "Below Threshold".

The performance components and targets were derived from the operating plans for Cintas for fiscal 2009 and represent goals for that year that the Committee believes will be challenging for Cintas, yet achievable if senior and operating management meet or surpass their business unit goals and objectives.

The Committee anticipates that similar performance components and targets will be utilized in fiscal 2010. However, the Committee reserves the right to determine on an ongoing basis the performance components and targets it will use in developing the performance-based portion of the named executive officers' compensation.

***Long-Term Equity Incentives***

Long-term equity incentive compensation is comprised of non-qualified stock options and restricted stock. With respect to Mr. S. D. Farmer and Mr. Holloman, equity awards are made at the discretion of the Compensation Committee and subjectively based on Cintas' performance and their individual performance during fiscal 2009. With respect to Mr. Gale, Mr. Frooman and Mr. Thompson, these awards are made pursuant to the criteria outlined in the Executive Incentive Plan. The purpose of such awards is to encourage named executive officers to build and maintain a long-term equity ownership position in Cintas so that their interests are aligned with those of our shareholders.

Under the Executive Incentive Plan, the amount of equity awards eligible for Mr. Gale, Mr. Frooman and Mr. Thompson is based on a target level of corporate EPS and achievement of individual goals.

The tables below provide more detail with respect to the award percentage multiplier tied to each milestone level of achievement:

| <b>EPS Component Level of Achievement</b> | <b>EPS Goals</b> | <b>Equity Award %</b> |
|---|------------------|-----------------------|
| Below Threshold                           | <\$2.25          | 0%                    |
| Threshold                                 | \$2.25           | 50%                   |
| Target                                    | \$2.32           | 100%                  |
| Maximum                                   | \$2.44           | 200%                  |

The EPS goals were established in light of the operating plans for Cintas for fiscal 2009.

| <b>Individual Performance Component Level of Achievement</b> | <b>Equity Award %</b> |
|--|-----------------------|
| Does Not Meet Goals  | 0%                    |
| Meets Most Goals   | 50%                   |
| Meets Goals  | 100%                  |
| Exceeds Goals  | 150%                  |
| Outstanding Achievement                                      | 200%                  |

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For fiscal 2009, the Committee determined that equity awards made under the Executive Incentive Plan would be based on an established target for Mr. Gale, Mr. Frooman and Mr. Thompson. The factors that influence the setting of targets are level of responsibility, potential for future responsibility, market compensation analyses and overall performance of the individual. The Compensation Committee reviewed and approved the targets at the beginning of the fiscal year, and the award was granted based upon that named executive officer's performance compared to the targets outlined above.

*Non-Qualified Stock Options*

Mr. S. D. Farmer's awards were granted on the date the Compensation Committee met to discuss Mr. S. D. Farmer's performance against his performance goals. On July 27, 2009, the Committee awarded 5,000 non-qualified stock options to Mr. S. D. Farmer based on a subjective analysis of his level of performance versus his goals.

On July 17, 2009, Mr. Holloman was awarded 3,000 non-qualified stock options based on a subjective analysis of his level of performance versus his goals, and Mr. Frooman and Mr. Thompson were awarded 5,650 and 5,000 non-qualified stock options, respectively, based on Cintas' fiscal 2009 EPS and their individual performance level, as outlined above under the Annual Cash Incentives section. In accordance with the 2005 Equity Compensation Plan, stock options are not granted to individuals age 55 or older, but instead, any stock option awards that would have been awarded to Mr. Gale were awarded as restricted shares. As such, Mr. Gale did not receive any non-qualified stock options.

As dictated by the 2005 Equity Compensation Plan, stock option awards have an exercise price equal to the closing stock price on the date of the award. As a result, stock options awarded to the named executive officers increase in value only if the market price of the common stock increases.

*Restricted Stock*

Mr. S. D. Farmer's awards were granted on the date the Compensation Committee met to discuss Mr. S. D. Farmer's performance against his performance goals. On July 27, 2009, the Committee awarded 5,323 restricted stock shares to Mr. S. D. Farmer based on a subjective analysis of his level of performance versus his goals.

On July 17, 2009, Mr. Holloman was awarded 1,000 restricted stock shares based on a subjective analysis of his level of performance versus his goals, and Mr. Gale, Mr. Frooman and Mr. Thompson were awarded 3,784, 1,900 and 1,200 restricted stock shares, respectively, based on Cintas' fiscal 2009 EPS and their individual performance level, as outlined above under the Annual Cash Incentives section.

In addition, on July 21, 2008, the Board of Directors approved a one-time equity grant to retain and incentivize key officers and managers of Cintas and to better align their interests with the interests of the shareholders. Mr. Gale, Mr. Frooman and Mr. Thompson were awarded 34,075, 26,901 and 25,108 restricted stock shares, respectively, as part of this one-time equity grant.

***Health, Retirement and Other Benefits***

Cintas' benefits program includes retirement plans and group insurance plans. The objective of our group insurance plans is to provide our named executive officers with reasonable and competitive levels of protection from events which could interrupt the named executive officer's employment and/or income received as an active employee.

The retirement plans offered to named executive officers include Cintas' Partners' Plan and the Deferred Compensation Plan. The Partners' Plan is a noncontributory employee stock ownership

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plan and profit sharing plan with a 401(k) savings feature which covers substantially all employees. The Deferred Compensation Plan is discussed in more detail in the Nonqualified Deferred Compensation for Fiscal 2009 table of this proxy statement, and its accompanying narrative and footnotes.

Executive perquisites are kept by the Committee to a minimal level and do not play a significant role in executive compensation. These benefits and their incremental cost to Cintas are described in the Summary Compensation Table and its footnotes. The Committee believes these perquisites to be reasonable, comparable with peer companies and consistent with Cintas' overall compensation practices.

**Change in Control Agreements**

Cintas has no policy regarding change in control agreements. For a further discussion on this topic, please see the section titled "Potential Payments Upon Termination, Retirement or Change of Control" of this proxy statement.

**Tax Deductibility of Compensation**

Section 162(m) of the Internal Revenue Code places a limit of \$1 million on the amount of compensation we may deduct in any one year with respect to each named executive officer. There is an exception to the \$1 million limitation for performance-based compensation meeting certain requirements. The Committee believes that all compensation paid to the named executive officers for fiscal year 2009 is properly deductible under Section 162(m).

**Recovery of Prior Awards**

We do not have a policy with respect to adjustment or recovery of awards or payments if relevant company performance measures upon which previous awards were based are restated or otherwise adjusted in a manner that would reduce the size of such award or payment. Under those circumstances, we expect that the Compensation Committee would evaluate whether compensation adjustments were appropriate based upon the facts and circumstances surrounding the applicable restatement or adjustment.



