

SONOCO PRODUCTS CO  
Form DEF 14A  
March 13, 2015  
Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A INFORMATION  
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 §240.14a-12

Sonoco Products Company

(Name of Registrant as Specified In Its Charter)

(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:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

Table of Contents

SONOCO PRODUCTS COMPANY

1 NORTH SECOND STREET

HARTSVILLE, SOUTH CAROLINA 29550 USA

March 6, 2015

To Our Shareholders:

You are cordially invited to attend our Annual Shareholders Meeting to be held at the Center Theater, 212 North Fifth Street, Hartsville, South Carolina, on Wednesday, April 15, 2015, at 11:00 a.m. (Eastern time).

We have enclosed a Notice of 2015 Annual Meeting of Shareholders and Proxy Statement that cover the details of matters to be presented at the meeting.

In addition to acting on the matters listed in the Notice of Annual Meeting of Shareholders, we will discuss the Company's progress, and you will be given an opportunity to ask questions of general interest to all shareholders.

We have also enclosed a copy of our *2014 Annual Report*, which reviews the Company's events of the past year, and discusses strategy and the outlook for the future (or we delivered one copy of the Annual Report for all shareholders at your address).

We hope that you will come to the 2015 Annual Meeting of Shareholders in person; however, even if you plan to attend, we strongly encourage you to complete the enclosed proxy card or brokers' voting instruction form and return it in the enclosed business reply envelope. If you are a shareholder of record, you can also vote by telephone (if you live in the United States) or via the Internet. Instructions are shown on your proxy card. If you are a shareholder of record and for any reason you desire to revoke your proxy, you can do so at any time before the voting. Your vote is important and will be greatly appreciated.

Harris E. DeLoach, Jr.

*Executive Chairman*

**Table of Contents****TABLE OF CONTENTS**

	<b>Page</b>
<u>NOTICE OF 2015 ANNUAL MEETING OF SHAREHOLDERS</u>	3
<u>PROXY STATEMENT</u>	4
<u>Information Concerning the Solicitation</u>	4
<u>Proposal 1: Election of Directors</u>	7
<u>Information Concerning Directors Whose Terms Continue</u>	9
<u>Corporate Governance</u>	11
<u>Corporate Governance Guidelines and Code of Business Conduct and Ethics</u>	11
<u>Director Independence Policies</u>	11
<u>Majority Voting for Directors</u>	12
<u>Board Leadership Structure, Executive Sessions of Non-Management Directors and Lead Director</u>	12
<u>Director Nomination Process</u>	13
<u>Communications with the Board of Directors</u>	14
<u>Board Meetings and Committees of the Board</u>	14
<u>Annual Performance Evaluation of the Board</u>	16
<u>The Board's Role in the Risk Management Process</u>	16
<u>Compensation Committee Interlocks and Insider Participation</u>	17
<u>Related Party Transactions</u>	17
<u>Security Ownership of Certain Beneficial Owners</u>	18
<u>Security Ownership of Management</u>	19
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	20
<u>Executive Compensation</u>	21
<u>Compensation Discussion and Analysis</u>	21
<u>Compensation Committee Report</u>	37
<u>Compensation Risk Review</u>	37
<u>Summary Compensation Table</u>	38
<u>2014 Grants of Plan-Based Awards</u>	41
<u>Outstanding Equity Awards at 2014 Fiscal Year-End</u>	42
<u>2014 Option Exercises and Stock Vested</u>	44
<u>2014 Pension Benefits</u>	45
<u>2014 Nonqualified Deferred Compensation</u>	48
<u>Potential Benefits Payable Immediately Upon Certain Separation Events</u>	51
<u>Director Compensation</u>	53
<u>Director Compensation Table</u>	54
<u>Non-Employee Directors' Outstanding Equity Awards at 2014 Fiscal Year-End</u>	56
<u>Audit Committee Report</u>	57
<u>Independent Registered Public Accounting Firm</u>	57
<u>Proposal 2: Ratification of Independent Registered Public Accounting Firm</u>	58
<u>Proposal 3: Advisory (Nonbinding) Resolution to Approve Executive Compensation</u>	58
<u>Proposal 4: Shareholder Proposal Regarding Declassification of the Board of Directors</u>	59
<u>Incorporation by Reference</u>	63
<u>Shareholder Proposals for Next Annual Meeting</u>	63
<u>Delivery of Documents to Shareholders Sharing an Address</u>	63
<u>Electronic Access to Annual Meeting Materials</u>	64
<u>Other Matters</u>	64

Table of Contents

**SONOCO PRODUCTS COMPANY**

1 NORTH SECOND STREET

HARTSVILLE, SOUTH CAROLINA 29550 USA

**NOTICE OF 2015 ANNUAL MEETING OF SHAREHOLDERS**

TIME	11:00 a.m. (Eastern time) on Wednesday, April 15, 2015
PLACE	The Center Theater, 212 North Fifth Street, Hartsville, South Carolina
PROPOSALS	<p>Proposal 1: Election of Directors;</p> <p>Proposal 2: Ratification of independent registered public accounting firm;</p> <p>Proposal 3: Advisory (nonbinding) resolution to approve executive compensation;</p> <p>Proposal 4: Advisory (nonbinding) shareholder proposal to elect each director annually; and</p> <p>Transact any other business that properly comes before the meeting or any adjournment of the meeting.</p> <p>Proposals 1, 2 and 3 were submitted by the Board of Directors. Proposal 4 was submitted by a shareholder.</p>
RECORD DATE	You may vote only if you were a shareholder of record at the close of business on February 25, 2015.
ANNUAL REPORT	We have enclosed a copy of the <i>2014 Annual Report</i> or we have delivered a single copy of the Annual Report for all shareholders at your address. The Annual Report is not part of the proxy soliciting material.
PROXY VOTING	It is important that your shares be represented and voted at the meeting.

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

If you hold your shares in your own name as a record shareholder, please vote in one of these three ways:

- (1) USE THE TOLL-FREE TELEPHONE NUMBER shown on your proxy card if you live in the United States;
- (2) VISIT THE WEB SITE shown on your proxy card and vote via the Internet; or
- (3) MARK, SIGN, DATE, AND PROMPTLY RETURN the enclosed proxy card in the postage-paid envelope.

If your shares are held in street name by a broker, bank, or other nominee, please follow the instructions that entity sent to you with these proxy materials to have your shares voted at the Annual Meeting.

By order of the Board of Directors,

Ritchie L. Bond

*Secretary*

March 6, 2015

**Table of Contents**

**SONOCO PRODUCTS COMPANY**

1 NORTH SECOND STREET

HARTSVILLE, SOUTH CAROLINA 29550 USA

**PROXY STATEMENT**

**INFORMATION CONCERNING THE SOLICITATION**

We are sending you these proxy materials in connection with the solicitation by the Board of Directors of Sonoco Products Company of proxies to be used at the Annual Meeting of Shareholders ( Annual Meeting ) to be held on Wednesday, April 15, 2015, at 11:00 a.m. (Eastern time) at The Center Theater, 212 North Fifth Street, Hartsville, SC, and at any adjournment or postponement of the meeting. The terms we, our, us, Sonoco, and the Company all refer to Sonoco Products Company. The proxy materials are first being mailed on or about March 13, 2015.

**Who May Vote**

You will only be entitled to vote at the Annual Meeting if our records show that you were a record shareholder on February 25, 2015. At the close of business on February 25, 2015, a total of 100,820,697 shares of our common stock were outstanding and entitled to vote. Each share of common stock has one vote.

**How to Vote Shares Held Directly**

If you hold your shares in your own name as a record shareholder, you may vote by proxy or in person at the meeting. To vote by proxy you may select one of the following options: telephone, Internet, or mail.

***Vote by Telephone:***

You may vote by telephone (if you live in the United States) using the toll-free number shown on your proxy card. You must have a touch-tone telephone to use this option. Telephone voting is available 24 hours a day, seven days a week. Votes must be received by 7pm (Eastern time) on April 14, 2015. Clear and simple voice prompts allow you to vote your shares and confirm that your instructions have been properly recorded. If you vote by telephone, please **DO NOT** return your proxy card.

***Vote through the Internet:***

You may vote through the Internet. The Web site for Internet voting is shown on your proxy card. Internet voting is available 24 hours a day, seven days a week. Votes must be received by 7pm (Eastern time) on April 14, 2015. When you vote through the Internet, you will be given the opportunity to confirm that your instructions have been properly recorded. If you vote through the Internet, please **DO NOT** return your proxy card.

***Vote by Mail:***

If you choose to vote by mail, please mark the enclosed proxy card, sign and date it, and return it in the enclosed postage-paid envelope.

***Actions of the Proxy Agents***

If you are a record shareholder and you indicate your voting choices, your shares will be voted according to your instructions. If you fail to give voting instructions, the proxy agents will vote your shares according to the board of director s recommendations:



Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

**FOR** each person named in this Proxy Statement as a nominee for election to the Board of Directors,

**FOR** ratification of the selection of PricewaterhouseCoopers, LLP ( PwC ) as our independent registered public accounting firm for the fiscal year ending December 31, 2015,

## **Table of Contents**

**FOR** the advisory (non-binding) resolution to approve executive compensation, and

**AGAINST** the advisory (non-binding) shareholder proposal to elect each director annually.

The proxy agents will vote according to their best judgment on any other matter that properly comes before the Annual Meeting. At present, the Board of Directors does not know of any other such matters.

### **How to Vote Shares Held in Street Name by a Broker, Bank, or Other Nominee**

If your shares are held in street name by a broker, bank, or other nominee, you may direct your vote by submitting your voting instructions to your broker, bank, or other nominee. Please refer to the voting instructions provided by your account manager. Your broker or other nominee is not permitted to vote your shares on election of directors, the advisory (non-binding) resolution to approve executive compensation, or consideration of the advisory (non-binding) shareholder proposal unless you provide voting instructions. Therefore, to be sure your shares are voted, please instruct your broker or other nominee as to how you wish it to vote.

### **Voting at the Annual Meeting**

The method by which you vote will not limit your right to vote at the Annual Meeting if you decide to attend in person. However, if you wish to vote at the meeting and your shares are held in street name by a bank, broker, or other nominee, you must obtain a proxy executed in your favor from the holder of record prior to the meeting and present it to the Secretary of the Company at the meeting.

If you wish to attend the meeting in person, you may obtain directions to our office at our Web site: [www.sonoco.com](http://www.sonoco.com). The site of the Annual Meeting is only a short distance from the Sonoco office, and directions from the office to the annual meeting site may be obtained at the reception desk.

### **How to Revoke Your Proxy**

You may revoke your proxy at any time before it is voted. If you hold your shares in your own name as a record shareholder, you may revoke your proxy in any of the following ways:

by giving notice of revocation at the Annual Meeting;

by delivering to the Secretary of the Company, 1 North Second Street, Hartsville, SC 29550 USA, written instructions revoking your proxy; or

by delivering to the Secretary an executed proxy bearing a later date.

Subsequent voting by telephone or via the Internet cancels your previous vote. If you are a shareholder of record, you may also attend the meeting and vote in person, in which case your proxy vote will not be used.

If your shares are held in street name by a broker, bank, or other nominee, you may revoke your voting instructions by submitting new voting instructions to the broker or other nominee who holds your shares.

### **How Votes Will Be Counted**

The Annual Meeting will be held if a majority of the outstanding shares of common stock entitled to vote (a quorum) is represented at the meeting. If you have submitted valid proxy instructions or are a record shareholder and attend the meeting in person, your shares will be counted for the purpose of determining whether there is a quorum, even if you wish to abstain from voting on some or all matters introduced. Broker non-votes also count in determining whether a quorum is present. A broker non-vote occurs when a broker, bank, or nominee who holds shares in street name for a beneficial owner attends the meeting in person or by proxy but chooses not to vote on a particular proposal, or does not have discretionary voting power for that proposal, and has not received voting instructions from the beneficial owner.

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

Brokers do not have discretionary authority to vote on director elections, the advisory (non-binding) resolution to approve executive compensation, or the advisory (non-binding) shareholder proposal. Therefore, if you hold your shares in street name and do not return a broker voting instruction form, or if you return a broker voting instruction form but do not indicate how you want your broker to vote on any of these matters, a broker non-vote will occur with respect to these matters. Brokers do, however, continue to have discretionary authority to vote on ratification of independent auditors, and may do so when you have not provided instructions on that matter.

**Table of Contents**

If a quorum is present at the Annual Meeting, directors will be elected by a plurality of the votes cast by shares present and entitled to vote at the Annual Meeting. Plurality means that, if there were more nominees than positions to be filled, the persons who received the largest number of votes would be elected. Because there is the same number of nominees as positions to be filled, we expect all nominees to be elected. Votes that are withheld or that are not voted in the election of directors (including broker non-votes) will have no effect on the outcome of the election. Cumulative voting is not permitted.

The votes on the advisory resolution to approve executive compensation and the shareholder proposal are non-binding on us and our Board of Directors. Marking the proxy card or your broker voting instructions FOR indicates support for the resolution; marking the proxy card or your broker voting instructions AGAINST indicates lack of support for the resolution. You may abstain by marking the ABSTAIN box on the proxy card or your broker voting instructions.

