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LACLEDE GROUP INC
Form DEF 14A
December 27, 2002

SCHEDULE 14A

(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

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

Filed by the Registrant /X/

Filed by a Party other than the Registrant / /

Check the appropriate box:

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

THE LACLEDE GROUP, INC.

(Name of Registrant as Specified in Its Charter)

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

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- /X/ No fee required.
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

[The Laclede Group logo]

Notice of

ANNUAL MEETING
OF SHAREHOLDERS

and

PROXY STATEMENT
JANUARY 30, 2003

[The Laclede Group logo]

720 OLIVE STREET
ST. LOUIS, MISSOURI 63101

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TIME	10:00 a.m. on Thursday, January 30, 2003
PLACE	Marriott Pavilion Hotel One Broadway St. Louis, Missouri
ITEMS OF BUSINESS	1. TO ELECT THREE MEMBERS OF THE BOARD OF DIRECTORS for three-year terms. 2. TO APPROVE THE RESTRICTED STOCK PLAN FOR NON-EMPLOYEE

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DIRECTORS.

3. TO APPROVE THE LACLEDE GROUP EQUITY PLAN.
4. TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP as our independent auditors for the 2003 fiscal year.
5. TO TRANSACT SUCH OTHER BUSINESS as may properly come before the meeting and any adjournment or postponement.

RECORD DATE You can vote if you are a common shareholder of record on December 11, 2002.

ANNUAL REPORT Our 2002 annual report was mailed together with this proxy statement.

YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING, PLEASE VOTE IN ONE OF THREE WAYS: (1) USE THE TOLL FREE TELEPHONE NUMBER SHOWN ON YOUR PROXY CARD; (2) VISIT THE WEB-SITE SHOWN ON YOUR PROXY CARD TO VOTE VIA THE INTERNET; OR (3) MARK, SIGN, DATE AND PROMPTLY RETURN THE PROXY CARD IN THE ENCLOSED, PRE-ADDRESSED, POSTAGE PAID ENVELOPE. IF YOUR SHARES ARE HELD BY A BROKER, BANK OR NOMINEE, IT IS IMPORTANT THAT YOU GIVE THEM YOUR VOTING INSTRUCTIONS.

By the order of the Board of Directors,

December 24, 2002

MARY CAOLA KULLMAN
Secretary

PROXY STATEMENT

OF

THE LACLEDE GROUP, INC.

720 OLIVE STREET
ST. LOUIS, MO 63101

INFORMATION ABOUT THE ANNUAL SHAREHOLDERS MEETING

INTRODUCTION

This proxy statement is furnished in connection with the solicitation of proxies by the board of directors of The Laclede Group for use at the annual meeting of its shareholders to be held on January 30, 2003 and at any adjournment or postponement thereof. The meeting will be held at the Marriott Pavilion Hotel, One Broadway, St. Louis, Missouri at 10:00 a.m. The Laclede Group Annual Report for 2002 is being mailed to shareholders together with this proxy statement beginning on or about December 24, 2002.

Effective October 1, 2001, The Laclede Group became the parent company of Laclede Gas Company. Accordingly, to the extent information in this proxy statement relates to the fiscal years ended September 30, 2001 and earlier, that information is reported for Laclede Gas Company and not The Laclede Group.

ANNUAL MEETING ADMISSION

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If you are a shareholder of record, you may attend the annual meeting by checking in with The Laclede Group representatives at the desk outside the meeting room. If your shares are held in the name of a bank, broker or other holder of record and you plan to attend the meeting, you must show proof of ownership of The Laclede Group common stock at the desk.

WHO CAN VOTE

Holders of record of The Laclede Group common stock at the close of business on December 11, 2002 are entitled to receive this proxy statement and to vote at the meeting. As of November 1, 2002 there were 18,961,827 shares of The Laclede Group common stock outstanding. You are entitled to one vote for each share owned of record on that date.

HOW YOU CAN VOTE

Your vote is very important. There are three convenient voting methods:

Voting by Telephone. You can vote your shares by telephone by calling the toll free telephone number on your proxy card. Telephone voting is available 24 hours a day. If you vote by telephone, you should not return your proxy card.