Table of Contents**SUMMARY COMPENSATION TABLE**

The following table provides information regarding the compensation earned by our Chief Executive Officer, Chief Financial Officer and our three other most highly compensated executive officers during fiscal 2009, fiscal 2008 and fiscal 2007. These individuals are collectively known as our named executive officers.

| Name and<br>Principal<br>Position  | Fiscal<br>Year | Salary<br>(\$) | Bonus<br>(\$) | Stock<br>Awards <sup>(1)</sup><br>(\$) | Option<br>Awards <sup>(3)</sup><br>(\$) | Non-Equity<br>Incentive                     | All Other<br>Compensation <sup>(5)</sup><br>(\$) | Total<br>(\$) |
|--|----------------|----------------|---------------|--|---|---|--|---------------|
|  |                |                |               |  |   | Plan<br>Compensation <sup>(4)</sup><br>(\$) |  |               |
| Scott D.<br>Farmer<br>Chief<br>Executive<br>Officer<br>and<br>Director                 | 2009           | 725,000        |               | 213,578                                | 247,656                                 | 120,000                                     | 70,101   | 1,376,335     |
|  | 2008           | 700,000        |               | 181,094                                | 242,956                                 | 235,000                                     | 59,692   | 1,418,742     |
|  | 2007           | 660,000        |               | 130,771                                | 228,120                                 | 200,000                                     | 69,119   | 1,288,010     |
| William C.<br>Gale<br>Senior<br>Vice<br>President and<br>Chief<br>Financial<br>Officer | 2009           | 442,000        |               | 448,490                                | 56,948                                  | 147,075                                     | 43,345   | 1,137,858     |
|  | 2008           | 427,330        |               | 110,431                                | 56,948                                  | 191,463                                     | 27,112   | 813,284       |
|  | 2007           | 391,400        |               | 73,801                                 | 56,948                                  | 159,800                                     | 25,258   | 707,207       |
| Thomas E.<br>Frooman<br>Vice<br>President and<br>Secretary<br>General<br>Counsel       | 2009           | 407,500        |               | 268,646                                | 83,793                                  | 149,063                                     | 42,999   | 952,001       |
|  | 2008           | 393,594        |               | 70,406                                 | 78,482                                  | 191,463                                     | 32,615   | 766,560       |
|  | 2007           | 360,500        |               | 51,979                                 | 66,613                                  | 158,900                                     | 31,989   | 669,981       |
| J. Phillip<br>Holloman<br>President<br>and Chief<br>Operating<br>Officer               | 2009           | 530,000        |               | 99,181                                 | 99,072                                  | 53,000                                      | 26,437   | 807,690       |
|  | 2008           | 405,333        |               | 93,528                                 | 96,252                                  | 185,500                                     | 28,146   | 808,759       |
|  | 2007           | 325,000        |               | 47,751                                 | 67,833                                  | 125,000                                     | 25,114   | 590,698       |
| Michael L.<br>Thompson<br>Vice<br>President and<br>Treasurer                           | 2009           | 310,000        |               | 217,205                                | 85,419                                  | 63,600                                      | 35,750   | 711,974       |
|  | 2008           | 286,000        |               | 35,419                                 | 80,719                                  | 75,790                                      | 25,271   | 503,199       |
|  | 2007           | 267,120        |               | 25,181                                 | 71,446                                  | 53,000                                      | 23,339   | 440,086       |

(1)

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No discretionary cash bonuses were paid to any named executive officer during fiscal 2009, fiscal 2008 or fiscal 2007. A discretionary bonus is a cash payment made outside of the Executive Incentive Plan and determined at the discretion of the Compensation Committee.

(2)

The compensation cost associated with restricted stock is based on the dollar amount recognized in fiscal 2009 for financial statement reporting purposes as determined pursuant to Statement of Financial Accounting Standard (SFAS) No. 123(R), excluding the estimate of forfeitures, rather than an amount paid to or realized by the named executive officer. See Note 13 of the Consolidated Financial Statements in our Annual Report on Form 10-K with respect to fiscal 2009 for the assumptions made in determining the estimated grant-date fair value of stock awards in accordance with SFAS No. 123(R).

(3)

The compensation cost associated with stock options is based on the dollar amount recognized in fiscal 2009 for financial statement reporting purposes as determined pursuant to SFAS No. 123(R), excluding the estimate of forfeitures, rather than an amount paid to or realized by the named executive officer. See Note 13 of the Consolidated Financial Statements in our Annual Report on Form 10-K with respect to fiscal 2009 for the assumptions made in determining the estimated grant-date fair value of stock options in accordance with SFAS No. 123(R).

(4)

Reflects the cash awards to the named executive officers under the Executive Incentive Plan discussed in further detail on page 12.

(5)

All other compensation includes reimbursements for auto allowances, club dues, restricted stock dividends, executive medical programs and Partners' Plan contributions. All other compensation also includes financial planning fees for Mr. S. D. Farmer and use of Cintas' aircraft by Mr. S. D. Farmer.

Table of Contents**GRANTS OF PLAN-BASED AWARDS FOR FISCAL 2009**

The following table sets forth certain information regarding all grants of plan-based awards made to the named executive officers during fiscal 2009:

| Name            | Grant Date   | Estimated Future Payouts Under Non-Equity Incentive Plan Awards |             |              | Estimated Future Payouts Under Equity Incentive Plan Awards |            |             | All Other Stock Awards: Number of Shares of Stock or Units (#) | All Other Awards: Number of Securities Underlying Options (#) | Exercise or Base Price of Option Awards (\$/sh) | Grant Date | Fair Value of Stock and Option Awards (\$) |
|-----------------|--------------|---|-------------|--------------|---|------------|-------------|--|---|---|------------|--|
|                 |              | Threshold (\$)  | Target (\$) | Maximum (\$) | Threshold (#)   | Target (#) | Maximum (#) |  |   |   |            |  |
| D. (1)          | 8/19/2008    | 0   | 420,000     | 840,000      | 0(2)  | 0(2)       | 0(2)        |  |   |   |            |  |
|                 | 7/27/2009    |   |             |              |   |            |             |  |   |   |            |  |
|                 | 7/27/2009    |   |             |              |   |            |             | 5,323  | 5,000   | 24.41   |            | 51,290                                     |
| am C. (3)       | 8/13/2008    | 0   | 196,100     | 392,200      |   |            |             |  |   |   |            |  |
|                 | 8/13/2008(6) |   |             |              | 0   | 5,000      | 10,000      |  |   |   |            |  |
|                 | 7/21/2008(7) |   |             |              |   |            |             | 34,075   |   |   |            | 950,850                                    |
| nas E. man(3)   | 7/17/2009    |   |             |              |   |            |             | 3,784  |   |   |            |  |
|                 | 8/15/2008    | 0   | 198,750     | 397,500      |   |            |             |  |   |   |            |  |
|                 | 8/15/2008(5) |   |             |              | 0   | 7,500      | 15,000      |  |   |   |            |  |
| illip man(4)    | 8/15/2008(6) |   |             |              | 0   | 2,500      | 5,000       |  |   |   |            |  |
|                 | 7/21/2008(7) |   |             |              |   |            |             | 26,901   |   |   |            | 750,420                                    |
|                 | 7/17/2009    |   |             |              |   |            |             |  | 5,650   | 22.61   |            | 58,420                                     |
|                 | 7/17/2009    |   |             |              |   |            |             | 1,900  |   |   |            |  |
|                 | 8/15/2008    | 0   | 212,000     | 424,000      | 0(2)  | 0(2)       | 0(2)        |  |   |   |            |  |
| ael L. mpson(3) | 7/17/2009    |   |             |              |   |            |             |  | 3,000   | 22.61   |            | 31,220                                     |
|                 | 7/17/2009    |   |             |              |   |            |             | 1,000  |   |   |            |  |
|                 | 8/26/2008    | 0   | 63,600      | 127,200      |   |            |             |  |   |   |            |  |
|                 | 8/26/2008(5) |   |             |              | 0   | 5,000      | 10,000      |  |   |   |            |  |
|                 | 8/26/2008(6) |   |             |              | 0   | 1,200      | 2,400       |  |   |   |            |  |
|                 | 7/21/2008(7) |   |             |              |   |            |             | 25,108   |   |   |            | 700,510                                    |
|                 | 7/17/2009    |   |             |              |   |            |             |  | 5,000   | 22.61   |            | 51,290                                     |

7/17/2009

1,200

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- (1) Mr. S. D. Farmer is eligible for an annual cash incentive based on the achievement of targeted EPS growth and sales growth and other performance goals outlined by the Compensation Committee. If Cintas meets the targeted growth in EPS, growth in sales and the other key performance indicators, Mr. S. D. Farmer will receive the target annual cash incentive amount. The annual cash incentive can increase to up to 200% or decrease to 0% of the targeted amount, depending on the extent to which these goals are achieved. If the goals up to certain levels are not met, no annual cash incentive will be paid.
- (2) Equity awards granted to Mr. S. D. Farmer and Mr. Holloman were given at the discretion of the Compensation Committee after consideration of Mr. S. D. Farmer's and Mr. Holloman's performance versus his goals.
- (3) Mr. Gale, Mr. Frooman and Mr. Thompson are eligible for an annual cash incentive and a long-term equity incentive award based on the achievement of targeted EPS growth and individual goals linked to the named executive officer's individual area of responsibility. If Cintas meets the targeted EPS growth and the named executive officer achieves his individual goals, he will receive the targeted amount. This amount can increase to up to 200% or decrease to 0% of the target depending on the extent to which EPS and individual goals are achieved. If the goals up to a certain level are not met, no incentive will be paid. Restricted stock and non-qualified stock options awarded will be granted pursuant to the terms and conditions of the 2005 Equity Compensation Plan.

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- (4) Mr. Holloman is eligible for an annual cash incentive based on the achievement of targeted sales growth and operating income for operations within his responsibility and the accomplishment of certain individual goals outlined by the Compensation Committee. If Cintas meets the targeted sales growth, operating income and Mr. Holloman achieves his individual goals, Mr. Holloman will receive the target annual cash incentive amount. The annual cash incentive can increase to up to 200% or decrease to 0% of the targeted amount, depending on the extent to which these goals are achieved. If the goals up to certain levels are not met, no annual cash incentive will be paid.
- (5) Stock option portion of the fiscal 2009 Executive Incentive Plan.
- (6) Restricted stock portion of the fiscal 2009 Executive Incentive Plan.
- (7) One-time restricted stock grant described on page 17.
- (8) The exercise price of an option is equal to the closing stock price on the date of grant.

Table of Contents**OUTSTANDING EQUITY AWARDS AT FISCAL 2009 YEAR-END**

The following table provides information regarding unexercised stock options and unvested stock awards held by our named executive officers as of May 31, 2009:

| Name              | Option Awards(1) |   |   |                            |                        | Stock Awards(2)   |  |
|-------------------|------------------|---|---|----------------------------|------------------------|---|--|
|                   | Grant Date(3)    | Number of Securities Underlying Unexercised Options Exercisable (#) | Number of Securities Underlying Unexercised Options Unexercisable (#) | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock That Have Not Vested (#) | Market Value of Shares or Units of Stock That Have Not Vested (\$) |
| Scott D. Farmer   | 7/29/1999        | 15,000  |   | 41.96                      | 7/29/2009              |   |  |
|                   | 7/24/2000        | 15,000  |   | 42.67                      | 7/24/2010              |   |  |
|                   | 8/08/2001        | 10,000  |   | 47.35                      | 8/08/2011              |   |  |
|                   | 7/29/2003        | 10,000  | 40,000  | 39.29                      | 7/29/2013              |   |  |
|                   | 7/26/2004        |   | 25,000  | 42.06                      | 7/26/2014              |   |  |
|                   | 8/01/2005        |   | 25,000  | 44.43                      | 8/01/2015              |   |  |
|                   | 7/24/2006        |   | 15,000  | 35.99                      | 7/24/2016              |   |  |
|                   | 7/23/2007        |   | 7,500   | 38.74                      | 7/23/2017              |   |  |
|                   | 7/21/2008        |   | 10,000  | 27.88                      | 7/21/2018              |   |  |
|                   | 7/27/2009        |   | 5,000   | 24.41                      | 7/27/2019              |   |  |
|                   |                  |   |   |                            | 24,852                 | 578,803   |  |
| William C. Gale   | 7/29/1999        | 7,501   |   | 41.96                      | 7/29/2009              |   |  |
|                   | 7/24/2000        | 5,000   |   | 42.67                      | 7/24/2010              |   |  |
|                   | 7/22/2002        | 5,000   |   | 41.65                      | 7/22/2012              |   |  |
|                   | 2/28/2003        | 3,000   | 4,500   | 33.57                      | 2/28/2013              |   |  |
|                   | 7/26/2004        |   | 15,000  | 42.06                      | 7/26/2014              |   |  |
|                   | 8/01/2005        |   | 7,500   | 44.43                      | 8/01/2015              |   |  |
|                   | 7/17/2006        |   | 7,500   | 36.08                      | 7/17/2016              |   |  |
|                   |                  |   |   |                            |                        | 50,117  | 1,167,225  |
| Thomas E. Frooman | 12/28/2001       | 25,000  |   | 49.69                      | 12/28/2011             |   |  |
|                   | 7/22/2002        | 15,000  |   | 41.65                      | 7/22/2012              |   |  |
|                   | 2/28/2003        | 8,000   | 12,000  | 33.57                      | 2/28/2013              |   |  |
|                   | 7/26/2004        |   | 15,000  | 42.06                      | 7/26/2014              |   |  |
|                   | 8/01/2005        |   | 7,500   | 44.43                      | 8/01/2015              |   |  |
|                   | 7/17/2006        |   | 7,500   | 36.08                      | 7/17/2016              |   |  |
|                   | 7/03/2007        |   | 6,575   | 39.84                      | 7/03/2017              |   |  |
|                   | 7/17/2008        |   | 8,000   | 27.30                      | 7/17/2018              |   |  |
|                   | 7/17/2009        |   | 5,650   | 22.61                      | 7/17/2019              |   |  |
|                   |                  |   |   |                            | 36,201                 | 843,121   |  |