Any other matter, including ratification of the selection of PwC as our independent registered public accounting firm, that may be brought before the meeting will be approved if the votes cast in favor of the matters exceed the votes cast against the matters. Abstentions or shares that are not voted will have no effect on the outcome of such matters.

**Cost of this Proxy Solicitation**

We will pay the cost of this proxy solicitation. Morrow & Co., LLC, will assist in obtaining proxies by mail, facsimile or email from brokerage firms, banks, broker-dealers or other similar organizations representing beneficial owners of shares. We have agreed to a fee of approximately \$6,500 plus out-of-pocket expenses. Morrow & Company may be contacted at Morrow & Co., LLC, 470 West Ave, Stamford, CT 06902.

In addition to soliciting proxies by mail, we expect that some of our officers and regular employees will solicit proxies by telephone, fax, email, or personal contact. None of these officers or employees will receive any additional or special compensation for doing this.

**Table of Contents****PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of Directors has fixed the number of directors of the Company at thirteen. At our Annual Meeting, six directors will be elected. P.L. Davies, H.E. DeLoach, Jr., E.H. Lawton, III, and J.E. Linville have been nominated to hold office for the next three years their terms expiring at the Annual Shareholders Meeting in 2018, or when their successors are duly elected and qualify to serve. S. Nagarajan has been nominated to hold office for two years, his term expiring at the Annual Shareholders Meeting in 2017. R.G. Kyle has been nominated to hold office for one year, his term expiring at the Annual Shareholders Meeting in 2016. Mr. Nagarajan and Mr. Kyle, elected by the Board of Directors in February 2015, have not been previously elected by shareholders and were recommended to the Corporate Governance and Nominating Committee by our Executive Chairman based on an external search. The proxy agents intend to vote **FOR** the election of the six persons named above unless you withhold authority to vote for any or all of the nominees. The Board of Directors recommends that you vote **FOR** each nominee.

**Name, Age, Tenure, Principal Occupation, and Directorships in  
Public Corporations during the Last Five Years**

**DR. PAMELA L. DAVIES** (58), Board member since 2004. Dr. Davies has been President of Queens University of Charlotte (institution of higher learning), Charlotte, NC, since 2002. Prior to that, she was Dean of the McColl School of Business at Queens University of Charlotte from 2000 to 2002. She is currently a director of Family Dollar Stores, Inc. and YMCA, USA (a nonprofit organization). She was previously a director of Charming Shoppes from 1998 to 2009 and C&D Technologies, Inc. from 1998 to 2010.

Sonoco's Board believes Dr. Davies is qualified to serve as a director based on the experience described above, as well as the financial and strategic planning expertise, broad leadership ability, global perspective, and strong business academic viewpoint derived from her service as president of a university and former dean of its business school. Her experience on the boards of other public companies also provides her with valuable regulatory experience and an understanding of corporate governance issues.

**HARRIS E. DeLOACH, JR.** <sup>(1)</sup> (70), Board member since 1998. Mr. DeLoach has been our Executive Chairman since March, 2013, prior to which he had been our Chairman since 2005. He was our Chief Executive Officer from 2000 until his retirement in 2013, President from 2000 to 2010, Chief Operating Officer from April 2000 to July 2000, Senior Executive Vice President from 1999 to 2000, Executive Vice President from 1996 to 1999, Group Vice President from 1993 to 1996, Vice President Film, Plastics and Special Products from February 1993 to October 1993, Vice President High Density Film Products division from 1990 to 1993, and Vice President Administration and General Counsel from 1986 to 1990. Mr. DeLoach is currently a director of Duke Energy and Milliken & Company (a privately held innovative textile and chemical company). He was previously a director of Progress Energy, Inc. from 2006 to 2012 and Goodrich Corporation from 2003 to 2012.

Sonoco's Board believes Mr. DeLoach is qualified to serve as a director based on his successful leadership of the Company over the past 29 years, including his 13 years of service as our Chief Executive Officer. Mr. DeLoach has extensive knowledge and understanding of our business, our people, our customers, and our shareholders. As a former practicing attorney and a board member of other public and privately held companies, he also brings in-depth legal and corporate governance experience.

(1) Although Mr. DeLoach is being elected for a three year term to serve until 2018, our Bylaws provide that retirement of directors shall be automatic upon reaching the age of 72. Accordingly, Mr. DeLoach will retire from the Board in August 2016.

**Table of Contents**

**Name, Age, Tenure, Principal Occupation, and Directorships in  
Public Corporations during the Last Five Years**

**RICHARD G. KYLE** (49), Board member since February 2015. Mr. Kyle has been President and Chief Executive Officer of The Timken Company (a manufacturer of bearings, transmissions, gearboxes, motors, lubrication systems, and chain), North Canton, OH, since 2014. He was Chief Operating Officer Bearings and Power Transmissions Group from 2013 to 2014, Group President, Aerospace and Steel from 2012 to 2013, and President, Aerospace and Mobile Industries from 2008 to 2012. Mr. Kyle joined Timken in 2006, and was elected to its board of directors in 2013. Prior to joining Timken, he held management positions with Cooper Industries and Hubbell, Inc.

Sonoco's Board believes Mr. Kyle is qualified to serve as a director based on the experience described above, and his broad operational leadership expertise gained in global manufacturing organizations. As a member of the board of The Timken Company, he also brings a valuable understanding of regulatory and corporate governance issues.

**EDGAR H. LAWTON, III** (54), Board member since 2001. Mr. Lawton has been President and Treasurer of Hartsville Oil Mill (vegetable oil processor), Darlington, SC, since 2000, and he has been a director of Hartsville Oil Mill since 1991. Mr. Lawton was Vice President of Hartsville Oil Mill from 1991 to 2000.

Sonoco's Board believes Mr. Lawton is qualified to serve as a director based on the experience described above, including his knowledge of global commodity markets and customers, as well as his financial acumen. His operational knowledge also includes expertise in managing environmental issues, and he is also very helpful to us as a local business owner in the same geographic area as our global headquarters.

**JOHN E. LINVILLE** (69), Board member since 2004. Mr. Linville served as an attorney in private practice in New York, NY, from 2004 until his retirement in 2012. Prior to that he had been Counsel with Manatt, Phelps & Phillips, LLP from 2003 to 2004. He joined the firm through its merger with his prior firm Kalkines, Arky, Zall & Bernstein, LLP ( KAZB ). Mr. Linville joined KAZB in 1990 after having been General Counsel and then Acting President of the New York City Health & Hospitals Corporation.

Sonoco's Board believes Mr. Linville is qualified to serve as a director based on the experience described above, including legal skills derived from his service as a practicing attorney, and financial expertise and leadership skills from the perspective of a large organization derived from his service as General Counsel and Acting President of a major municipal healthcare authority. As Chair of the Employee and Public Responsibility Committee, his background provides our Board with useful insights on a range of policy issues.

**SUNDARAM NAGARAJAN** (52), Board member since February 2015. Mr. Nagarajan is Executive Vice President of Automotive OEM of Illinois Tool Works, Inc. (ITW) (a Fortune 200 global diversified industrial manufacturer of value-added consumables and specialty equipment with related service businesses), Glenview, IL. He was Executive Vice President of Welding from 2010 to December 2014, Group President, Welding International from 2008 to 2010, and Group Vice President Welding Group from 2006 to 2008. Mr. Nagarajan joined ITW in 1991.

Sonoco's Board believes Mr. Nagarajan is qualified to serve as a director based on the experience described above, including broad operational leadership expertise gained in a global manufacturing organization.

Table of Contents

**INFORMATION CONCERNING DIRECTORS WHOSE TERMS CONTINUE**

Members of the Board of Directors whose terms of office will continue until our Annual Shareholders Meeting in 2016 are:

**Name, Age, Tenure, Principal Occupation, and Directorships in Public Corporations during the Last Five Years**

**JOHN R. HALEY** (53), Board member since 2011. Mr. Haley has served as Chief Executive Officer of Gosiger, Inc., (a privately owned distributor of computer-controlled machine tools and factory automation systems), Dayton, OH, since 2010. He served as a Gosiger managing partner from 2001 to 2010, and as a Division Vice President from 1992 to 2001. Mr. Haley is currently a director of Ultra-met Carbide Technologies (privately owned) and the Gosiger Foundation (nonprofit organization). Mr. Haley is the brother-in-law of R.H. Coker, who is an executive officer of the Company.

Sonoco's Board believes Mr. Haley is qualified to serve as a director based on the experience described above, which has provided him extensive executive leadership experience in the manufacturing sector. His related experience in corporate finance also provides a valuable resource for our Board.

**M. JACK SANDERS** (61), Board member since 2012. Mr. Sanders has been our Chief Executive Officer since April 2013 and our President since 2010. He was our Chief Operating Officer from 2010 to 2013, Executive Vice President, Consumer from January to December 2010, Executive Vice President, Industrial from 2008 to 2010, Senior Vice President, Global Industrial Products from 2006 to 2008, Vice President, Global Industrial Products from January to October 2006, and Vice President, Industrial Products, N.A. from 2001 to 2006.

Sonoco's Board believes Mr. Sanders is qualified to serve as a director based on his successful leadership experience within the Company over the past 27 years, including senior executive roles with each of our operating business segments. Mr. Sanders' day-to-day leadership as our Chief Executive Officer also provides our Board with intimate knowledge of our operations, challenges and opportunities.

**THOMAS E. WHIDDON** (62), Board member since 2001. Mr. Whiddon was an Advisory Director of Berkshire Partners, LLC (a Boston -based private equity firm), from October 2005 until his retirement in December 2013, and served various Berkshire portfolio companies in an executive capacity on an interim basis. He was Executive Vice President - Logistics and Technology of Lowe's Companies, Inc. from 2000 until he retired in 2003 and was previously their Executive Vice President and Chief Financial Officer from 1996 to 2000. Mr. Whiddon is currently a director of Carter's Inc., Dollar Tree Stores, Inc., and BayCare Health System (nonprofit organization).

Sonoco's Board believes Mr. Whiddon is qualified to serve as a director based on the experience described above, including his general management, information technology and logistics expertise, strong financial acumen, and experience with retail end markets. Mr. Whiddon is Chair of the Audit Committee and also serves on the boards and audit committees of two other public companies, which provides him with valuable regulatory and corporate governance experience.

---

**Table of Contents**

Members of the Board of Directors whose terms of office will continue until our Annual Shareholders Meeting in 2017 are:

**Name, Age, Tenure, Principal Occupation, and Directorships in  
Public Corporations during the Last Five Years**

**HARRY A. COCKRELL** (65), Board member since 2013. Mr. Cockrell has been managing director of Pacific Tiger Group Limited, a Hong Kong-based privately held investment enterprise with a wide range of businesses and assets across the Asia/Pacific region, since 2005. He is a director of Pathfinder Investment Holdings Corporation, a Philippines real estate management group. He is a former director of Hanesbrands, Inc., and former investment committee member of Asian Infrastructure Fund. Earlier in his career, he was director of corporate banking for the National Commercial Bank of Saudi Arabia and was a banking advisor for Middle Eastern and Asian interests.

Sonoco's Board believes Mr. Cockrell is qualified to serve as a director based on the experience described above, as well as his wealth of business, financial, and investment experience, especially in the important and growing Asia/Pacific region. He also has hands on management experience in a number of industries and markets relevant to our products and services. His experience on the boards of other public companies and as a former officer of an international bank provides him with valuable regulatory and banking experience and an understanding of corporate governance issues.

**BLYTHE J. MCGARVIE** (58), Board member since 2014. Ms. McGarvie taught accounting at Harvard Business School in the full-time MBA program from 2012 to 2014. She was chief executive officer of Leadership for International Finance, LLC, (an advisory firm offering consulting services and providing leadership seminars) from 2003 to 2012. She is currently a director of Accenture plc, Viacom, Inc., LKQ Corporation, and Wawa, Inc. (privately held). She was previously a director of Pepsi Bottling Group from 2002 to 2010 and The Travelers Companies, Inc. from 2003 to 2011.

Sonoco's Board believes Ms. McGarvie is qualified to serve as a director based on the experience described above, which has provided her significant financial and general leadership expertise. Her service on the boards other public companies also provides her with valuable regulatory experience and an understanding of corporate governance issues.

**JAMES M. MICALI** (67), Board member since 2003. Mr. Micali has been Senior Advisor to, and limited partner of, Azalea Fund III of Azalea Capital LLC (private equity firm), Greenville, SC, since 2008. He served as Of Counsel with Ogletree Deakins LLC (law firm), Greenville, SC, from 2008 to 2011. He retired as Chairman and President of Michelin North America, Inc., Greenville, SC, in August 2008. Following his retirement, Mr. Micali served as a consultant to Michelin through September, 2009. Mr. Micali is currently a director of SCANA Corporation, American Tire Distributors Holding, Inc., and GVD Corporation (privately held). He also serves on the boards of several Azalea owned companies and is an advisory board member of Humphrey Enterprises (an automotive supplier), of Boston, MA. Mr. Micali was a trustee of the French Cultural Center, a nonprofit Boston charitable organization from 2009 to 2013. He also was a director of Lafarge North America from 2003 to 2007 and Ritchie Bros. Auctioneers, Incorporated, from 2008 to 2012.

