

CUMMINS INC  
Form 8-K  
May 11, 2011  
**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

**Date of Report: May 10, 2011**

**CUMMINS INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or other Jurisdiction of  
Incorporation)

**1-4949**

(Commission File Number)

**35-0257090**

(I.R.S. Employer Identification  
No.)

**500 Jackson Street**

**P. O. Box 3005**

**Columbus, IN 47202-3005**

**(Principal Executive Office) (Zip Code)**

Registrant's telephone number, including area code: **(812) 377-5000**

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

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

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 10, 2011, Cummins Inc. (the Company) held its 2011 annual meeting of shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders voted on the following proposals:

- The election of ten directors for a one year term to expire at the Company's 2012 annual meeting of shareholders;
- An advisory vote on the compensation of the named executive officers;
- An advisory vote on the frequency of the advisory vote on executive compensation; and
- The ratification of the appointment of PricewaterhouseCoopers LLP as the Company's auditors for 2011.

As of the March 14, 2011 record date for the determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting, 197,038,046 shares of the Company's common stock, \$2.50 par value per share, were outstanding and entitled to vote, each entitled to one vote per share. Approximately 87% of all votes were represented at the Annual Meeting in person or by proxy. The following are the final votes on the matters presented for shareholder approval at the Annual Meeting:

**Election of Directors**

| <b><u>Name</u></b>         | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|----------------------------|-------------|----------------|----------------|-------------------------|
| Theodore M. Solso          | 144,832,990 | 9,331,872      | 502,407        | 17,536,693              |
| N. Thomas Linebarger       | 153,895,582 | 279,238        | 492,449        | 17,536,693              |
| William I. Miller          | 143,743,887 | 10,363,936     | 559,446        | 17,536,693              |
| Alexis M. Herman           | 146,249,101 | 7,916,364      | 501,804        | 17,536,693              |
| Georgia R. Nelson          | 148,113,821 | 6,047,184      | 506,264        | 17,536,693              |
| Carl Ware                  | 149,102,622 | 5,002,205      | 562,442        | 17,536,693              |
| Robert K. Herdman          | 149,092,888 | 4,996,220      | 578,161        | 17,536,693              |
| Robert J. Bernhard         | 153,905,394 | 193,016        | 568,859        | 17,536,693              |
| Dr. Franklin R. Chang-Diaz | 153,882,698 | 268,919        | 515,652        | 17,536,693              |
| Stephen B. Dobbs           | 153,952,752 | 159,911        | 554,606        | 17,536,693              |

**Advisory Vote on the Compensation of the Named Executive Officers**

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 139,228,073 | 14,663,555     | 775,641        | 17,536,693              |

Advisory Vote on the Frequency of the Advisory Vote on Executive Compensation

| <b>1 Year</b> | <b>2 Year</b> | <b>3 Year</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|---------------|---------------|---------------|----------------|-------------------------|
| 138,030,516   | 337,577       | 15,629,596    | 669,580        | 17,536,693              |

Consistent with the greatest number of votes cast with respect to this proposal, the Company's Board of Directors has determined that the Company will hold an advisory vote on the compensation of the Company's named executive officers every year until the next required advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers as required pursuant to Section 14A of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

Ratification of PricewaterhouseCoopers LLP

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 166,274,430 | 5,478,702      | 450,830        |

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**SIGNATURE**

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

Date: May 11, 2011

CUMMINS INC.

**/s/ Marsha L. Hunt**

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Marsha L. Hunt

Vice President - Corporate Controller  
(Principal Accounting Officer)