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|                        |           |       |        |           |           |        |         |
|------------------------|-----------|-------|--------|-----------|-----------|--------|---------|
| J. Phillip<br>Holloman | 7/29/1999 | 4,501 |        | 41.96     | 7/29/2009 |        |         |
|                        | 7/24/2000 | 5,000 |        | 42.67     | 7/24/2010 |        |         |
|                        | 9/29/2000 | 5,000 |        | 43.56     | 9/29/2010 |        |         |
|                        | 8/08/2001 | 2,000 |        | 47.35     | 8/08/2011 |        |         |
|                        | 7/22/2002 | 3,000 |        | 41.65     | 7/22/2012 |        |         |
|                        | 3/28/2003 | 3,000 | 4,500  | 35.02     | 3/28/2013 |        |         |
|                        | 7/29/2003 | 200   | 800    | 39.29     | 7/29/2013 |        |         |
|                        | 7/26/2004 |       | 7,500  | 42.06     | 7/26/2014 |        |         |
|                        | 8/01/2005 |       | 15,000 | 44.43     | 8/01/2015 |        |         |
|                        | 7/17/2006 |       | 5,650  | 36.08     | 7/17/2016 |        |         |
|                        | 7/03/2007 |       | 7,500  | 39.84     | 7/03/2017 |        |         |
|                        | 1/31/2008 |       | 25,000 | 32.82     | 1/31/2018 |        |         |
|                        | 7/17/2008 |       | 8,000  | 27.30     | 7/17/2018 |        |         |
|                        | 7/17/2009 |       | 3,000  | 22.61     | 7/17/2019 |        |         |
|                        |           |       |        |           |           | 13,100 | 305,099 |
| Michael L.<br>Thompson | 7/29/1999 | 2,250 |        | 41.96     | 7/29/2009 |        |         |
|                        | 8/08/2001 | 1,000 |        | 47.35     | 8/08/2011 |        |         |
|                        | 7/22/2002 | 5,000 |        | 41.65     | 7/22/2012 |        |         |
|                        | 1/31/2003 | 1,200 | 1,800  | 41.30     | 1/31/2013 |        |         |
|                        | 7/29/2003 | 600   | 2,400  | 39.29     | 7/29/2013 |        |         |
|                        | 7/26/2004 |       | 5,000  | 42.06     | 7/26/2014 |        |         |
|                        | 8/01/2005 |       | 5,000  | 44.43     | 8/01/2015 |        |         |
|                        | 1/27/2006 |       | 15,000 | 42.73     | 1/27/2016 |        |         |
|                        | 7/17/2006 |       | 4,400  | 36.08     | 7/17/2016 |        |         |
|                        | 7/03/2007 |       | 5,000  | 39.84     | 7/03/2017 |        |         |
|                        | 7/17/2008 |       | 6,250  | 27.30     | 7/17/2018 |        |         |
| 7/17/2009              |           | 5,000 | 22.61  | 7/17/2019 |           |        |         |
|                        |           |       |        |           |           | 30,108 | 701,215 |

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- (1) Stock options dated after June 1, 2008, have a 10-year term and vest at a rate of 33% per year, beginning on the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant. Stock options dated prior to June 1, 2008, have a 10-year term and vest at a rate of 20% per year, beginning on the fifth anniversary of the date of grant with the following exceptions:
- Age 51 at fiscal year-end 25% per year vesting, beginning fifth anniversary of grant
- Age 52 at fiscal year-end 33% per year vesting, beginning fifth anniversary of grant
- Age 53 at fiscal year-end 50% per year vesting, beginning fifth anniversary of grant
- Age 54 at fiscal year-end 100% per year vesting, beginning fifth anniversary of grant
- Age 55 or older at fiscal year-end stock options are never granted. Those amounts are converted to restricted stock awards.
- (2) Restricted stock awards generally vest three years from the date of grant.
- (3) During fiscal 2005, the Compensation Committee of the Board of Directors approved a resolution to accelerate the vesting for certain "out-of-the-money" options. The "out-of-the-money" options that were accelerated were granted to employees during fiscal 2000, 2001, 2002 and 2003.



Table of Contents**NONQUALIFIED DEFERRED COMPENSATION FOR FISCAL 2009**

Our named executive officers are eligible to participate in a Deferred Compensation Plan. This Deferred Compensation Plan permits a group of highly compensated employees of Cintas to defer the receipt of current year compensation which they have earned during the year. This Deferred Compensation Plan is intended to assist Cintas in the retaining and attracting of individuals of exceptional ability.

Our named executive officers may elect to defer up to 75% of their base salary and up to 100% of their earned annual cash incentive awards. Amounts deferred are credited to the named executive officer's account under the Deferred Compensation Plan and are fully vested.

Future payments are distributed in a lump sum or in annual installments, based on the choice of the named executive officer. If the form of payment selected provides for subsequent payments, subsequent payments will be made on the anniversary of the initial payment. All amounts are payable in a lump sum if the named executive officer terminates employment prior to the date specified. All distribution decisions and payments under the Deferred Compensation Plan are subject to compliance with section 409A of the Internal Revenue Code.

While deferred, amounts are credited with "earnings" as if they were invested as the named executive officer chose in one or more investment options available under the Deferred Compensation Plan. The named executive officers' accounts under the Deferred Compensation Plan will be adjusted from time to time, up or down, depending upon performance of the investment options chosen.