Sonoco's Board believes Mr. Micali is qualified to serve as a director based on the experience described above, including the leadership and operating experience derived from his executive service within a large manufacturing company with global reach. His international perspective, corporate governance experience as a director of other public companies, financial experience as advisor to a private equity firm, and legal expertise are also very valuable to us as a Board member, and in his role as Lead Director and Chair of the Corporate Governance and Nominating Committee.





---

**Table of Contents**

**Name, Age, Tenure, Principal Occupation, and Directorships in  
Public Corporations during the Last Five Years**

**MARC D. OKEN** (68), Board member since 2006. Mr. Oken has been Managing Partner of Falfurrias Capital Partners (a private equity firm), Charlotte, NC, since 2006. He held executive officer positions (most recently as Chief Financial Officer) at Bank of America Corporation from 1989 until he retired in January 2006. Prior to joining Bank of America, he was a partner at Price Waterhouse LLP, serving there for 13 years. From 1981 to 1983, Mr. Oken was a Fellow with the Securities and Exchange Commission. He is currently a director of Marsh & McLennan Companies, Inc. and Capital Bank Financial Corp. He was previously a director of Star Scientific, Inc. from 2005 to 2009.

Sonoco's Board believes Mr. Oken is qualified to serve as a director based on the experience described above, which has provided him in-depth financial and regulatory experience, banking perspective, and a mergers and acquisitions background, as well as senior leadership experience. Because of his accounting and banking background, Mr. Oken has previously served as Chair of the Audit Committee, as well as being an Audit Committee Financial Expert. Mr. Oken also serves as Chair of the Audit Committee for the Marsh & McLennan Companies, Inc.

**CORPORATE GOVERNANCE**

**Corporate Governance Guidelines and Code of Business Conduct and Ethics**

We have adopted Corporate Governance Guidelines and a Code of Business Conduct and Ethics for our directors, officers, and employees. Copies of these Governance Guidelines and the Code of Business Conduct are available through our Web site at [www.sonoco.com](http://www.sonoco.com). Printed versions are available to our shareholders on request to the Corporate Secretary, Sonoco Products Company, 1 North Second Street, Hartsville, SC 29550 USA, or through email to the [CorporateSecretary@sonoco.com](mailto:CorporateSecretary@sonoco.com).

**Director Independence Policies**

Our listing agreement with the New York Stock Exchange requires that at least a majority of the members of our Board of Directors be independent. Under the Exchange's standards, independent means that a director has been determined by the Board to have no material relationship with us (either directly, or indirectly through an immediate family member or as a partner, shareholder or officer of an organization that has a relationship with us). To assist us in making these determinations we have adopted the following guidelines, which are also the guidelines set forth in the New York Stock Exchange Listing Standards. These guidelines are set forth in our Corporate Governance Guidelines, which are available on our Web site at [www.sonoco.com](http://www.sonoco.com).

A director will not be considered independent if:

The director is, or in the past three years has been, our employee, or has an immediate family member who is, or in the past three years has been, one of our executive officers;

The director has received, or has an immediate family member (other than an immediate family member who is a non-executive employee) who has received, during any twelve-month period within the past three years, more than \$120,000 in direct compensation from us (other than director fees and pension or other forms of deferred compensation for prior service that is not contingent in any way on continued service);

The director or an immediate family member is a current partner of a firm that is our internal or external auditor or the director is a current employee of such a firm;

The director has an immediate family member who is a current employee of a firm that is our internal or external auditor and who personally works on our audit;



---

## **Table of Contents**

The director or an immediate family member was within the last three years a partner or employee of our internal or external audit firm and personally worked on our audit within that time;

The director or an immediate family member is, or in the past three years has been, an executive officer of another company where any of our present executive officers at the same time serves or served on that company's compensation committee; or

The director is a current employee of, or has an immediate family member who is a current executive officer of, another company that has made payments to, or received payments from, us for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other company's consolidated gross revenues.

The following relationships will not be considered to be material relationships that would impair a director's independence:

Being a current employee of, or having an immediate family member who is a current executive officer of, another company that has made payments to, or received payments from, us for property or services in an amount which, in any of the last three fiscal years, is less than the greater of \$1 million or 2% of such other company's consolidated gross revenues.

Based on these criteria, our Board of Directors has determined that the following directors, who constitute a majority of the Board, are independent: H.A. Cockrell, P.L. Davies, R.G. Kyle, E.H. Lawton, III, J.E. Linville, B.J. McGarvie, J.M. Micali, M.D. Oken, S. Nagarajan and T.E. Whiddon. L.W. Newton and P.R. Rollier, who retired from the Board of Directors on December 24, 2014 and February 19, 2015, respectively, were also independent.

### **Majority Voting for Directors**

The Board of Directors has adopted a Majority Withheld Vote policy that, in an uncontested election, requires any nominee for Director who receives a greater number of votes withheld from his or her election than votes for to promptly offer to resign following certification of the shareholder vote. This policy is detailed in the Company's Corporate Governance Guidelines available on the Company's Web site at [www.sonoco.com](http://www.sonoco.com).

### **Board Leadership Structure, Executive Sessions of Non-Management Directors and Lead Director**

The Board has a case-by-case philosophy on the separation of the offices of Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and recognizes that there are various circumstances that weigh in favor of or against both combination and separation of these offices. In fact, within the last decade we have employed both structures—combined offices and separate offices. The Board believes it is in the best interests of Sonoco for the Board to make such a determination in light of current circumstances when it considers the selection of a new Chief Executive Officer or at such other time as is appropriate.

Our Executive Chairman, Harris E. DeLoach, Jr., served in the dual roles of Chief Executive Officer and Chairman from 2000 until his retirement as Chief Executive Officer on April 1, 2013. At that time, M. Jack Sanders became our Chief Executive Officer and Mr. DeLoach became our Executive Chairman, once again separating the two offices.

As of December 31, 2014, the Board consisted of twelve directors, at least nine of whom were independent directors (as defined by New York Stock Exchange standards). To promote open discussion among our independent/non-management directors, those directors meet at regularly scheduled executive sessions without management present. Four such meetings were held during 2014.

Our by-laws provide that the Chairman of the Corporate Governance and Nominating Committee, who is always an independent director, will simultaneously serve as Lead Director. The Lead Director is authorized to call meetings of the independent directors, and has duties that include:

Presiding at any meeting of the Board at which the Chairman is not present;

Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

Presiding at executive sessions of the independent directors;

Serving as a liaison between the Chairman and the independent directors when requested to do so;

## **Table of Contents**

Conferring with the Chairman regarding (i) the information sent to the Board, (ii) the agenda for meetings of the Board, and (iii) the schedules for meetings of the Board to assure that there will be sufficient time to discuss agenda items; and

Being available for consultation and direct communication with major shareholders.

J.M. Micali currently serves as the Chairman of the Corporate Governance and Nominating Committee, and as Lead Director.

The Board decided to adopt a lead independent director structure to allay concerns, expressed in the corporate governance arena by various groups, that having a single individual at times serve as the chairman of the board and the principal executive officer of a public company might result in a diminution of the ability of the independent directors to meaningfully participate in the board's oversight of management of that company. Although the independent directors of Sonoco do not believe that their ability to actively participate has, in fact, been diminished, they determined that the lead independent director structure could provide a worthwhile mechanism to reduce the possibility of any such diminution in the future.

Shareholders and other interested parties may communicate with the non-management (or independent) directors by writing to Non-Management (or Independent) Directors, c/o Corporate Secretary, Sonoco Products Company, 1 North Second Street, Hartsville, SC 29550 USA, or by email to [CorporateSecretary@sonoco.com](mailto:CorporateSecretary@sonoco.com).

## **Director Nomination Process**

Our Corporate Governance and Nominating Committee recommends to our Board of Directors nominees to fill vacancies on the Board of Directors as they occur, and recommends candidates for election as directors at Annual Meetings of Shareholders. Such candidates are routinely identified through personal and business relationships and contacts of the directors and executive officers.

In recommending candidates, the Corporate Governance and Nominating Committee evaluates such factors as leadership experience, experience with business and with other organizations of comparable size and scope, knowledge or skills that would be valuable to us such as financial acumen, understanding of relevant technologies, knowledge of our markets or our customers, interpersonal skills, decision-making skills, and the ability to devote the necessary time to board service. In addition, candidates for director should possess the highest personal and professional ethics, and they should be committed to the long-term interests of the shareholders.

The Committee strives to have a diverse board in terms of types of experience, background, age, skills, gender, race and nationality, although it does not have a specific policy or guideline related to board diversity. Candidates are considered for nomination based on their individual qualifications as well as in consideration of how their capabilities complement other current Board members' experience and business background. The Board believes a diverse board has greater depth and capability than the sum of its individual directors' qualifications.

The Corporate Governance and Nominating Committee will consider director candidates recommended by shareholders, if the shareholders comply with the following requirements. If you wish to recommend a director candidate to the Corporate Governance and Nominating Committee for consideration as a Board of Directors' nominee, you must submit in writing to the Corporate Governance and Nominating Committee your recommended candidate's name, a brief resume setting forth the recommended candidate's business and educational background and qualifications for service, and a notarized consent signed by the recommended candidate stating the recommended candidate's willingness to be nominated and to serve. This information must be delivered to the Chair of the Corporate Governance and Nominating Committee at the Company's address and must be received no later than January 5 in any year to be considered by the Committee as a potential Board of Directors nominee. The Corporate Governance and Nominating Committee may request further information if it determines a potential candidate may be an appropriate nominee. Director candidates recommended by shareholders that comply with these requirements will receive the same consideration that the Committee's other candidates receive.

Director candidates recommended by shareholders will not be considered by the Corporate Governance and Nominating Committee for election as Board of Directors' nominees at an annual meeting unless the shareholder recommendations are received no later than January 5 of the year of the meeting. In addition to making such

## **Table of Contents**

recommendations, however, shareholders have the right to nominate their own candidates for election as directors at an annual meeting if they make a written nomination at least 60 days prior to the meeting. Any such nomination should be submitted to our Corporate Secretary at 1 North Second Street, Hartsville, SC 29550 USA. No such nominations have been made for this Annual Meeting.

### **Communications with the Board of Directors**

Any shareholder or other interested party who wishes to send communications to any member of the Board of Directors should mail such communications addressed to the intended recipient by name or position in care of: Corporate Secretary, Sonoco Products Company, 1 North Second Street, Hartsville, SC 29550 USA or by email to [CorporateSecretary@sonoco.com](mailto:CorporateSecretary@sonoco.com). Upon receipt of any such communications, the Corporate Secretary will determine the identity of the intended recipient and whether the communication is an appropriate shareholder communication. The Corporate Secretary will send all appropriate shareholder communications to the intended recipient. An appropriate shareholder communication is a communication from a person claiming to be a shareholder in the communication, the subject of which relates solely to the sender's interest as a shareholder and not to any other personal or business interest.

In the case of communications addressed to the Board of Directors or, if specified, to the independent or non-management directors, the Corporate Secretary will send appropriate shareholder communications to the Lead Director, who is also the Chair of the Corporate Governance and Nominating Committee. In the case of communications addressed to committees of the Board, the Corporate Secretary will send appropriate shareholder communications to the Chair of such committee.

The Corporate Secretary is required to maintain a record of all communications received that were addressed to one or more directors, including those determined not to be appropriate shareholder communications. Such record will include the name of the addressee, the disposition by the Corporate Secretary and, in the case of communications determined not to be appropriate, a brief description of the nature of the communication. The Corporate Secretary is required to provide a copy of any additions to the record to the Chair of the Corporate Governance and Nominating Committee quarterly.

### **Board Meetings and Committees of the Board**

During 2014, our Board of Directors held four regularly scheduled meetings and three special meetings to review significant developments affecting the Company and to act on matters requiring the Board of Directors' approval. All directors attended 75% or more of the aggregate number of meetings of the Board of Directors and committees of which they were members.

We encourage, but do not require, our directors to attend the Annual Meeting of Shareholders. In 2014, all of our directors attended the Annual Meeting.

**Table of Contents**

To assist it in performing its duties, our Board of Directors has established an Audit Committee, an Executive Compensation Committee, a Corporate Governance and Nominating Committee, an Employee and Public Responsibility Committee, a Financial Policy Committee, and an Executive Committee. The table below outlines the membership and the number of meetings held by each committee in 2014. A brief description of the primary duties of each committee follows the table. Complete charters for all committees are available through the Investor Relations section of our Web site at [www.sonoco.com](http://www.sonoco.com). These charters are also available in print to any shareholder upon request to the Corporate Secretary, Sonoco Products Company, 1 North Second Street, Hartsville, SC 29550 USA or through email to [CorporateSecretary@sonoco.com](mailto:CorporateSecretary@sonoco.com). The Board of Directors has determined that each member of the Audit, Executive Compensation, and Corporate Governance and Nominating Committees is independent as defined in the New York Stock Exchange's Listing Standards.