Voting by Internet. You can also vote via the Internet. The web site for Internet voting is on your proxy card, and voting is available 24 hours a day. If you vote via the Internet, you should not return your proxy card.

Voting by Mail. If you choose to vote by mail, mark your proxy card, date and sign it, and return it in the pre-addressed, postage paid envelope provided.

If you participate in The Laclede Group dividend reinvestment and stock purchase plan, your proxy card will include the shares registered in your own name as well as those shares held for you in the dividend reinvestment and stock purchase plan. If you do not give voting instructions for shares owned by you through the plan, none of your shares in the plan will be voted.

If you hold your shares through a broker, bank or other holder of record, please follow their directions for providing voting instructions.

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HOW YOU MAY REVOKE OR CHANGE YOUR VOTE

You can revoke your proxy at any time before it is voted at the meeting by:

- * sending written notice of revocation to the corporate secretary;
- * submitting another timely proxy by telephone, Internet or paper ballot; or
- * attending the annual meeting and voting in person. If your shares are held in the name of a bank, broker or other holder of record,

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you must obtain a proxy executed in your favor from the holder of record to be able to vote at the meeting.

OTHER VOTING MATTERS

All shares that have been properly voted and not revoked will be voted at the annual meeting in accordance with your instructions. If you sign your proxy card but do not give voting instructions, the shares represented by that proxy will be voted by those named in the proxy card as recommended by the board of directors.

If any other matters are properly presented at the annual meeting for consideration, the persons named in the enclosed proxy card will have the discretion to vote on those matters for you. As of the date this proxy statement was printed, we do not know of any other matter to be raised at the annual meeting.

HOW VOTES ARE COUNTED

Each share of common stock represents one vote. As provided in The Laclede Group bylaws, a majority of the shares entitled to vote at the annual meeting, present in person or represented by proxy, will constitute a quorum for the meeting.

- * The three director nominees receiving the greatest number of votes will be elected;
- * The proposals to approve The Laclede Group, Inc. Equity Plan, to approve the Restricted Stock Plan for Non-Employee Directors and to ratify the appointment of independent public accountants must receive the affirmative vote of a majority of the shares of The Laclede Group common stock voted on the proposal;
- * Abstentions and broker non-votes will be counted in determining a quorum for the meeting;
- * Shares withheld and broker non-votes will have no effect on the election of directors;
- * Abstentions as to the approval of The Laclede Group Equity Plan, the approval of the Restricted Stock Plan and the ratification of the appointment of independent public accountants will have the same effect as votes "against" these matters; and
- * Broker non-votes will have no effect on the approval of The Laclede Group Equity Plan and the Restricted Stock Plan or ratification of the appointment of independent public accountants.

ADJOURNMENTS

We currently expect to take votes and close the polls on all proposals on the scheduled date of the annual meeting. However, we may:

- * Keep the polls open to facilitate additional proxy solicitation with regard to any or all proposals; or
- * Allow the inspectors of the election to count and report on the votes that have been cast after the polls have closed.

If any of the above occurs, we could propose one or more adjournments of the annual meeting. For any adjournment to be approved, the votes cast in favor of it must represent a majority of the total number of votes cast

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by the holders of stock present at the meeting in person or represented by proxy.

Proxies that we have solicited will be voted in favor of any adjournment that we propose but will not be considered a direction to vote for any adjournment proposed by anyone else. If any adjournment is properly

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proposed at the meeting on behalf of anyone else, the persons named as proxies, acting in that capacity, will have the discretion to vote on the adjournment in accordance with their best judgment.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires our directors and executive officers to file reports of holdings and transactions in The Laclede Group shares with the Securities and Exchange Commission and the New York Stock Exchange. Based on our records and information, we believe that in all respects during fiscal year 2002 our directors and executive officers met all applicable Securities and Exchange Commission reporting requirements.