The following table provides information relating to the activity in the Deferred Compensation Plan accounts of the named executive officers during fiscal 2009 and the aggregate balance of the accounts as of May 31, 2009:

| Name                | Executive<br>Contributions<br>in Fiscal<br>2009 <sup>(1)</sup><br>(\$) | Aggregate<br>Earnings<br>in Fiscal<br>2009 <sup>(2)</sup><br>(\$) | Aggregate<br>Balance<br>at May 31,<br>2009<br>(\$) |
|---------------------|--|---|--|
| Scott D. Farmer     | 230,048  | 151   | 230,199  |
| William C. Gale     |  |   |  |
| Thomas E. Frooman   | 20,362   | (9,199)   | 36,259   |
| J. Phillip Holloman | 45,021   | (30,048)  | 79,191   |
| Michael L. Thompson | 93,689   | (40,942)  | 138,778  |

(1) Executive contributions are included in the named executive officer's salary and/or non-equity incentive plan compensation as presented in the Summary Compensation Table.

(2) Reflects the amount of earnings during fiscal 2009 equivalent to the performance of the investment options chosen by the named executive officer.

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**POTENTIAL PAYMENTS UPON TERMINATION, RETIREMENT OR CHANGE OF CONTROL**

**Payments Made Upon Termination**

Regardless of the manner in which a named executive officer's employment terminates, except for a "for cause" termination, he is entitled to receive amounts earned during his term of employment. Such amounts include:

the right to exercise within 60 days of termination all vested stock options granted under Cintas equity compensation plans as reflected in the Outstanding Equity Awards at Fiscal 2009 Year-End table;

amounts contributed, earned and vested under the Cintas Partners' Plan;

amounts contributed and earned under the Deferred Compensation Plan as reflected in the Nonqualified Deferred Compensation for Fiscal 2009 table.

In addition, if Cintas elects to terminate a named executive officer, he will receive four weeks written notice or four weeks of base salary instead of notice. Generally, Cintas makes no payments to executives terminated for cause. Cintas has no policy regarding severance payments.

**Payments Made Upon Retirement**

In the event of the retirement of a named executive officer, he is entitled to receive amounts earned during his term of employment. Such amounts include:

the right to exercise within one year of retirement all vested stock options granted under Cintas equity compensation plans as reflected in the Outstanding Equity Awards at Fiscal 2009 Year-End table;

amounts contributed and vested under the Cintas Partners' Plan;

amounts contributed and earned under the Deferred Compensation Plan as reflected in the Nonqualified Deferred Compensation for Fiscal 2009 table.

Cintas has no policy regarding retirement arrangements.

**Payments Made Upon Death or Disability**

In the event of the death or disability of a named executive officer, in addition to the benefits listed under the heading "Payments Made Upon Retirement" above, the named executive officer will receive benefits under Cintas' disability plan or payments under Cintas' life insurance plan, as appropriate. These payments are generally available to all employees.

**Payments Made Upon a Change of Control**

Cintas has no policy regarding payments made upon a change of control.

Table of Contents**NONEMPLOYEE DIRECTOR COMPENSATION FOR FISCAL 2009**

For fiscal 2009, Directors who are not employees of Cintas received a \$40,000 cash annual retainer, payable quarterly, plus an additional \$2,750 for each meeting attended. Directors received \$1,375 for each telephonic meeting attended. Committee members also received \$1,200 for each Committee meeting attended and \$600 for attending each telephonic Committee meeting. Committee Chairmen (other than the Audit Committee Chairman) received an additional fee of \$5,000. The Audit Committee Chairman received an additional fee of \$8,000. Directors are also reimbursed for reasonable out-of-pocket travel expenses incurred in connection with attendance at Board or Committee meetings. Directors who are employees of Cintas are not separately compensated for serving as Directors.

Directors also receive upon election or appointment to the Board restricted stock valued at \$41,000 based on the closing market price of Cintas stock on the date preceding the grant and options to purchase Cintas stock valued at \$41,000 based on the fair value of these options estimated at the date preceding the grant using a Black-Scholes option-pricing model. The value of the grants is prorated for Directors appointed to the Board for a partial year. With the exception of Mr. Johnson, each nonemployee Director was therefore granted 1,753 shares of restricted stock and an option to purchase 4,145 shares of Cintas stock at an exercise price equal to the closing market price on the date of grant. Mr. Johnson was appointed to the Board on March 24, 2009, and was granted 927 shares of restricted stock and an option to purchase 2,469 shares of Cintas stock at an exercise price equal to the closing market price on the date of grant. The restricted stock awards vest 100% after three years from the date of grant. The stock options vest 25% per year, beginning on the first anniversary of the grant.

Nonemployee directors may choose to defer all or part of these fees into Cintas stock equivalents with dividends or into a deferred account that earns interest at a rate equal to one-year United States Treasury Bills, determined as of the preceding December 31, increased by 100 basis points. Deferred fees are payable either in a lump sum or over a period of 12 to 120 monthly installments beginning in the month selected by the Director, but in no case later than the first month after the Director leaves the Board.

The following table details fiscal 2009 compensation paid to nonemployee directors:

| Name                            | Fees<br>Earned<br>or Paid<br>in |                            |                             | Total<br>(\$) |
|---------------------------------|---------------------------------|----------------------------|-----------------------------|---------------|
|                                 | Cash(1)<br>(\$)                 | Stock<br>Awards(2)<br>(\$) | Option<br>Awards(3)<br>(\$) |               |
| Gerald S. Adolph                | 61,125                          | 27,176                     | 9,810                       | 98,111        |
| Paul R. Carter                  | 74,525                          | 27,176                     | 14,190                      | 115,891       |
| Gerald V. Dirvin                | 66,725                          | 27,176                     | 14,190                      | 108,091       |
| Joyce Hergenhan                 | 61,125                          | 27,176                     | 14,190                      | 102,491       |
| James J. Johnson <sup>(4)</sup> | 20,750                          | 5,680                      | 1,802                       | 28,232        |
| David C. Phillips               | 71,525                          | 27,176                     | 14,190                      | 112,891       |
| Ronald W. Tysoe                 | 74,525                          | 13,753                     | 4,333                       | 92,611        |

(1)

Represents the amount of cash compensation earned in fiscal 2009 for Board and Committee service. A director may choose to have all or part of his or her compensation deferred in the form of Cintas stock or one-year U.S. treasury bills plus 100 basis points. The Directors who invested in Cintas stock would receive earnings equal to any other shareholder who invested like money at the same time during fiscal 2009. Mr. Adolph, Mr. Carter, Mr. Phillips and Mr. Tysoe chose to receive all or a portion of their fees in Cintas stock as described above. Mr. Adolph received 1,381 shares, Mr. Carter received 3,195 shares, Mr. Phillips received 3,024 shares and Mr. Tysoe received 1,503 shares.