	Audit Committee	Executive Compensation Committee	Corporate Governance and Nominating Committee	Employee and Public Responsibility Committee	Financial Policy Committee	Executive Committee
H.A. Cockrell	X				X	
P.L. Davies		X			X	
H.E. DeLoach, Jr.						X
J.R. Haley				X	Chair	
E.H. Lawton, III	X			X		
J.E. Linville	X			Chair		
B.J. McGarvie				X	X	
J.M. Micali		X	Chair		X	X
M.D. Oken	X	Chair	X			X
M.J. Sanders						X
T.E. Whiddon	Chair	X	X		X	
<b>Number of 2014 Meetings</b>	8	4	6	2	4	0

*The Audit Committee*, which was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, assists the Board of Directors with oversight of the integrity of the Company's financial statements, the adequacy of the Company's internal controls and its means of assessing and managing exposure to risk, the Company's compliance with legal and regulatory requirements, the independent auditor's qualifications and independence, and the performance of the Company's internal audit function. The committee is directly responsible for the appointment, compensation, and retention of the independent auditor, and for overseeing the performance of attest services provided to the Company.

*The Executive Compensation Committee* establishes the Company's general compensation philosophy and oversees the development and implementation of compensation programs. The committee directly oversees the administration of the Company's executive officer compensation programs, reviews and approves corporate goals and objectives, evaluates actual performance against those goals and objectives, and sets compensation for the Chief Executive Officer, Chief Financial Officer, and other executive officers. The committee does not delegate its decision-making authority relating to executive compensation. Further information about the committee's processes and procedures relating to the consideration of executive compensation is set forth under the captions "Executive Compensation" "Compensation Discussion and Analysis" "Role of Executive Officers in Determining Executive Compensation" on page 36 and "Role of Independent Compensation Consultant" on page 35.

*The Corporate Governance and Nominating Committee* is responsible for developing and implementing corporate governance guidelines addressing the structure, mission, practices, and policies of the Board of Directors. The committee identifies, evaluates, and recommends individuals to the Board for nomination as members of the Board. The committee annually reviews the skills and characteristics of current Board members, and ensures that processes are in place for an annual appraisal of Chief Executive Officer performance, succession planning, and management development.



**Table of Contents**

*The Employee and Public Responsibility Committee* provides oversight and guidance on social and public policy issues, including compliance with governmental or other regulatory requirements, which may affect business performance and public perception of the Company. The committee oversees the Company’s obligations to its employees and major public constituencies, including shareholders, customers, and the communities in which it operates.

*The Financial Policy Committee* provides oversight and monitoring of the Company’s financial planning and financial structure so as to provide congruence with the Company’s objectives of growth and sound operation. The committee reviews and evaluates the Company’s capital structure, significant financing transactions, financial risk management policies and practices, and investment funding and management of the Company’s defined benefit and postretirement benefit plans.

*The Executive Committee* is empowered to exercise all of the authority of the Board of Directors between regularly scheduled meetings, except as limited by South Carolina law.

**Annual Performance Evaluation of the Board**

Annually, the Corporate Governance and Nominating Committee administers a comprehensive self evaluation of the Board and its committees to evaluate the Board’s effectiveness, to seek ways to improve its effectiveness and to identify matters that would benefit from extra attention. Each director completes a detailed questionnaire that is returned directly to the Lead Director who summarizes the responses for review and discussion by the Corporate Governance and Nominating Committee, and ultimately by the full Board.

**The Board’s Role in the Risk Management Process**

The Company oversees management of enterprise risk through its Risk Management Committee (RMC). The RMC is administered by the Company’s Treasurer and its membership includes, among others, the most senior members of operating management and the Chief Financial Officer. The RMC holds three regularly scheduled meetings each year and may hold additional special meetings as needed. No such special meetings were held during 2014.

The RMC is guided in its activities and responsibilities by a risk management framework originally developed and implemented in 2006. As part of that development process, the most significant risks faced by the Company were identified, as well as where in the operating organization those risks are routinely monitored and managed. The RMC further identified certain specific risk areas that are sufficiently material or broad in nature to merit its direct ongoing oversight. Those risk areas are reviewed by the RMC on a rotational basis at its regularly scheduled meetings. Additionally, the RMC reviews other risk areas as needed, or to ensure that organizational risk management is functioning as identified in the framework.

While management, through the RMC, is responsible for managing enterprise risk, the Board provides oversight. The Board has delegated oversight of the Company’s risk management process and structure to the Audit Committee, which receives updates regarding the RMC’s activities and findings. As described in the table below, other Board committees are responsible for oversight of risk management for categories of risks relevant to their functions. The Board as a whole also reviews risk management practices in the course of its reviews of corporate strategy, business plans, Board committee reports, and other presentations.

<b>Board / Committee</b>	<b>Primary Areas of Risk Oversight</b>
Full Board	Strategic and operational risks associated with the Company’s products, markets, geographic diversification, acquisitions and divestitures, major litigation, and succession planning.
Audit Committee	Oversight of risk management process and structure; risks and exposures associated with financial reporting, internal controls, regulatory and other compliance, and litigation.

**Table of Contents**

<b>Board / Committee</b>	<b>Primary Areas of Risk Oversight</b>
Financial Policy Committee	Risks and exposures associated with liquidity, interest rates, currency, pension funding and investment performance, insurance coverage, and significant capital transactions.
Executive Compensation Committee	Risks and exposures associated with executive development, succession policies and programs, and compensation policies and practices including incentive compensation.
Employee & Public Responsibility Committee	Risks and exposures associated with the environment, safety in the workplace, equal opportunity employment, litigation, public policy, and other matters involving the Company's reputation.
Corporate Governance & Nominating Committee	Risks and exposures related to corporate governance, leadership structure, effectiveness of the Board and its committees, new director candidates, conflicts of interest, and director independence.

**COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION**

Members of the Executive Compensation Committee during the year ended December 31, 2014 were P.L. Davies, J.M. Micali, M.D. Oken, T.E. Whiddon, and L.W. Newton until his retirement on December 24, 2014. None of the members of the Committee had any relationship required to be disclosed by Section 407(e)(4) of Regulation S-K.

**RELATED PARTY TRANSACTIONS**

R.H. Coker, an employee of the Company since 1985, is the brother-in-law of J.R. Haley who is a member of the Board of Directors. Mr. Coker is currently Group Vice President, Global Rigid Paper and Plastics, and received total 2014 compensation of \$2,543,000.

J.W. DeLoach, an employee of the Company since 1998, is the son of H.E. DeLoach, Jr. who is Executive Chairman of the Board of Directors. Mr. DeLoach is currently Regional Manufacturing Manager Paper Stock Dealers, and received total 2014 compensation of \$152,000.

**Related Party Transaction Approval Policy**

The Board has adopted a written policy that any transaction or series of transactions in which Sonoco is a participant, for which the amount involved exceeds \$120,000, and in which any related person will have a direct or indirect material interest must be approved by the Corporate Governance and Nominating Committee. The Board recognizes that such transactions may or may not be in the best interest of Sonoco and, as a result, empowers the Corporate Governance and Nominating Committee to evaluate all such related party transactions or series of transactions. The Committee is to approve only those transactions that it determines provide net economic value to us or where it is demonstrated to the satisfaction of the Committee that price, quality, service and other terms have been negotiated on an arms-length basis and are comparable to those available from unrelated third parties.

Our officers are required to notify the Committee of the proposed and ongoing related party transactions prior to each meeting of the Committee and provide the Committee with all relevant information necessary for the Committee's consideration, including any information requested by the Committee.

For purposes of this policy, a related party is (i) any executive officer or director, (ii) any nominee for director, (iii) a beneficial owner of more than 5% of our voting securities, or (iv) any immediate family member of an officer, director, nominee for director or greater than 5% beneficial owner. An immediate family member means any child,

**Table of Contents**

stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, or any person (other than a tenant or employee) sharing the household of an executive officer, director, nominee, or greater than 5% beneficial owner.

We also require that each executive officer, director, and director nominee complete an annual questionnaire and report all transactions with us in which such persons (or their immediate family members) had or will have a direct or indirect material interest (except for salaries, directors fees and dividends on our stock). Management reviews responses to the questionnaires and, if any such transactions are disclosed, they are reviewed by the Corporate Governance and Nominating Committee as to directors and director nominees, or by the Audit Committee as to executive officers. Directors' responses to the questionnaires are also reviewed annually by the Corporate Governance and Nominating Committee for the purpose of assessing independence under our Corporate Governance Guidelines and the New York Stock Exchange Listing Standards.

The types of transactions that have been reviewed in the past include the purchase and sale of goods and services from companies for which our directors serve as executive officers or directors, the purchase of financial services and access to lines of credit from banks for which our directors serve as executive officers or directors, and the employment of family members of executive officers or directors.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

The following table shows information as of December 31, 2014, about persons known to us to be the beneficial owners of more than 5% of our common shares. This information was obtained from Schedules 13G filed with the Securities and Exchange Commission by the entities named below, and we have not independently verified it.

<b>Title of Class</b>	<b>Name and Address of Beneficial Owner</b>	<b>Number of Shares</b>	<b>Percent of Class</b>
No Par Value Common	BlackRock Inc. <sup>(1)</sup>  40 East 52 <sup>nd</sup> Street  New York, NY 10022	9,251,815	9.1%
	State Street Financial Center <sup>(2)</sup>  One Lincoln Street  Boston, MA 02111	6,383,595	6.3%
	The Vanguard Group <sup>(3)</sup>  100 Vanguard Blvd.  Malvern, PA 19355	6,327,304	6.24%

(1) In its most recently filed Schedule 13G, BlackRock, Inc. reported sole voting power with respect to 8,878,213 shares and sole dispositive power with respect to all 9,251,815 shares.

(2) In its most recently filed Schedule 13G, State Street Financial Center reported shared voting power and shared dispositive power with respect to 6,383,595 shares.

(3) In its most recently filed Schedule 13G, The Vanguard Group reported sole voting power with respect to 68,277 shares, sole dispositive power with respect to 6,267,727 shares, and shared dispositive power with respect to 59,577 shares.



**Table of Contents****SECURITY OWNERSHIP OF MANAGEMENT**

The following table shows the number of shares of our common stock beneficially owned as of February 4, 2015, directly or indirectly, by each director and by each executive officer named in the Summary Compensation Table and by all executive officers and directors as a group.

<b>Name of Beneficial Owner</b>	<b>Amount and Nature of Beneficial Ownership (1)</b>	<b>Percent Of Class (2)</b>	<b>Vested Restricted Stock Units (3)</b>	<b>Deferred Compensation Units (4)</b>	<b>Performance-Contingent Restricted Stock Units (5)</b>
H.A. Cockrell Director				3,121	
P.L. Davies Director				24,593	
H.E. DeLoach, Jr. Executive Chairman	583,101			16,878	
J.R. Haley Director	15,115			9,195	
E.H. Lawton, III Director	348,879 (6)			24,593	
J.E. Linville Director	565,087			24,593	
B.J. McGarvie Director				604	
J.M. Micali Director	4,828			35,418	
M.D. Oken Director	5,350			24,524	
T.E. Whiddon Director	15,590			24,593	
M.J. Sanders President, Chief Executive Officer, and Director	45,185		10,640		127,115
B.L. Saunders Vice President and Chief Financial Officer	41,544		12,274		
J.M. Colyer Vice President	39,755				
R.C. Tiede Vice President	39,382		14,799		2,105
R.H. Coker Vice President	160,778		11,814		
All Executive Officers and Directors as a group (26 persons)	2,044,438	2.0%	115,213	188,113	208,346

- (1) The directors and named executive officers have sole voting and dispositive power over the shares unless otherwise indicated in the footnotes. The number does not include shares owned by family members or entities unless the named individual shares voting or dispositive power with respect to such shares. The number includes shares subject to currently exercisable SSARs and those exercisable within 60 days granted under the 1991 Key Employee Stock Option Plan ( 1991 Plan ), the 1996 Non-Employee Directors Stock Plan ( 1996 Plan ), the 2008 Long-Term Incentive Plan ( 2008 Plan ), the 2012 Long-Term Incentive Plan ( 2012 Plan ) and the 2014 Long-Term Incentive Plan ( 2014 Plan ) for the following director and named executive officers: H.E. DeLoach, Jr. 99,660 shares that would be issuable upon exercise of 347,600 SSARs; M.J. Sanders 13,402 shares that would be issuable upon exercise of 158,900 SSARs; B.L. Saunders 29,012

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

shares that would be issuable upon exercise of 145,850 SSARs; J.M. Colyer 10,207 shares that would be issuable upon exercise of 96,390 SSARs; R.C. Tiede 6,790 shares that would be issuable upon exercise of 80,510 SSARs; R.H. Coker 20,372 shares that would be issuable

**Table of Contents**

upon exercise of 99,250 SSARs; and for all executive officers and directors as a group 239,159 shares that would be issuable upon exercise of 1,274,240 SSARs. SSAR amounts represent the approximate number of shares issuable upon exercise of SSARs within 60 days after February 4, 2015, assuming that the closing price of Sonoco common stock used to determine the number of shares to be issued was \$45.41 per share.