CORPORATE GOVERNANCE

This past fiscal year has been a very eventful and tumultuous year across corporate America. Allegations of fraudulent disclosure at a number of major public companies plus the surge in accounting restatements at other companies have led to a general decline in investor confidence. The federal government reacted to these events by adopting the Sarbanes-Oxley Act of 2002 and the New York Stock Exchange submitted to the Securities and Exchange Commission the proposals of the New York Stock Exchange Corporate Accountability and Listing Standards Committee relative to corporate governance. While many of these matters still require implementation by rule proposals or rule adoptions of the Securities and Exchange Commission, the company's management and board of directors determined that steps should be taken now to reassure your confidence in the company. The following steps have been taken to date and we continue to monitor best practices and other developments in corporate governance.

BOARD COMMITTEES

We have developed charters for the nominating and compensation committees in addition to that of the audit committee. Copies of the charters for all three committees are attached to this proxy statement as appendices A-C. The nominating and compensation committee charters meet the listing standards proposed by the New York Stock Exchange as submitted to the Securities and Exchange Commission on August 16, 2002. Since the proposed standards are not yet final or effective, further changes to those charters may be required as the standards are finalized.

As part of the process of creating the charter for the nominating committee, the board of directors determined that the committee should more appropriately be called the corporate governance committee. As indicated in its charter, the corporate governance committee will be responsible for assisting the board in identifying individuals qualified

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to become board members and recommending director nominees to the board as well as making recommendations to the board relative to corporate governance and the board's corporate governance principles. In addition to performing an annual evaluation of the committee's performance, this committee will also assist the board in the annual evaluation of the board's performance. The corporate governance committee charter also sets forth the independence requirement for its members. The charter expressly provides the authority of the committee to retain and terminate consultants of its selection that it deems necessary in the performance of its duties. The company will be responsible for any fees of those consultants.

The compensation committee charter largely documents the committee's previous practices. Some additions include the requirement of an annual evaluation of the committee's performance as well as that all committee members be independent. While the compensation committee is responsible for administering and making recommendations to the board relative to incentive compensation plans and equity-based compensation plans, qualified plan matters, to the extent not delegated to management or another board committee, are handled by the full board. This committee's charter also expressly provides the authority to retain, at the company's expense, and terminate consultants of its selection.

The audit committee charter, previously adopted by the company's audit committee on August 23, 2001 and included with last year's proxy statement, was revised to meet the requirements of Sarbanes-Oxley as in effect on the date of this proxy statement. A copy of the latest charter approved by the board on November 21, 2002 is attached as appendix C. The new independence standards included in the New York

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Stock Exchange's proposed listing standards do not impact the composition of the company's audit committee. Its current members meet the existing as well as the proposed standards. The charter continues to provide for the committee's ability to retain, at company expense, and terminate such consultants or experts it deems necessary in the performance of its duties. Further changes may be required as the proposed listing standards for the New York Stock Exchange are finalized.

Additionally, effective for the 2003 fiscal year, these committees, like the audit committee, are totally independent. The members of the corporate governance and compensation committees on and after October 1, 2002 are Messrs. Holman, Nasser and Stupp.

CORPORATE GOVERNANCE GUIDELINES AND COMMUNICATIONS WITH NON-EMPLOYEE DIRECTORS

At its October 31, 2002 meeting, the board of directors adopted corporate governance guidelines that are designed to meet the proposed listing standards of the New York Stock Exchange. A copy of the guidelines is attached as appendix D. These guidelines largely document practices and principles already in place at the board level. An addition in the guidelines provides for executive sessions of the non-management directors on a quarterly basis, with these sessions to be lead by the chair of the corporate governance committee, who is currently Mr. William E. Nasser. Shareholders who desire to communicate with the non-management directors should send correspondence addressed to Corporate Governance

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Committee Chair, The Laclede Group, Inc., 720 Olive, Room 1517, St. Louis, MO 63101. Like the committee charters, the guidelines provide that the Board as a whole has the ability to retain, at the company's expense, the consultants it deems necessary in the performance of its duties. The guidelines also provide that the Board members have complete access to management.