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(2) The compensation cost associated with restricted stock is based on the dollar amount recognized in fiscal 2009 for financial statement reporting purposes as determined pursuant to SFAS No. 123(R), excluding the estimate of forfeitures, rather than an amount paid to or realized by the director. See Note 13 of the Consolidated Financial Statements in our Annual Report on Form 10-K with respect to fiscal 2009 for the assumptions made in determining the estimated grant-date fair value of stock awards in accordance with SFAS No. 123(R). The aggregate grant date fair value of the 927 restricted stock awards granted to Mr. Johnson during fiscal 2009 was \$22,721. The aggregate grant date fair value of the 1,753 restricted stock awards granted to each of the other Directors during fiscal 2009 was \$41,000.

(3) The compensation cost associated with stock options is based on the dollar amount recognized in fiscal 2009 for financial statement reporting purposes as determined pursuant to SFAS No. 123(R), excluding the estimate of forfeitures, rather than an amount paid to or realized by the director. See Note 13 of the Consolidated Financial Statements in our Annual Report on Form 10-K with respect to fiscal 2009 for the assumptions made in determining the estimated grant-date fair value of stock options in accordance with SFAS No. 123(R).

(4) James J. Johnson was appointed to the Board on March 24, 2009.

The following table details the grant date fair value of each stock option award granted in fiscal 2009:

| <b>Name</b>       | <b>Grant Date</b> | <b>Shares Granted (#)</b> | <b>Grant Date Fair Value (\$)</b> |
|-------------------|-------------------|---------------------------|-----------------------------------|
| Gerald S. Adolph  | 10/14/2008        | 4,145                     | 40,124                            |
| Paul R. Carter    | 10/14/2008        | 4,145                     | 40,124                            |
| Gerald V. Dirvin  | 10/14/2008        | 4,145                     | 40,124                            |
| Joyce Hergenhan   | 10/14/2008        | 4,145                     | 40,124                            |
| James J. Johnson  | 3/24/2009         | 2,469                     | 24,023                            |
| David C. Phillips | 10/14/2008        | 4,145                     | 40,124                            |
| Ronald W. Tysoe   | 10/14/2008        | 4,145                     | 40,124                            |

Outstanding option awards for each director at May 31, 2009 are as follows:

| <b>Name</b>       | <b>Options Outstanding (#)</b> |
|-------------------|--------------------------------|
| Gerald S. Adolph  | 9,145                          |
| Paul R. Carter    | 13,145                         |
| Gerald V. Dirvin  | 15,645                         |
| Joyce Hergenhan   | 11,145                         |
| James J. Johnson  | 2,469                          |
| David C. Phillips | 12,145                         |
| Ronald W. Tysoe   | 6,145                          |

Table of Contents**PRINCIPAL SHAREHOLDERS**

The following table sets forth the names and addresses of the only shareholders known by Cintas to own beneficially 5% or more of its outstanding Common Stock as of August 25, 2009:

| <b>Name of<br/>Beneficial<br/>Owner</b>                | <b>Amount and<br/>Nature of<br/>Beneficial<br/>Ownership</b> | <b>Percent<br/>of<br/>Class</b> |
|--|--|---------------------------------|
| Scott D. Farmer <sup>(1)</sup>                         | 15,402,737 <sup>(3)</sup>                                    | 10.0%                           |
| Arnhold & S. Bleichroeder Advisers, LLC <sup>(2)</sup> | 12,160,966   | 7.9%                            |

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(1) The mailing address of Scott D. Farmer is Cintas Corporation, 6800 Cintas Boulevard, P.O. Box 625737, Cincinnati, Ohio 45262-5737.

(2) The mailing address of Arnhold & S. Bleichroeder Advisers, LLC is 1345 Avenue of the Americas, New York, New York 10105.

(3) Includes 14,083,880 shares held by limited partnerships, 723,669 shares held in trust for the benefit of Mr. S. D. Farmer's children and 4,038 shares owned by Mr. S. D. Farmer's wife. Mr. S. D. Farmer has sole voting and dispositive power over the shares held by limited partnerships, and the limited partners are members of the Richard T. Farmer family and trusts for their benefit. Mr. S. D. Farmer disclaims beneficial ownership of the shares held by the limited partnerships except to the extent of his pecuniary interest.

Table of Contents**SECURITY OWNERSHIP OF DIRECTORS AND NAMED EXECUTIVE OFFICERS**

The following table shows the amount of Cintas Corporation Common Stock each director and named executive officer named in the Summary Compensation Table owned on August 25, 2009:

| Name and Age of Beneficial Owner                             | Position  | Common Stock Beneficially Owned <sup>(1)</sup> |                  |
|--|---|--|------------------|
|  |   | Amount and Nature of Beneficial Ownership      | Percent of Class |
| Scott D. Farmer<br>50  | Chief Executive Officer and Director              | 15,402,737 <sup>(2)</sup>                      | 10.0%            |
| Richard T. Farmer<br>74                                      | Chairman of the Board                             | 3,091,141 <sup>(3)</sup>                       | 2.0%             |
| Robert J. Kohlhepp<br>65                                     | Vice Chairman of the Board                        | 1,530,418 <sup>(4)</sup>                       | 1.0%             |
| Gerald S. Adolph<br>55                                       | Director  | 7,290  | *                |
| Paul R. Carter<br>69   | Director  | 13,540   | *                |
| Gerald V. Dirvin<br>72                                       | Director  | 38,282   | *                |
| Joyce Hergenhan<br>67  | Director  | 10,540   | *                |
| James J. Johnson<br>62                                       | Director  | 927  | *                |
| David C. Phillips<br>71                                      | Director  | 11,640 <sup>(5)</sup>                          | *                |
| Ronald W. Tysoe<br>56  | Director  | 4,040  | *                |
| William C. Gale<br>57  | Senior Vice President and Chief Financial Officer | 81,620   | *                |
| Thomas E. Frooman<br>42                                      | Vice President and Secretary General Counsel      | 86,468   | *                |
| J. Phillip Holloman<br>53                                    | President and Chief Operating Officer             | 32,233   | *                |
| Michael L. Thompson<br>43                                    | Vice President and Treasurer                      | 46,701   | *                |
| All Directors and Executive Officers as a Group (14 persons) |   | 20,357,577 <sup>(6)</sup>                      | 13.2%            |

---

\*

Less than 1%

(1)

Included in the amount of Common Stock beneficially owned are the following shares of Common Stock for options exercisable within 60 days: Mr. S. Farmer 50,000 shares; Mr. Adolph 4,037 shares; Mr. Carter 8,287 shares; Mr. Dirvin 10,787 shares; Ms. Hergenhan 6,287 shares; Mr. Phillips 7,287 shares; Mr. Tysoe 1,537 shares;

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Mr. Gale 16,000 shares; Mr. Frooman 51,000 shares; Mr. Holloman 19,900 shares and Mr. Thompson 9,400 shares.