Also included are shares held in our Dividend Reinvestment Plan (12,402) and shares held in our Savings Plan (14,824).

Shareholdings in this column do not include restricted stock units (issuance of which has been deferred until retirement), compensation that has been deferred into Sonoco stock equivalent units, or performance contingent restricted stock units granted under the 1991 Plan, 1996 Plan, 2008 Plan, 2012 Plan or 2014 Plan. Please see the columns to the right and footnotes 3, 4, and 5 below.

- (2) Percentages not shown are less than 1%.
- (3) Issuance of these shares has been deferred until retirement; accordingly, no present dispositive or voting rights are associated with them.
- (4) Compensation deferred into Sonoco stock equivalent units. No dispositive or voting rights are associated with these units.
- (5) Performance-contingent restricted stock unit payouts which vested under the Long-term Incentive Compensation Program for the three year performance periods ended December 31, 2005 through December 31, 2014. Issuance of these shares has been deferred until retirement and no present dispositive or voting rights are associated with them.
- (6) Includes 283,574 shares owned by an educational trust of which Mr. Lawton is a trustee. Mr. Lawton shares voting and investment power over these shares with six other trustees, but he has no pecuniary interest in these and disclaims beneficial ownership of these shares.

**Director Stock Ownership Guidelines**

The Board of Directors has adopted stock ownership guidelines for outside directors, which establish a target level of ownership of our common stock based on years of service as a director. The guidelines are as follows: 3,000 shares, 5,000 shares and 8,000 shares after two, four, and six years of service, respectively. Compensation deferred into Sonoco stock equivalent units and Deferred Stock Equivalent Units is included in determining whether these guidelines have been met. All of our directors are in compliance with these guidelines.

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

Our directors and executive officers are required to file reports with the Securities and Exchange Commission and the New York Stock Exchange showing the number of shares of any class of our equity securities they owned when they became a director or executive officer, and, after that, any changes in their ownership of our securities. These reports are required by Section 16(a) of the Securities Exchange Act of 1934.

As is the practice of many companies, we file the required reports for our directors and executive officers based on the records we have and information furnished to us by our directors and executive officers. Based on such information and written representations made to us, in 2014 all of the required filings were made on a timely basis with the following two exceptions, both of which resulted from administrative errors: 1) one Form 4 for R.C. Tiede representing one issuance of phantom stock resulting from the deferral of salary, and 2) one Form 4 for B.L. Saunders representing the vesting of restricted shares held in the DC SERP were not timely reported. These two reports were filed immediately upon discovery of the error.

---

**Table of Contents**

**EXECUTIVE COMPENSATION**

**COMPENSATION DISCUSSION AND ANALYSIS**

**EXECUTIVE SUMMARY**

Our compensation decisions in 2014 were a result of a combination of internal and external factors with the overarching goal of linking pay with performance and creating long-term shareholder value. Our decisions involving goal setting and other actions influencing executive compensation were based on our expectations for modest volume growth in global consumer and industrial served markets; that productivity improvements would more than offset higher labor, energy, freight and other operating expenses; and that lower pension costs would offset higher depreciation expense and a higher effective tax rate.

In 2013, Sonoco started a process of targeting opportunities to grow through new products, new markets, new customers, new services and new ways of thinking. These changes are creating an environment that allows us to better harness the power of our portfolio and our people to optimize business performance. Our efforts to change for the better resulted in record sales, topping \$5 billion for the first time in our 115-year history; achieving record gross profits, as gross profits as a percent of sales gained 40 basis points; and record base earnings, which grew more than 10%. In addition, to meeting financial and operational targets, the Company also completed the second largest acquisition in the Company's history in successfully purchasing the Weidenhammer Packaging Group, the largest composite can provider in Europe for \$286 million. These financial, operating and strategic targets were achieved despite a slow start to the year brought about by record cold winter weather, continued weak packaged food demand in the U.S. and slowing global markets.

Specific financial, operating and strategic performance milestones in 2014 included the following:

Net sales increased to a record \$5.01 billion, up 3.4%, due to increased volumes and acquisitions, partially offset by the impact of negative foreign exchange.

Base earnings grew 10.3% to a record \$261.9, or \$2.54 per diluted share. This milestone improvement stemmed from manufacturing productivity gains, a positive price/cost relationship, volume growth, proceeds from a legal settlement, acquisitions and lower pension expense, partially offset by higher labor, maintenance and other expenses. (See definition of base earnings and a reconciliation to its most closely applicable GAAP financial measures the Company's Form 10-K on page 18 for the year ended December 31, 2014 as filed with the Securities and Exchange Commission.)

Gross profit increased 5.5 percent to a record \$921 million, with gross profit as a percent of sales expanding to 18.4%, up 40-basis points from 2013, and reaching the highest level since 2010.

The Company successfully completed the second largest acquisition in Company history in purchasing the family owned Weidenhammer Packaging Group (WPG) for \$286 million, thus creating a global leader in rigid paper packaging. Hockenheim, Germany-based WPG is Europe's leading provider of composite cans along with composite drums and rigid plastic containers operating 13 production facilities in nine countries, primarily in Europe.

The Company returned \$211 million in cash to shareholders in the form of dividends and the repurchase of 2 million shares (for \$82 million). For the 32nd consecutive year, the Company increased cash dividends and paid out a record \$129 million in dividends to shareholders, up 4% from cash dividends paid in 2013. Sonoco has paid dividends to shareholders for nearly 90 consecutive years and the dividend yield is approximately 30% higher than the S&P 500.

Sonoco's capital structure remains one of the strongest in the packaging industry despite borrowing approximately \$334 million to fund the Weidenhammer acquisition in the fourth quarter of 2014. The Company's debt-to-total capital ratio of 45.1%, increased from 36.3%



Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

at the end of 2013. Standard and Poor's rates Sonoco's debt with a solid investment grade of BBB+.

---

## Table of Contents

As a result of achieving targeted performance over the past two years, Sonoco has provided its shareholders with a total return of 56.8% (including an 8.03% return in 2014), compared with the S&P 500's two-year total return performance of 50.5% and the Dow Industrial 42.7%. The Company's two-year return is modestly below the Dow Jones Total Container & Packaging Index performance of 61.4%. Over the past two years, the Company's market capitalization has increased by approximately \$1.5 billion to approximately \$4.45 billion.

In addition to achieving these strong financial, operating and strategic milestones, we were recognized as one of the best managed companies when handling economic, environmental and social dimensions. Some of these achievements include the following:

For the fifth consecutive time, Sonoco was listed in the 2014 **Top Companies for Leaders**<sup>®</sup> by Aon Hewitt. Sonoco was ranked 12<sup>th</sup> (out of 25) in the North America list and 21<sup>st</sup> (out of 25) on the Global Aon Hewitt Top Companies for Leaders list. The listing is based on a comprehensive, longitudinal analysis of talent management and leadership practices of companies around the world.

For the sixth year in a row, Sonoco was listed on the **Dow Jones Sustainability World Index** for 2014/2015. Only 319 component companies were selected to the DJSI World Index following RobecoSAM's Corporate Sustainability Assessment of nearly 3,000 invited companies. Including Sonoco, only four global (2 U.S.) packaging companies made the listing. From the assessment, Sonoco received industry-leading scores for anti-trust policy; corporate citizenship and philanthropy; occupational health and safety; talent attraction and retention; code of conduct compliance and corruption; and bribery policy and practices. In addition, Sonoco was also named a RobecoSAM Silver Class member in its Sustainability Yearbook 2014 in the Containers and Packaging sector.

The Southeastern Corporate Sustainability Rankings, which recognizes the top 50 sustainable companies by state and region, listed Sonoco as the most sustainable company in South Carolina and the 6th best company in the eight-state Southeast region of the U.S. for 2014.

Forbes Magazine ranked Sonoco as one of the **100 Most Trustworthy Companies in America** in 2014, according to GMI Rankings. GMI reviews the accounting and governance behaviors of more than 8,000 publicly traded companies in North America assessing financial risk, revenue recognition methods, SEC actions and company credibility.

Sonoco ranked fifth in the Packaging and Container sector of Fortune Magazine's 2014 **World's Most Admired Companies**, receiving the top score for financial soundness, second best score for social responsibility and third best score for innovation. This corporate reputation ranking of the top 350 global companies is based on nearly 4,000 stakeholder assessments surveys from peer companies. These rankings reflect where Sonoco stands in relation to twelve other companies in the Packaging, Containers classification.

Finally, Sonoco was listed as one of the packaging companies in the 2014 **100 Best Corporate Citizens** by Corporate Responsibility Magazine.

The Executive Compensation Committee of our Board of Directors (the Committee) is responsible for the oversight of all executive compensation. In reviewing the foregoing achievements in 2014, the Committee noted strong management team performance in several areas when compared with the performance of our packaging peers.

The Company met nearly all of our financial, operational and strategic targets in 2014. As a result, consistent with the Company's philosophy to pay for performance and to pay within reason, executive compensation reached above target levels. Specifically, the Performance-based Annual Cash Incentive payout was approximately 161% of Target, as described in detail under 2014 Committee Actions Performance Based Annual Cash Incentive on page 27. For the 2012-2014 Long-Term Incentive Plan, 50% of the shares associated with RONAE (Return on Net Assets Employed) vested just below target. The 50% of shares associated with BEPS (Base Earnings Per Share) vested below threshold primarily due to below-threshold results in the prior two years, as described in more detail under Results of 2012-2014 PCSU Performance Cycle on page 30. The specific drivers and results of these two plans, as well as all other components of executive compensation, are covered in detail in later sections.

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

Highlighted below is an overview of Sonoco's goals regarding executive compensation followed by the compensation objectives and elements of our executive compensation programs. The rationale of the key actions and decisions made with respect to our executive compensation programs in 2014 is also provided throughout several sections of the Compensation Discussion and Analysis.

**Table of Contents**

**Sonoco's Goals Regarding Executive Compensation**

**Pay for performance.** Compensation should provide incentive for and reward the creation of value for the Company's stakeholders. As such, we believe that a substantial portion of executive compensation should be tied to relevant financial and/or operational outcomes that (a) reflect the decisions and efforts of those being compensated, and (b) contribute to the creation of value over the long term. While compensation should ultimately reward long-term performance, incentives for short-term (i.e. annual) performance objectives are also appropriate to the extent the incentive supports sustainable value creation. As illustrated on page 25, 78% of our CEO's target total direct compensation and 74% of our other NEOs' target total direct compensation is tied to Company performance, which we believe is a significant driver of shareholder value.

**Pay within reason.** Compensation levels and performance targets should be sensible within the context of a company's peer group, taking into account differences in company size and complexity, as well as performance. The Committee retains an independent consultant that provides advice relating to executive officer and director compensation, but does not provide any other services to the Company. The Board reviews comparative pay data, proxy data for packaging peer companies and tally sheets as input into compensation decisions and selects peer companies based on relevant business metrics. We provide only minimal perquisites.

**Listen.** The Board intends to regularly seek input from shareholders regarding compensation. To that end, annual advisory votes on Say on Pay provide shareholders with a consistent communication channel that provides directional input on compensation decisions.

**Comply and Communicate.** Sonoco seeks to clearly articulate a compensation philosophy that serves as the foundation for all of its pay programs and decisions, and to clearly disclose the Board's decision-making process, from the selection of peer groups and performance targets, through performance assessment and award determination.

**Encourage stock ownership.** Sonoco values stock ownership and retention by its executives because we believe that it reinforces a shareholder mindset. Executives are expected to maintain a substantial ownership interest for the duration of their employment. We have a No-Hedging policy that prohibits our directors, executive officers or other employees from entering into speculative transactions in our stock that would cause personal interests to conflict with the best interests of the Company and its shareholders. In February 2014, the Board of Directors adopted an anti-pledging policy that prohibits Directors and executive officers who are subject to target Sonoco common stock ownership guidelines from pledging any of the shares they are required to own under such guidelines to secure any indebtedness. Backdating, re-pricing, or retroactively granting equity awards are not permitted under our equity compensation plans. Payment of dividend equivalents on unearned performance shares or stock options is not authorized under our equity compensation plans.

**Minimize guarantees.** Sonoco believes that senior executives should be engaged without employment contracts that guarantee salary or incentive payments or that provide substantial severance payments upon termination (absent a change in control).

**Lead by example.** Director compensation should be reasonably structured to reward the efforts of directors without compromising the independence necessary to protect shareholders' long-term interests. We believe that payment of a significant portion of directors' fees in stock that must be held for the duration of the director's service establishes alignment with the interest of other shareholders.