CODE OF BUSINESS CONDUCT

The company and its predecessor, Laclede Gas Company, have an established code of business conduct to cover such areas as conflicts of interest, trade secrets, confidential information, securities laws and the prohibition on insider trading, accuracy of books and records, various personnel policies, antitrust matters, environmental and safety laws, and political activities. The code is interpreted and amended by the company's legal department. A request for an exception to a policy requires approval by the general counsel and the head of the internal audit department. We are in the process of reviewing our code in light of the proposed listing standards of the New York Stock Exchange as well as the implementation of the Sarbanes-Oxley Act of 2002 to determine any changes needed to meet those new requirements. You may request a copy of the current version of the company's code of business conduct from our corporate secretary's office.

AMENDMENT OF RETIREMENT PLAN FOR NON-EMPLOYEE DIRECTORS

The board also has amended the retirement plan for non-employee directors so that it will not be available for any director not already vested under the plan on November 1, 2002. Those directors already vested in the Retirement Plan for Non-employee Directors will continue under the plan, but the plan will not have any new participants after November 1, 2002. Further, any director not vested under the plan on November 1, 2002, will no longer participate in the plan. We are seeking approval by shareholders of this plan to meet the proposed listing standards of the New York Stock Exchange. Once approved, those nonvested directors and all new directors will instead receive additional benefits under the restricted stock plan for non-employee directors, which is being submitted at this meeting for your approval and a copy of which is attached as appendix E to this proxy statement. The restricted stock plan is not dilutive to shareholders since the trustee of the plan, UMB Bank n. a., purchases on the open market shares to be used for the awards under the plan. The trustee then holds the shares as trustee for the benefit of the non-employee directors until the restrictions expire.

Further corporate governance changes may be required as the Securities and Exchange Commission adopts new rules to implement various provisions of the Sarbanes-Oxley Act of 2002 and as the proposed New York Stock Exchange listing standards are finalized.

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PROPOSAL 1 ELECTION OF DIRECTORS

The board of directors is divided into three classes, consisting of three directors each. Three directors will be elected at the annual meeting to serve for a three-year term expiring at our annual meeting in the year 2006. Having reached the mandatory age for retirement under our

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bylaws, Mr. Andrew B. Craig, III, will not stand for re-election this year. The board has selected Mr. Arnold W. Donald as the company's nominee to fill the directorship vacancy created by Mr. Craig's retirement, and Messrs. Holman and Nasser, the two other directors whose terms will expire on January 30, 2003, will stand for reelection.

The persons named in the enclosed proxy card intend to vote proxies FOR the election of the three nominees listed below for terms expiring in 2006. If any nominee becomes unavailable for any reason before the meeting, which is not anticipated, the proxies received for that nominee will be voted for a person to be selected by our board of directors.

INFORMATION ABOUT THE NOMINEES AND DIRECTORS

NOMINEES FOR NEW TERM (TO EXPIRE AT ANNUAL MEETING, 2006):

ARNOLD W. DONALD, 47, is Chairman of the Board and Chief Executive Officer of Merisant Company, a global corporation that manufactures and markets a variety of tabletop sweetener products with sales in over 100 countries. He has been Chairman of the Board and Chief Executive Officer since Merisant's formation in March 2000. From January 1998 to March 2000 he was Senior Vice President of Monsanto Company in St. Louis, Missouri and was responsible for Monsanto's growth, globalization and technology initiatives. He is a director of Crown Cork & Seal Company, Inc., Oil-Dri Corporation of America, Belden, Inc., Carnival Corporation and The Scotts Company.

C. RAY HOLMAN, 60, is Chairman of the Board of Mallinckrodt Inc., which is a part of Tyco International, Inc., and Senior Vice President of Tyco International, Inc., a diversified corporation engaged in health-care and specialty products, telecommunications and electronics, flow control and fire and security services. He has been Chairman since October 1994, and President from December 1992 to December 1995 of Mallinckrodt, Inc. and Senior Vice President of Tyco International, Inc. since October 2000. Mr. Holman is a director of BankAmerica Corp.