(2)

See Principal Shareholders on page 28.

(3)

Includes 2,272,509 shares owned by a corporation controlled by Mr. Farmer, 519,415 shares owned by Mr. Farmer's wife, 291,613 shares held in trust for members of Mr. Farmer's family and 6,490 shares held by a family partnership.

(4)

Includes 80,000 shares held in trust for members of Mr. Kohlhepp's family, 26,016 shares held by a corporation that is controlled by Mr. Kohlhepp and 658,737 shares held by a family partnership.

(5)

Includes 500 shares held by a family trust.

(6)

Includes options for 184,522 shares, which are exercisable within 60 days.

The following is a description of our non-director named executive officers:

William C. Gale joined Cintas in April 1995 as Vice President Finance and Chief Financial Officer. He was appointed Senior Vice President in July 2003. He is responsible for finance, accounting and administration.

Thomas E. Frooman joined Cintas in December 2001 as Vice President and Secretary General Counsel.

J. Phillip Holloman joined Cintas in 1996. He has held various positions within Cintas, including Vice President Engineering/Construction from 1996 to 2000, Vice President of the Distribution/Production Planning Division from 2000 to 2003, Executive Champion of Six Sigma Initiatives from 2003 to 2005 and Senior Vice President Global Supply Chain Management from 2005 to 2008. He was appointed President and Chief Operating Officer in February 2008.

Michael L. Thompson joined Cintas in 1994. He has held various positions within Cintas, including Director of Corporate Development and Corporate Controller. He was elected Vice President and Treasurer in January 2006.

**SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Securities Exchange Act of 1934 requires Cintas' executive officers, directors and persons who own more than ten percent of Cintas' Common Stock to file reports of ownership with the Commission and to furnish Cintas with copies of these reports. Based solely upon its review of reports received by it, or upon written representation from certain reporting persons that no reports were required, Cintas believes that during fiscal 2009 all filing requirements were met except that Mr. Johnson reported one day late a grant of restricted stock and a grant of stock options upon appointment as a director.



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**RELATED PERSON TRANSACTIONS**

Cintas Corporation has a 25% interest in a corporate airplane with its Chairman, Richard T. Farmer and his wholly owned company. This arrangement began on February 23, 2006. Cintas manages the airplane under an operating agreement whereby each party pays their own operating expenses for use of the plane, and common costs are shared based on ownership percentages. For fiscal 2009, Cintas was reimbursed \$1,302,124 under this arrangement.

In connection with the derivative action captioned *Manville Personal Injury Settlement Trust v. Richard T. Farmer, et. al., A0806822*, filed in the Court of Common Pleas, Hamilton County, Ohio, on or about July 17, 2008, as reported in Cintas' Form 10-K, Cintas hereby reports its intention pursuant to Section 23B.08.600 of the Washington Business Corporation Act ("WBCA"), subject to any and all applicable provisions of the WBCA and Cintas' Bylaws (as such may be amended from time to time), to indemnify and/or advance expenses (the specific amounts of which are unknown as of the date of mailing of Cintas' 2009 proxy materials) to the directors and executive officers named as defendants in this action. Specifically, Sections 23B.08.500 through 23B.08.600 of the WBCA provide that a corporation may indemnify a director who is made party to a proceeding if the director acted in good faith, reasonably believed that his or her conduct was in the corporation's best interests and had no reasonable cause to believe that his or her conduct was unlawful. A corporation may not indemnify a director in connection with a proceeding by or in the right of the corporation (also known as a "derivative action") in which the director is adjudged liable to the corporation or in connection with any other proceeding in which the director is adjudged liable on the basis that he or she received an improper personal benefit. In the case of derivative actions, indemnification extends only to reasonable expenses incurred in connection with the defense or settlement of the action. Cintas' bylaws provide for indemnification of directors, officers, employees and agents to the maximum extent permitted by Washington law.

Cintas engages Keating Muething & Klekamp PLL for a variety of legal services. Robert E. Coletti, a partner of the firm, is an in-law of Richard T. and Scott D. Farmer. Cintas paid the firm fees of \$8,085,648 for legal services during the fiscal year ending May 31, 2009. Mr. Coletti does not receive any direct compensation from fees paid by Cintas to the firm.

Please refer to the section titled Compensation Committee Interlocks and Insider Participation in this proxy statement for a description of a related party transaction relating to Mr. Adolph.

Joseph Automotive Group engages Cintas for a variety of services. George R. Joseph, a principle and part owner, is an in-law of Richard T. and Scott D. Farmer. Joseph Automotive Group paid Cintas fees of \$394,598 for services provided during the fiscal year ending May 31, 2009. Mr. Joseph does not receive any direct compensation from services provided by Cintas to the company.

The Farmer Family Foundation, based in Cincinnati, is committed to enhancing the community in which they live and serve through various contributions to non-profit organizations. One such contribution was to Cincinnati Works, Inc., co-founded by Mr. Phillips, a nonemployee director, which aims to educate and employ individuals in an effort to help them become economically self-sufficient. The independent members of the Board of Directors, excluding Mr. Phillips, discussed this contribution and determined that it did not impact his independence and did not adversely affect Mr. Phillips' ability to carry out his responsibility as Lead Director, Chairman of the Executive Committee and the Nominating and Corporate Governance Committee and member of the Audit Committee.

Certain stock exchange rules require Cintas to conduct an appropriate review of all related party transactions (those required to be disclosed by Cintas pursuant to SEC Regulation S-K Item 404) for potential conflict of interest situations on an ongoing basis and that all such transactions must

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be approved by the Audit Committee or another committee comprised of independent directors. As a result, the Audit Committee annually reviews all such related party transactions and approves such related party transactions only if it determines that it is in the best interests of Cintas. In considering the transaction, the Audit Committee may consider all relevant factors, including as applicable (i) Cintas' business rationale for entering into the transaction; (ii) the alternatives to entering into a related person transaction; (iii) whether the transaction is on terms comparable to those available to third parties, or in the case of employment relationships, to employees generally; (iv) the potential for the transaction to lead to an actual or apparent conflict of interest and any safeguards imposed to prevent such actual or apparent conflicts; and (v) the overall fairness of the transaction to Cintas.