**SAY ON PAY SHAREHOLDER FEEDBACK**

At the April, 2014 Annual Meeting 95.1% of the stockholders who cast a vote for or against the proposal voted in favor of the Company's Say on Pay proposal on executive compensation. Further, throughout the year, management engaged in dialogue with our largest investors to solicit their feedback and gather information on their views and opinions on various operations and governance issues, including executive compensation practices. The high shareholder vote in favor of the Say on Pay proposal and management's dialogue with investors did not raise any issues indicating that changes were necessary to our executive compensation design for 2014. However, in October 2014, the Committee nonetheless made a number of modifications to our Long-Term Incentive Plan for 2015 in order to simplify the design and implementation of the plan, more closely align awards with market practices, and more closely link pay with performance. See 2014 Committee Actions Changes to Long-Term Incentive Plan Design for 2015 on page 31.

## **Table of Contents**

The Committee carefully considers feedback from our stockholders regarding our executive compensation program. In addition to the annual Say on Pay advisory vote on NEO compensation, stockholders are invited to express their views to the Committee as described under the heading Corporate Governance Communications with the Board of Directors.

### **COMPENSATION OBJECTIVES**

The Committee is comprised of all independent directors. The Committee establishes the Company's overall compensation philosophy, oversees the development and implementation of various compensation programs and determines the executive compensation provided to all our executive officers, including our NEOs. Information about the purposes of the Committee and its processes and procedures for consideration and determination of executive officer compensation is outlined under the caption Board Meetings and Committees of the Board Executive Compensation Committee on page 15 of this Proxy Statement and a copy of the Committee's charter is also available in the Investor Relations section of our website at [www.sonoco.com](http://www.sonoco.com). The Executive Compensation Committee does not delegate its decision-making authority relating to executive compensation.

Our compensation program is designed to meet three principal objectives;

Attract, retain and reward executives whose contributions support the Company's long-term success;

Encourage achievement of both short and long-term financial and strategic goals by directly linking executive compensation to Company performance; and

Maintain consistent and continuing alignment of management actions and shareholders' interests.

Each aspect of our overall compensation program is designed to support these objectives to various degrees, with the overarching goal of maximizing long-term shareholder value.

### **PAY MIX AND PAY PHILOSOPHY**

The executive compensation program consists of several components:

Direct compensation elements, consisting of

Base salary

Performance-based annual cash incentive

Long-term equity incentive

Executive benefit elements, consisting of

Supplemental executive retirement benefits

Executive life insurance

Minimal perquisites

**Direct Compensation Elements**

Base salary, performance-based annual cash incentive and long-term equity incentives comprise total direct compensation for each executive. With the exception of base salary, all elements of direct compensation are variable and intended to fluctuate based on performance as measured by both operating results and changes in shareholder value. This pay mix supports our pay-for-performance compensation objective and places a significant amount of compensation at risk. As illustrated below, 78% of the CEO's target total direct compensation and 74% of the other NEOs target total direct compensation are at risk.

Compensation for all the NEOs, including the CEO, places more weight on long-term incentives than annual incentives to reflect the importance of making strategic decisions that focus on long-term results. For the weighting between annual and long-term incentives, the CEO has the greatest weighting on the long-term to provide the strongest alignment with long-term shareholder interests.

**Table of Contents**

The following charts illustrate these allocations and are based on 2014 direct compensation components at target. For annual performance-based cash incentives, target incentive is used as described in the Performance-Based Annual Cash Incentive section on page 26. For long-term equity incentives, target is equal to the grant date value of the share allocation and is described in the Long-Term Equity Incentives section on page 28. The method used to value shares is consistent with the information presented in the Summary Compensation Table on page 38.

**USE OF NATIONAL MARKET SURVEYS AND PEER COMPANY DATA**

The Committee relies on two sources of data to set specific compensation levels. The first source of data is derived from national compensation surveys conducted by three independent consulting firms, Hay Group, Aon Hewitt, and Towers Watson. These surveys cover a large number of similar corporate officer positions nationally. We refer to this as our National Survey Data. We match our corporate officer positions to the survey positions using the aggregate data from participants with sales in the \$1 billion to \$5 billion range, which helps to ensure that the data reflects the national market for talent among companies comparable in size to Sonoco. Likewise, we match division officer positions to similar positions in the survey data for comparable division revenue ranges. In addition to the National Survey Data, at least annually, the Committee's consultant prepares customized compensation studies with respect to our NEOs in comparison to the NEOs of a 14-company group of packaging companies approved by the Committee that we refer to as our Peer Group. The Peer Group companies have revenues, assets and market capitalization similar to those of Sonoco.

The 14 Peer Group companies, each of which has revenues that generally range between 50% and 200% of Sonoco's revenue are:

Aptar Group Incorporated	Greif Incorporated
Avery Dennison Corporation	MeadWestvaco Corporation
Ball Corporation	Owens-Illinois Incorporated
Bemis Company Incorporated	Packaging Corporation of America
Crown Holdings Incorporated	RockTenn Company
Domtar	Sealed Air Corporation
Graphic Packaging	Silgan Holdings

**Table of Contents**

The Committee uses the aggregate compensation data from the broader National Survey Data to set specific compensation levels, but cross checks these levels against the Peer Group Company data. In most cases the data from both sources are comparable.

**DESCRIPTION OF COMPENSATION ELEMENTS AND 2014 COMMITTEE ACTIONS**

This section describes the compensation elements for the Company's Chief Executive Officer ( CEO ), the Chief Financial Officer ( CFO ), and the three other most highly compensated executive officers. We refer to these five executive officers as our Named Executive Officers ( NEOs ).

**Named Executive Officers (NEOs) for 2014**

Officer	Title
M. Jack Sanders	President and Chief Executive Officer ( CEO )
Barry L. Saunders	Vice President and Chief Financial Officer ( CFO )
John M. Colyer, Jr.	Senior Vice President, Global Industrial Products & Protective Solutions
Robert C. Tiede	Senior Vice President, Global Consumer Packaging & Services
Robert H. Coker	Group Vice President, Global Rigid Paper & Plastics

***Base Salary***

The Committee uses base salary to attract, retain and reward executives based on demonstrated experience, skills and competencies relative to the salary midpoint of the job. To accomplish this, the Committee establishes a salary midpoint for each executive officer position based on a structured job evaluation system used for broad based compensation in the Company as well as a comparison to the National Survey Data at median as outlined above. Each year, the Committee reviews the base salary of all executives including the CEO and other NEOs. The decision on whether to award merit increases for the executive officer group as a whole takes into consideration the salary and wage increases being awarded to other levels of employees in the Company, the current economic environment, and the operating results of the Company. The decisions relative to the amount of individual merit increase awards are based primarily on each executive's performance in the past year, readiness for promotion to a higher level, experience and skill set relative to peer counterparts, and criticality to the Company, as well as the relationship of his or her current salary to his or her position's base salary midpoint. Generally, executives who are newly promoted are positioned below the salary midpoint (50th percentile), whereas those who are highly experienced and performing at superior levels are compensated above the midpoint.

Base salary increases are also considered and awarded upon promotions or appointment to positions of greater responsibility.

***2014 Committee Actions - Base Salary***

At its April 2014 meeting, the Committee approved merit increases for the executive officer group. In making the increases the Committee considered the executives' overall performance, contribution to the Company's results, experience and market competitiveness. The CEO and other NEOs each received a merit increase of 3%. In addition to the merit increases, market adjustment increases were made ranging from 2.0% to 7.5% for Messrs Sanders, Saunders, Colyer, and Tiede, effective June 1, 2014. This brought each executive closer to median pay (based on National Survey Data).

***Performance-Based Annual Cash Incentive***

The Committee uses performance-based annual cash incentives designed to align executives' interests with those of our shareholders by focusing on strong annual financial and operating results. In 2000, the Board of Directors adopted, and the shareholders approved, the Performance-Based Annual Incentive Plan for Executive Officers ( PBAI Plan ). Under the terms of this plan, an annual maximum of 2.75% of income from operations, as defined in the plan, was established as an incentive pool for the NEOs other than the CFO. The total amount of annual incentive awards paid to these individuals cannot exceed this maximum and any individual participant award cannot exceed 30% of the pool.



## Table of Contents

The amounts of actual incentive awards made by the Committee to the NEOs have historically been substantially lower than the maximum plan award levels allocated by the PBAI Plan. The Committee uses negative discretion under the PBAI Plan to reduce the maximum awards using such factors as it deems appropriate with the primary factor being the performance against the goals in the Officers' Incentive Plan ( OIP ) as described in the paragraphs below.

To determine the actual awards each year, the Committee establishes under the OIP a threshold a target and a maximum incentive amount for each NEO, including the CFO who is not covered under the PBAI Plan. These represent a percentage of base salary. Each level represents a different performance expectation considering factors such as the Company's annual operating budget for the year, the Company's prior year's performance, and the historical performance levels of our packaging peer group. Target is established at a performance level considered to be above average performance, and the corresponding compensation level equates to what is considered competitive as compared to National Survey Data. Threshold goal is set at what is considered minimally acceptable performance, while maximum goal equates to what is believed to represent superior performance for the year and correspondingly an above national survey median compensation opportunity. Threshold level of payout is equal to 40% of target payout. Maximum payout is equal to two times target payout.

The Committee also determines each year the types of financial measures that will be used under the OIP. Normally, performance at budget will earn a target award since budget is set to reflect what the Board believes will represent above average performance for the year versus our Peer Group. However, the Committee may choose to set target incentive for performance above or below budget depending on the degree of difficulty in achieving budget in any one year. Similarly, the Committee establishes financial objectives for maximum incentive that are above budget, which is believed to be superior performance for the year.

For 2014, the Committee considered base earnings per share to be the most critical element for determining share price and, in turn, shareholder value. Therefore, the Committee weighted this element for all NEOs at 60%. Base earnings per share is defined as earnings per share excluding the impact of restructuring charges and certain non-recurring, infrequent or unusual items, and is used to place primary focus on year-over-year operating results.

In addition to the base earnings per share element the Committee selected sales volume growth and working capital improvement as key performance variables essential to maximizing shareholder value.

Sales volume growth is the year over year increase in revenue attributable to changes in volume and mix, excluding the impacts of prices, exchange rates, acquisitions, divestitures and discontinued operations.

Working capital improvement was included as an element to encourage efforts to increase cash flow through the reduction in our working capital requirements. Working capital improvement is based on a year-over-year 12-month comparison, and is stated in terms of working capital or cash gap days (days of accounts receivable and inventory less days of accounts payable).

All of the NEOs were assigned the following financial measures and weightings for the 2014 OIP.

### **Incentive Plan Elements**

Base Earnings per Share	60%
Sales Volume Growth	20%
Working Capital Improvement	20%

The Committee has authority to adjust payouts under the OIP to individual participants based upon consideration of individual performance and/or other factors that the Committee determines warrant an adjustment, such as external market challenges or global economic events. Under no circumstance would the payout exceed the maximum potential under the shareholder approved PBAI Plan.

### **2014 Committee Actions Performance-Based Annual Cash Incentive**

Under the PBAI Plan for 2014, the maximum incentive pool for all NEOs except the CFO was \$10,135,538 of which no more than 30% (\$3,040,661) could be allocated to any one participant. The actual awards paid were determined by the Committee in its exercise of negative discretion, primarily on the basis of performance under the OIP as described below.



**Table of Contents**

The Committee relies on national market surveys and peer company data to determine target incentive levels. For 2014, the Committee established an annual incentive compensation threshold, target, and maximum payout under the OIP expressed as a percentage of base salary for each NEO, as follows:

	<b>Annual Incentive Compensation at Threshold</b>	<b>Annual Incentive Compensation at Target</b>	<b>Annual Incentive Compensation at Maximum</b>
M.J. Sanders	44%	110%	220%
B.L. Saunders	28%	70%	140%
J.M. Colyer, Jr.	30%	75%	150%
R.C. Tiede	30%	75%	150%
R.H. Coker	28%	70%	140%

Payouts would be scaled within the ranges above based on the extent to which the financial goals set forth below, which were established under the OIP at the beginning of the plan year, were met.

	<b>Threshold</b>	<b>Target</b>	<b>Maximum</b>	<b>Actual 2014 Performance</b>
Base Earnings per Share Amount	\$ 2.35	\$ 2.51	\$ 2.55	\$ 2.538
Sales Volume Growth (millions)	\$ 0	\$ 107.3	\$ 145	\$ 98.256
Working Capital Cash Gap Days	45.5	45.0	44.5	44.45

Our base earnings per share were \$2.538, which resulted in 60% of incentive payments under the OIP being earned at 170% of target. Information about how base earnings per share was calculated is provided on page 18 of the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the Securities and Exchange Commission.

Sales volume growth for 2014 was \$98.256 million, which resulted in 20% of incentive payments under the OIP being earned at 95% of target.

Working capital cash gap days were 44.45 days, which was just above the maximum performance level and resulted in 20% of incentive payments under the OIP being earned at 200% of target.

Based on the 60% weighting on base earnings per share, 20% weighting on sales volume growth, and 20% weighting on working capital cash gap days, the cumulative payout for the NEOs was 161% of target.