The Laclede Group director since: 2000
Laclede Gas director since: 1994

WILLIAM E. NASSER, 63, is Chairman of the Board of Enchira Biotechnology Corporation, a biotechnology company that applies its proprietary Drug Candidate Optimization Platform(TM) to create new therapeutic proteins. He has served as Chairman since April 1998. He was President and Chief Executive Officer of Enchira from April 1998 to June 1999. He retired as Chairman of the Board, Chief Executive Officer and President of Petrolite Corporation in November 1995. He had served in that capacity since February 1992. He is a director of Enchira Biotechnology Corporation.

The Laclede Group director since: 2000
Laclede Gas director since: 1994

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE

ELECTION OF THESE NOMINEES AS DIRECTORS.

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DIRECTORS WITH TERM EXPIRING IN 2004:

DR. HENRY GIVENS, JR., 69, has been president of Harris-Stowe State College for the last 23 years. He is a director of U.S. Bank National Association.

The Laclede Group director since: 2000
Laclede Gas director since: 1992

MARY ANN VAN LOKEREN, 55, has been Chairman and Chief Executive Officer of Krey Distributing Co., an Anheuser-Busch wholesaler, since December 1986. She is a director of Commerce Bancshares, Inc. and Masco Corporation.

The Laclede Group director since: 2000
Laclede Gas director since: 1992

DOUGLAS H. YAEGER, 53, has been Chairman of the Board, President and Chief Executive Officer of The Laclede Group since October 26, 2000. He has been Laclede Gas' Chairman of the Board since January 28, 1999, Chief Executive Officer since January 1, 1999 and President since December 1, 1997. He served as Laclede Gas' Executive Vice President--Operations and Marketing from September 1, 1995 through November 30, 1997. He is a Director of First Banks, Inc.

The Laclede Group director since: 2000
Laclede Gas director since: 1998

DIRECTORS WITH TERM EXPIRING IN 2005:

ROBERT C. JAUDES, 68, retired as Laclede Gas' Chief Executive Officer on January 1, 1999 and as Chairman of the Board on January 28, 1999. From January 27, 1994 to December 1, 1997, he served as Chairman of the Board, Chief Executive Officer and President of Laclede Gas. On December 1, 1997, Mr. Jaudes relinquished the title of President but continued to serve as Laclede Gas' Chairman of the Board and Chief Executive Officer until his retirement. Mr. Jaudes was an employee of Laclede Gas from 1955 to December 31, 1998.

The Laclede Group director since: 2000
Laclede Gas director since: 1983

W. STEPHEN MARITZ, 44, has been Chairman of the Board of Maritz Inc. since February 26, 2001 and Chief Executive Officer since November 1998. Maritz Inc. provides performance improvement, marketing research and travel services on a global basis. Previously, he served as Vice Chairman from July 1994 to February 26, 2001 and President from April 1, 1997 to February 26, 2001. From April 1, 1997 to November 1998, Mr. Maritz was Chief Operating Officer of Maritz Inc.

The Laclede Group director since: 2000
Laclede Gas director since: 1999

ROBERT P. STUPP, 72, is and since December 31, 1990 has been the President and Chief Executive Officer of Stupp Bros., Inc. Stupp Bros. has (1) two operating divisions: Stupp Bridge Company of Bowling Green, Kentucky, fabricator of steel highway and railroad bridges; and Stupp Corporation of Baton Rouge, Louisiana, producer of custom-made electrical resistance welded pipe for oil and gas transmission; and (2) three subsidiaries: Hammerts Iron Works, Inc. of St. Louis, Missouri, fabricator of structural steel; Bayou Coating L.L.C. of Houston, Texas, provider of applicators for steel line pipe; and Midwest Bank Centre of

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St. Louis, Missouri, a Missouri bank and member of the FDIC and Federal Reserve systems. Mr. Stupp currently serves, and has served since 1960, as a senior executive officer of one or more of those entities. He is a director of Stupp Bros., Inc.