While Cintas adheres to this policy for potential related person transactions, the policy is not in written form (other than as part of listing agreements with stock exchanges to the extent required). However, approval of such related person transactions is evidenced by Audit Committee resolutions in accordance with our practice of approving transactions in this manner.

**RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM  
(Item 2 on the Proxy Card)**

Although not required, the Board is seeking shareholder ratification of the selection by the Audit Committee of Ernst & Young LLP as Cintas' independent registered public accounting firm for fiscal 2010. If shareholders do not ratify this selection, the Audit Committee intends to continue the employment of Ernst & Young LLP at least through fiscal 2010, as the new fiscal year has already commenced. However, the Audit Committee will take the vote into account in selecting the independent registered public accounting firm for fiscal 2011. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will have an opportunity to make a statement, if they desire to do so, and to respond to appropriate questions that may be asked by shareholders.

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**OTHER ITEM TO BE VOTED ON BY SHAREHOLDERS**

***Shareholder Proposal***  
**(Item 3 on the Proxy Card)**

RESOLVED: Shareholders of Cintas Corporation (the "Company") urge the Board of Directors to adopt principles for health care reform based upon principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable.

**Supporting Statement**

The Institute of Medicine, established by Congress as part of the National Academy of Sciences, issued five principles for reforming health insurance coverage in a report, Insuring America's Health: Principles and Recommendations (2004). We believe principles for health care reform, such as those set forth by the Institute of Medicine, are essential if public confidence in our Company's commitment to health care coverage is to be maintained.

Access to affordable, comprehensive health care insurance is the most significant social policy issue in America according to polls by NBC News/*The Wall Street Journal*, the Kaiser Foundation, and *The New York Times*/CBS News. In our opinion, health care reform also is a central issue in the presidential campaign of 2008.

Many national organizations have made health care reform a priority. In 2007, representing "a stark departure from past practice," the American Cancer Society redirected its entire \$15 million advertising budget "to the consequences of inadequate health coverage" in the United States (*The New York Times*, 8/31/07).

John Castellani, president of the Business Roundtable (representing 160 of the country's largest companies), has stated that 52 percent of the Business Roundtable's members say health costs represent their biggest economic challenge. "The cost of health care has put a tremendous weight on the U.S. economy," according to Castellani, "The current situation is not sustainable in a global, competitive workplace." (*Business Week*, July 3, 2007.)

The National Coalition on Health Care (whose members include some of the largest publicly-held companies, institutional investors and labor unions) also has created principles for health insurance reform. According to the National Coalition on Health Care, implementing its principles would save employers presently providing health insurance coverage an estimated \$595-\$848 billion in the first 10 years of implementation.

We believe that the 47 million Americans without health insurance results in higher costs, causing an adverse effect on shareholder value for our Company, as well as all other U.S. companies which provide health insurance to their employees. Annual surcharges as high as \$1,160 for the uninsured are added to the total cost of each employee's health insurance, according to Kenneth Thorpe, a leading health economist at Emory University. Moreover, we feel that increasing health care costs further reduces shareholder value when it leads companies to shift costs to employees, thereby reducing employee productivity, health and morale.



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**The Board of Directors recommends a vote AGAINST this proposal for the following reasons:**

Although the Board of Directors agrees that health care reform is an important issue that needs to be addressed, the Board does not believe that it is an appropriate subject for the boardroom or an annual meeting of shareholders. The health insurance questions raised in this proposal are not directly applicable to self-insured companies such as Cintas. On the broader topic of health care reform, the Board of Directors views health care reform as an important, but complex, public policy issue that will require action by the U.S. Congress and the President based on a thoughtful public dialogue and input and ideas from experts on health care issues, such as medical associations, health care providers and health care insurance companies. In light of the ongoing discussions in Washington, we believe that the coverage issues raised in this proposal may be addressed prior to the date of our annual meeting of shareholders.

Cintas is proud of its commitment to the health and well-being of our employee-partners and their families. Cintas offers a comprehensive benefits package designed to provide our employee-partners with the tools to manage their health care. In addition, Cintas frequently reviews its health care benefits to ensure that they remain competitive and enable Cintas to continue to attract highly-qualified employee-partners.

Standard health care benefits afforded Cintas employee-partners include: medical insurance plans and prescription drug coverage, both with several options to meet the varying needs of our partners, dental and vision insurance plans. Cintas also provides its employee-partners with additional health and wellness benefits including, for example, a tobacco cessation program, future moms maternity program and employee assistance program.

Cintas is serious about ensuring the health and well-being of its employee-partners and views a strong, effective, high-quality and well-managed health care system as vital to our country's and Cintas' well-being, prosperity and strength. The Board believes that national health care reform is the province of political leaders and health care organizations and not the boardroom or the annual meeting of shareholders.

Accordingly, the Board requests a vote AGAINST this proposal.

Upon oral or written request to Thomas E. Frooman, Secretary, 6800 Cintas Boulevard, Cincinnati, Ohio 45262, Cintas will provide the name, address, and number of voting securities held by the proponent of Item 3.

**PROPOSALS FOR NEXT YEAR**

Shareholders who desire to have proposals included in the Notice for the 2010 Shareholders' Meeting must submit their proposals in writing to Cintas at its offices on or before May 7, 2010, and must comply with any and all requirements set forth in Cintas' Bylaws as such may be amended from time to time.

The form of Proxy for Cintas' Annual Meeting of Shareholders grants authority to the designated proxies to vote in their discretion on any matters that come before the meeting except those set forth in Cintas' proxy statement and except for matters as to which adequate notice is received. In order for a notice to be deemed adequate for the 2010 Shareholders' Meeting, it must be received prior to July 22, 2010.

Cintas' Bylaws require that items of new business and nominees for director be presented at least 90 days prior to the date of the meeting. If there is a change in the anticipated date of next year's Annual Meeting or these deadlines by more than 30 days, Cintas will notify all shareholders of this change through Form 8-K, 10-Q or 10-K filings.

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**OTHER MATTERS**

Cintas knows of no other matters to be presented at the meeting other than those specified in the Notice.

**QUESTIONS?**

If you have questions or need more information about the annual meeting, write to:

Thomas E. Frooman  
Vice President and Secretary    General Counsel  
6800 Cintas Boulevard  
P. O. Box 625737  
Cincinnati, Ohio 45262-5737  
or call (513) 459-1200.

For information about your record holding, call Wells Fargo at 1-800-468-9716. We also invite you to visit Cintas' Internet site at [www.cintas.com](http://www.cintas.com). Internet site materials are for your general information and are not part of this proxy solicitation.





