The following table shows the dollar amount of annual incentive compensation awarded to each of the NEOs for 2014, the percentage of target, the actual percentage of each NEO's base salary and the percentage of change from the prior year.

<b>Officer</b>	<b>Annual Incentive Compensation For 2014</b>	<b>Percentage of Target</b>	<b>Percentage of Base Salary</b>	<b>Percent Change from Prior Year</b>
M.J. Sanders	\$ 1,621,363	161%	177%	73%
B.L. Saunders	\$ 561,422	161%	113%	61%
J.M. Colyer, Jr.	\$ 641,842	161%	121%	54%
R.C. Tiede	\$ 640,984	161%	121%	56%
R.H. Coker	\$ 499,642	161%	113%	48%

**Long-Term Equity Incentives**

The Committee uses long-term equity incentives to align executives' interests with long-term shareholder interests and to provide opportunities for increased stock ownership, which we believe enables us to attract and motivate our executives as well as promoting retention. In 2014,

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

long-term equity incentives were awarded under our shareholder approved 2014 Long-Term Incentive Plan, which was approved by our Shareholders in 2014 (the 2014 Plan ). The 2014 Plan provides for various types of equity awards, including restricted stock, restricted stock units, stock appreciation rights, options, performance shares, and performance units. Each year, we determine the types of awards that will be granted under our long-term plan then in effect, and establish performance measures and performance periods for performance-based awards, and vesting schedules. The awards we granted in 2014 under the 2014 Plan

**Table of Contents**

were comprised of stock-settled stock appreciation rights ( SSARs ) and performance contingent restricted stock units ( PCSUs ). Using competitive survey data as previously described, the Committee determines the total direct compensation (base salary, performance-based annual cash incentives and long-term equity incentives) value to be provided for each executive officer position. Target performance is established at a performance level the Committee considers to be above average performance and corresponds to above average total direct compensation. Using this survey total direct compensation value, the amount of long-term equity award is established for each position by subtracting the sum of the market rate or actual base salary (whichever is higher) and the annual cash incentive compensation target from this amount.

The amount of long-term equity awards is then converted to SSARs and PCSUs and each officer receives a target mix of 75% PCSUs and 25% SSARs. However, actual PCSU shares earned are still subject to the degree to which three-year Company financial goals are met and can vary between 50% and 150% of the target shares. SSARs will only have value if the stock price increases above the grant price during the grant's seven year term, and may only be exercised after the one year vesting period. Both elements are key components of our well-balanced compensation system, but the Committee believes that the NEOs have the most direct influence on achieving Company financial goals and therefore the PCSUs are weighted significantly more than the SSARs. The actual target number of PCSUs or SSARs for each officer position may be adjusted up or down from the competitive benchmark based on the assessment of individual performance in the past year. The Committee believes that varying the initial target shares under the plan provides a strong motivator to achieve personal performance objectives. As discussed below under 2014 Committee Actions Changes to Long-Term Incentive Plan Design for 2015, the Committee has made a number of changes to the design of Long-Term Incentive Plan with respect to awards to be granted in 2015.

It is our practice to grant SSARs, PCSUs, or other equity awards on the date of the first regular Board of Directors meeting in the calendar year. The SSAR exercise price is based on the closing price of our stock on that date. The recipients and the corresponding number of shares of equity awards, including stock options or SSARs and PCSUs, are approved by the Committee at its regular meeting on the day prior to the Board of Directors meeting. During the February meeting, the Committee establishes the goals for the upcoming Performance-Based Annual Cash Incentive plan as well as the goals applicable to the performance shares. This allows the Committee to balance the elements of total direct compensation. It also allows granting of the equity awards close to the time of the annual performance reviews, which increases the impact of the awards by strengthening the link between pay and performance. We occasionally make special stock option or SSAR awards to new employees. In such case, the exercise price is based on the closing price of our stock on the recipient's first day of regular employment. We also occasionally make stock option, SSAR awards or grants of restricted stock units to a corporate officer in recognition of a promotion or a change in position status. The effective date of these awards is the day following approval by the Committee or the date of approval by the Board in the case of a new officer election.

***Three-Year Long-term Incentive Plan (PCSUs)***

To establish the three-year performance targets for PCSUs, the Committee takes into consideration the year's budget for earnings per share, the longer term business outlook, and the Board's expectations regarding acceptable, superior and outstanding business results over the three-year time horizon. The Committee establishes vesting requirements for meeting threshold, target and maximum goals which in the judgment of the Committee represent achievement of acceptable, superior and outstanding performance in the context of the Company's stated objectives for total return to shareholders and returns on capital and equity. To encourage continued employment and to recognize the inherent difficulty in setting three-year goals, the award grants provide that if less than 50% of target PCSUs are earned at the end of the three-year performance period, the difference between the PCSUs earned and 50% will time-vest in equal amounts at the end of the fourth and fifth years, subject to the participant's continued employment for that period. Discretionary adjustments are not permitted.

We do not pay any current dividends or credit any dividend equivalents on unvested PCSUs. For any PCSUs that vest, but are deferred until six months after separation from service by an individual executive officer, dividend equivalents are accumulated and converted into additional PCSUs from the time of vesting until the issuance of actual shares. As discussed below under 2014 Committee Actions Changes to Long-Term Incentive Plan Design for 2015, the Committee has made a number of changes to the design of PCSUs to be granted in 2015.

**Table of Contents****Restricted Stock Units**

We have a practice of making a special grant of time vesting restricted stock units ( RSUs ) to individuals when they are first elected an executive officer in recognition of this event and the individual s increased responsibility. The number of RSUs granted is based on position. The RSUs are credited with dividend equivalents, which are not paid out until receipt of the shares. The RSUs vest in three equal increments on the third, fourth and fifth anniversary of the grant if RSUs are granted all in one year, or at the third anniversary of each grant if granted over three years. Receipt of RSUs occurs six months following separation from service. If the executive officer leaves the Company for any reason before the RSUs vest, the unvested RSUs are forfeited. Individual grant agreements may provide for vesting on a prorata basis in the event of termination of employment as a result of death or disability. The RSUs do not have voting rights. As discussed below under 2014 Committee Actions Changes to Long-Term Incentive Plan Design for 2015, the Committee has made a number of changes to the design of SSARs to be granted in 2015.

**2014 Committee Actions Three-year Long-term Incentive Plan (PCSU)s**

On February 11, 2014, the Committee approved PCSU grants to our executives, including the NEOs. The FASB ASC Topic 718 grant date fair values of PCSUs granted to the NEOs and the number of PCSUs available at threshold, target, and maximum are shown in the 2014 Grants of Plan-based Awards table on page 41. The PCSU awards for each of the NEOs, combined with their SSAR grants discussed below under the caption 2014 Committee Actions SSARs, equates to approximately 54% of their target total direct compensation, which is consistent with our pay for performance objective.

Consistent with prior years, the Committee established goals for vesting of the 2014 PCSUs based on two key financial measures: cumulative increases in Base Earnings Per Share ( BEPS ) and average return on net assets employed ( RONAE ) over the three-year performance period. The goals established are as follows:

	Threshold Vesting	Target Vesting	Maximum Vesting
Three-Year Cumulative Growth in BEPS	8.3%	17.8%	24.8%
Average Three-Year RONAE*	9.9%	10.4%	10.9%

\* Actual performance level required within the range depends on capital invested in acquisitions over the three-year period. The RONAE goals will be adjusted down for every dollar of capital investment made in acquisitions at an effective rate of 0.1% for every \$100 million of acquisition investment multiplied by the percent of time remaining in the three year performance cycle as of the date of the acquisition. The Committee believes that both elements are critical factors in determining long-term shareholder returns and has weighted them equally in the three-year long-term plan.

**Results of 2012-2014 PCSU Performance Cycle**

On February 8, 2012, the Committee granted PCSUs to our executives, including the NEOs. The vesting of these PCSUs was dependent on achieving pre-determined levels of cumulative BEPS and average RONAE for the three-year performance period from January 1, 2012 through December 31, 2014.

Target performance over the three-year period was set at \$7.57 cumulative BEPS, which equated to a compound growth rate of 8.1% from 2012 to 2014, and at 10% average three-year RONAE. Actual performance was \$7.24 cumulative BEPS which was less than threshold performance under the plan. Average RONAE was 9.88% which was slightly below target performance under the plan. As a result, 94% of threshold PCSUs vested at the end of 2014. Since less than 50% of target PCSUs vested, the remaining 6% of the threshold PCSUs will time-vest and be settled in equal amounts at the end of 2015 and 2016, if the executive remains employed during that time period unless termination of employment was a result of death, disability or retirement. The PCSUs for the 2012-2014 performance period that have been earned but have not yet vested are shown in the Outstanding Equity Awards at 2014 Fiscal Year End table on page 42. The PCSUs that have been earned and have vested are shown in the 2014 Option Exercises and Stock Vested table on page 44.

**Table of Contents*****2014 Committee Actions – Stock-Settled Stock Appreciation Rights***

On February 11, 2014 the Committee also approved SSAR grants to our executives, including the NEOs. The SSARs have a one-year vesting period and the grant price was set at \$41.58 per share, the closing market price of our common stock on February 12, 2014, the date of grant. These SSARs will be valuable to the recipients only if the market price of our stock exceeds \$41.58 during the term of the award. The grant date fair values and the number of SSARs granted to each of the NEOs are included in the 2014 Grants of Plan-Based Awards table on page 41. Target grants were calculated as described under Long-term Equity Incentives on page 28.

The SSAR awards for each of the NEOs, combined with their PCSU grants discussed above under the caption 2014 Committee Actions Three-year Long-term Incentive Plan, equates to approximately 54% of their target total direct compensation, which is consistent with our pay for performance objective.

***2014 Committee Actions – Changes to Long-Term Incentive Plan Design for 2015***

On October 14, 2014 the Committee reviewed a proposal by Sonoco management to modify the Long-Term Incentive Plan in an attempt to simplify the design, implementation, and more accurately link pay for performance. For grants made in 2015, the mix of total targeted long-term incentive compensation value will be changed from 75% PCSUs and 25% SSARs to 50% PCSUs, 25% SSARs and 25% RSUs. PCSUs will continue to be earned over three-year performance periods, but there will no longer be a provision for time-vesting in years four and five for below-threshold performance. Actual PCSU shares earned can vary between 0% and 200% of target instead of between 50% and 150% of target, based on the degree to which the three-year company financial goals are met. The vesting period for SSARs will be increased from one year to three years, with a third vesting in each of the three years following grant, and the term of SSARs will be extended from seven years to ten years. To provide a more stable retention benefit, one-third of time-vesting RSUs will vest in each of the three years following grant, rather than vesting in the third, fourth and fifth years following grant.

Under the prior plan, the maximum retention grant could be 37.5% of the total long-term incentive value. Under the new plan, the time-vested retention component is only 25% of the total long-term incentive value. This more closely aligns our pay-for-performance design with shareholder interests.

**Other Executive Compensation and Benefit Elements*****Employment Contracts and Potential Payments Upon Termination or Change in Control***

The Company has not historically provided employment contracts, severance agreements, change in control agreements, or other such financial security arrangements to our executive officers. We may, however, from time to time, assume an existing employment contract in connection with an acquisition and/or negotiate individual severance compensation arrangements in exchange for a non-compete agreement at the time of separation as circumstances warrant.

Our long-term equity incentive plans do contain provisions for prorated or accelerated vesting of equity awards in the event of death or disability, and in certain cases retirement or change in control. SSAR grants provide that if termination of employment occurs within two years of a change in control that meets the criteria of IRC Section 409A and the regulations thereunder, unvested SSARs will immediately vest upon the date of termination. Due to the long-term nature of these awards, unvested RSU grants will vest on a pro-rata basis upon a change in control. The Committee believes these provisions are necessary so that the executive officers can focus on long-term Company growth and improving stock value without being concerned about risk of forfeiture. PCSU grants provide that unvested stock units will vest on a prorata basis at target upon a change in control. The Committee believes performance metrics can be disrupted and possibly become obsolete in determining the appropriate number of shares to vest during a change in control. See Potential Benefits Payable Immediately Upon Certain Separation Events on page 51. These provisions apply similarly to all plan participants, including those below the executive officer level.

***Review of Overall Compensation Components and Aggregate Awards***

To evaluate the overall competitiveness of the executive compensation program, each year at its April meeting, the Committee reviews the total compensation package for each executive officer. This includes review of a tally sheet showing a history of base salary adjustments, annual incentive awards and total cash compensation for the last ten

## **Table of Contents**

years (or term as an executive officer, if less), stock options or SSARs outstanding and the option price, unvested PCSUs (projected at threshold, target, and maximum), unvested restricted stock units, the value of accrued retirement benefits, and the amount of executive life insurance coverage. The Committee also reviews each element of the total amount of compensation awarded and realized during the prior year.

The Committee uses tally sheets to assess total executive compensation, to determine where total executive compensation falls in relation to peer companies, and to assess how the Company's overall compensation programs operate. From this assessment, the Committee may make changes in overall plans or individual elements if it determines they are appropriate to meet overall compensation objectives.