The Laclede Group director since: 2000
Laclede Gas director since: 1990

THE BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD

The standing committees of the board of directors as of September 30, 2002, included the audit committee, the compensation committee and the nominating committee. During the 2002 fiscal year, there

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were 13 meetings of our board of directors. All directors attended 75% or more of the aggregate number of meetings of the board and applicable committee meetings.

The audit committee assists the board of directors in fulfilling the board's oversight responsibilities with respect to the quality and integrity of the financial statements, financial reporting process, and systems of internal controls. The audit committee also assists the board in monitoring the independence and performance of the independent auditors. The audit committee is composed of independent directors, as defined by New York Stock Exchange listing standards, and operates under a written charter adopted by the board of directors. The members of the committee at fiscal year end were Andrew B. Craig, III, Dr. Henry Givens, Jr., C. Ray Holman (chairman), W. Stephen Maritz and Mary Ann Van Lokeren. The committee met three times in fiscal year 2002. The charter for the audit committee, which is attached to this proxy statement as appendix C, has been revised recently to meet the proposed New York Stock Exchange's new listing standards.

The compensation committee reviews and recommends to the board the salaries and all other forms of compensation of officers. The committee members at fiscal year end were C. Ray Holman, Robert C. Jaudes, William E. Nasser and Robert P. Stupp (chairman). The committee met five times in fiscal year 2002. Effective October 1, 2002, the committee is comprised solely of independent directors and operates under a written charter adopted by the board of directors, a copy of which is attached to this proxy statement as appendix B. Each current committee member is independent as provided in the New York Stock Exchange's proposed listing standards. The current members of the committee are Messrs. Holman, Nasser and Stupp (chairman).

The nominating committee recommends new director nominees to the board of directors. The committee members at fiscal year end were C. Ray Holman, Robert C. Jaudes, William E. Nasser and Robert P. Stupp (chairman). The committee met two times in fiscal year 2002. Effective October 1, 2002, this committee is known as the corporate governance committee and is now also responsible for considering and making recommendations to the board relative to corporate governance and the board's corporate governance guidelines. Each current committee member is independent as provided in the New York Stock Exchange's proposed listing standards. The current committee members are Messrs. Holman, Nasser (chairman) and Stupp. The corporate governance committee also operates

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pursuant to a written charter approved by the board, a copy of which is attached to this proxy statement as appendix A.

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BENEFICIAL OWNERSHIP OF LACLEDE GROUP COMMON STOCK

The following table sets forth as of September 30, 2002 the beneficial ownership of The Laclede Group common stock by (i) Stupp Bros., Inc., 3800 Weber Road, St. Louis, MO 63125, the only person or entity who, as of September 30, 2002, is known to be the beneficial owner of 5% or more of common stock, (ii) each director and director nominee, (iii) each named executive officer listed in the Summary Compensation Table, and (iv) all directors, nominees and executive officers as a group.

AMOUNT AND NATURE OF OWNERSHIP

NAME OF BENEFICIAL OWNER -----	SOLE VOTING AND/OR INVESTMENT POWER -----	SHARED VOTING AND/OR INVESTMENT POWER -----	TOT -----
A. B. Craig, III.....	3,400	-0-	3
A. W. Donald.....	-0-	-0-	
H. Givens, Jr.....	2,800 (1)	-0-	2
C. R. Holman.....	3,400 (1)	-0-	3
R. C. Jaudes.....	15,345	10,891 (2)	26
W. S. Maritz.....	1,400 (1)	-0-	1
G. T. McNeive, Jr.....	4,016	-0-	4
J. Moten, Jr.....	194	-0-	
W. E. Nasser.....	3,400 (1)	-0-	3
K. J. Neises.....	545	-0-	
R. E. Shively.....	-0-	-0-	
R. P. Stupp.....	5,832	1,155,000 (3)	1,160
M. A. Van Lokeren.....	3,800 (1)	-0-	3
D. H. Yaeger.....	4,865	-0-	4
Stupp Bros., Inc.....	1,155,000 (3)	-0-	1,155
All directors and executive officers (20) as a group.....			1,219