The Committee does not have a practice of adjusting the size of current and future compensation awards or compensation program components to reflect amounts realized or unrealized by an individual from prior equity grants. In other words, awards are not increased to compensate for prior performance below target, nor are they decreased because of prior performance above target. Likewise, since earnings on equity compensation are not included in any pension calculation formula, any gains, or lack thereof, from prior awards are not considered in setting or earning retirement benefits.

### ***Executive Perquisites***

In support of our pay-for-performance philosophy, executive perquisites are minimal. Executive officers are permitted occasional use of the company aircraft for personal travel or family emergencies. The CEO also uses the company aircraft for regular business travel because we believe his use of the aircraft helps minimize time involved in commercial travel that could otherwise be directed to our business, and enhances his security. For other officers, personal use of the aircraft is reviewed on a case by case basis, and is permitted only under circumstances where there is direct benefit to us to minimize time spent on personal travel or in the case of family emergencies. The Company does not provide a tax gross-up for the imputed income relating to the personal use of the Company plane.

With the exception of gross-ups that might be paid pursuant to our broad-based employee relocation assistance plan, which covers all eligible salaried employees, we do not provide income tax gross-ups to our NEOs, and our Compensation Committee has adopted a resolution that prohibits such payments.

### ***Nonqualified Deferred Compensation Plans***

We provide a Nonqualified Deferred Compensation Plan (NQDC) for our executive officers, including our NEOs, which is in line with general market practice, and the Committee believes it is an important part of an attractive rewards program necessary to recruit and retain qualified executive officers. Under the NQDC, our NEOs may voluntarily defer the receipt of a portion of base salary, annual incentive awards, and/or performance contingent restricted stock units. The NQDC is an unfunded and unsecured obligation of the Company, meaning that payments of participant balances in the plan are not guaranteed if the Company becomes insolvent or bankrupt. Details about the plans and accumulated balances are described in more detail under the 2014 Nonqualified Deferred Compensation table on page 48 and the Description of Nonqualified Deferred Compensation Plans on page 49.

### ***Executive Benefit Elements***

We have two benefit programs that apply only to executive officers: an Executive Life Insurance Program and a Supplemental Executive Retirement Plan benefit (SERP). The Committee has included these two elements in the overall compensation program to serve as a recruiting and retention vehicle. Attracting and retaining high caliber talent is challenging, and these two programs are designed to help ensure long-term retention of key senior talent.

#### ***Executive Life Insurance***

We provide most of our active employees with company-paid life insurance that is currently limited to \$100,000. For executive officers, we provide an alternative executive life insurance program. Executive officers elected on or after April 1, 2004, receive company-paid term life insurance coverage that is approximately equal to three times base salary until the later of retirement or age 65. Messrs Saunders, Colyer, Tiede and Coker are covered under this plan. The Committee believes that this amount of coverage is in line with industry practice and provides life insurance coverage in line with the earnings level of an executive officer.



**Table of Contents**

Mr. Sanders, who was elected as an officer prior to April 1, 2004, receives a benefit approximately equal to three times salary plus target incentive, using a combination of term life insurance coverage and permanent (cash value) insurance. The permanent life insurance provides coverage beyond age 65. This extended coverage uses the same multiple of pay, but that portion of the coverage is frozen based on salary and target incentive levels in effect at April 1, 2004.

*Supplemental Executive Retirement Plan Benefits*

Persons elected to an executive officer position after January 1, 2008, will continue to receive the basic Company retirement benefit provided to all employees (including the restoration benefit under the Omnibus Benefit Restoration Plan (the Restoration Plan) that is provided to employees whose wages or benefit accruals exceed the annual qualified retirement plan limits). In addition, officers participate in a defined contribution supplemental executive retirement plan (the DC SERP), under which they receive an annual nonqualified plan contribution (equal to 10% of the prior year's salary and earned incentive under the annual incentive plan). Seventy-five percent of the annual contribution is invested in a fixed interest account based on 120% of the IRS applicable long-term rate. Twenty-five percent is issued in Sonoco deferred restricted stock units. The benefit vests at age 55 for participants with at least five years of service as an executive officer.

After retirement, an officer's DC SERP account is paid in three installments, with the first installment payable six months after an officer's retirement date, the second installment payable in January of the next year following the first installment, and the third installment payable in January of the year following the second installment. A more detailed description of the DC SERP benefit and of other non-qualified defined contribution benefits is set forth under Description of Nonqualified Deferred Compensation Plans on page 49 of this Proxy Statement. Messrs Saunders, Colyer, Tiede and Coker currently participate in these plans.

For executive officers elected before January 1, 2008, which includes Mr. Sanders, the retirement benefit includes the Company's basic defined benefit retirement plan and the Pension Restoration component under the Restoration Plan, which is provided to those employees whose wages or benefit accruals exceed the annual qualified retirement plan limits. In addition, a separate defined benefit SERP (the DB SERP) benefit is provided, which, when combined with the basic retirement benefit, the restoration benefit and full Social Security benefits, equals 60% of the executive officer's final average cash earnings, assuming age 65 retirement with at least fifteen years of Company service. The calculation excludes long-term compensation in any form. In line with amendments to the Company's basic defined benefit retirement plan and the Pension restoration benefit under the Restoration Plan, no additional benefits will accrue under the DB SERP after December 31, 2018. Officers whose DB SERP benefit accruals are frozen effective December 31, 2018 will begin participating in the DC SERP effective January 1, 2019. Mr. Sanders is the only NEO elected before January 1, 2008, who participates in the DB SERP component of the Restoration Plan.

The DB SERP benefit will be paid in three equal installments after retirement, with the first installment payable six months after an officer's retirement date, the second installment payable six months after payment of the first installment, and the third installment payable 12 months after the payment of the second installment. The payment of the installments may be extended if needed to eliminate adverse accounting treatment to the Company.

A more detailed description of the DB SERP benefit, Pension Restoration benefit and the qualified Pension Plan benefit is set forth under the Pension Restoration and DB SERP Components in the Restoration Plan on page 46 of this Proxy Statement.

**Executive Compensation Policies***Tax Deductibility of Compensation*

IRC Section 162(m) limits the tax deductibility of compensation paid to our CEO and the three other most highly compensated named executive officers employed at the end of the year (other than our CFO) to \$1 million per year unless such amounts are determined to be performance-based compensation. The Committee has taken, and it intends to continue to take, reasonable steps necessary to maximize our ability to deduct for federal tax purposes compensation provided to senior executives while maintaining compensation programs that support attraction and retention of key executives. However, such steps may not always be practical or consistent with the Committee's compensation objectives. Given that the earnings limit for deductibility has remained fixed since 1993, and the value of

**Table of Contents**

some compensation elements cannot be determined until year-end, there are circumstances in which some executive compensation may not meet tax deductibility requirements. Sonoco can deduct all compensation in the Summary Compensation Table except to the extent that salary plus RSU vesting plus all other compensation exceeds \$1 million. Executive officers are required to defer receipt of any PCSUs that vest but would not be deductible under Code Section 162(m) until six months following separation of service, unless an earlier distribution is required to comply with provisions of IRC Section 409A.

***Executive Officer Stock Ownership Guidelines***

To emphasize the importance of linking executive and shareholder interests, the Board of Directors adopted stock ownership guidelines for executive officers. The target level of ownership of common stock (or Common Stock Equivalents) was established as a multiple of each executive officer's annual base salary as outlined below:

Chief Executive Officer	6.0 times annual base salary
Chief Operating Officer	4.0 times annual base salary
Executive Vice Presidents	3.0 times annual base salary
Senior Vice Presidents	2.0 times annual base salary
Other Officers	1.0 times annual base salary

Beginning on July 1, 2011, and until the executive attains the target ownership level, the executive is required to hold in shares at least one-half of the realized gains (less taxes) from the vesting or exercise of equity awards.

Common stock held in the Sonoco Savings Plan, stock equivalents earned through nonqualified deferred compensation programs, vested restricted stock units, and any other beneficially owned shares of common stock are included in determining compliance with the guidelines. Unvested restricted stock units and shares that may be acquired through the exercise of stock options or stock-settled stock appreciation rights are not included in the calculation of stock ownership for guideline purposes.

***Anti-Hedging Policy***

The Board of Directors has adopted an anti-hedging policy for Company stock. Sonoco considers it inappropriate for any director, officer (including all NEOs), or other employee to enter into speculative transactions in Sonoco stock. Such activities may put personal interests and objectives in conflict with the best interests of the Company and its stockholders. Therefore, our policy prohibits the purchase or sale by any director, officer or employee of puts, calls, options, warrants, or other derivative securities based on the Company's stock. This prohibition also includes hedging or monetization transactions, such as forward sale contracts, in which the stockholder continues to own the underlying security without all the risks or rewards of ownership.

***Anti-Pledging Policy***

The Board of Directors has adopted an anti-pledging policy with respect to Company stock owned by Directors and executive officers. The policy provides that Directors and executive officers who are subject to target Sonoco common stock ownership guidelines may not pledge any of the shares they are required to own under such guidelines to secure any indebtedness.

As discussed above under *Executive Officer Stock Ownership Guidelines* and under *Security Ownership of Management Director Stock Ownership Guidelines*, the Board has established target stock ownership guidelines for Directors and executive officers because it believes that the interests of Directors and executive officers should be closely aligned with those of shareholders by sharing with other shareholders the risks and rewards of stock ownership. The Board recognizes that pledging of shares may be perceived as contrary to this goal because of the perception that doing so may allow a pledging shareholder to reduce the risks of stock ownership. Accordingly, the Board determined that it would be appropriate to adopt a policy prohibiting Directors and executive officers from pledging the shares of their Company stock they are required to own under the ownership guidelines.

In adopting the policy, however, the Board recognized that a complete prohibition on pledging Company stock could result in financial hardship for Directors and executive officers subject to the policy. The Board observed that, if Directors and executive officers were not permitted to pledge any of the shares owned by them, their only alternative to



## **Table of Contents**

obtain liquidity from shares owned in excess of the target number would be to sell the shares, and thereby reduce the alignment between their interests and those of other shareholders. Therefore, the Board determined that it would be appropriate to restrict Directors and executive officers from pledging only the portion of their Company stock that is subject to target ownership guidelines in order to afford them greater access to liquidity to meet personal obligations, and to encourage continued ownership of Company shares.

Directors and executive officers will have until April 1, 2015 to comply with this policy.

### ***Incentive Compensation Clawback Policy***

The Board of Directors has adopted a clawback policy covering payments of incentive based compensation to current and former executive officers. The policy provides that, if Sonoco is required to restate its financial results because of its material noncompliance with any financial reporting requirement under the securities laws, Sonoco's Executive Compensation Committee will review all awards or payments of any form of bonus or incentive-based compensation made to current and former executive officers of Sonoco within the three-year period immediately preceding the date on which Sonoco is required to prepare the restatement. If the Committee determines that any such bonus and incentive awards or payments were based on erroneous data and would have been lower had they been calculated based on the restated results, the Committee will review the facts and circumstances and, to the extent permitted by applicable law, may seek to recover for the benefit of Sonoco the difference between the amounts awarded or paid and the amounts that would have been awarded or paid based on the restated results.

The Committee has sole discretion to determine whether, and the extent to which, to require any such repayment and to determine the form and timing of the repayment, which may include repayment by the executive officer or an adjustment to the payout of a future incentive. These remedies would be in addition to, and not in lieu of, any penalties imposed by law enforcement agencies, regulators or other authorities.

For purposes of this policy, executive officers of Sonoco include all persons designated by the Board of Directors as Section 16 reporting officers.

### **ROLE OF INDEPENDENT COMPENSATION CONSULTANT**

The Committee seeks input from Frederic W. Cook & Co., Inc., its independent compensation consultant, in its decision making process. The independent consultant reports directly to the Committee, and the Committee has the sole authority to retain or dismiss the consultant. The independent consultant does not provide services to the Company in any area other than executive and director compensation on behalf of the Committee.

The independent consultant is expected to assist the Committee and work on its behalf on matters related to the Committee's purposes and responsibilities as set forth in the Committee charter, which is summarized under the Corporate Governance Board Meetings and Committees of the Board Executive Compensation Committee on page 15 and is also available through the Investor Relations section of our website at [www.sonoco.com](http://www.sonoco.com). The independent consultant periodically advises the Committee as to trends in executive compensation and also provides specialized studies or expert advice as requested with respect to executive compensation issues. In 2014, the independent consultant conducted a competitive compensation review of our NEOs compared to our Peer Group's NEOs, provided an update of compensation trends and regulatory developments, analyzed the Company's use of share-based compensation compared to our peer group, and assisted in the preparation of the Company's public filings with regard to executive compensation. The independent consultant meets with the Committee at least once a year and attends regular Committee meetings in person or by telephone as requested. The independent consultant also provides advice and performs competitive analysis with respect to director compensation, as requested, for the Corporate Governance and Nominating Committee.

From time to time, management engages the services of other compensation consultants to assist with matters relating to executive officer and employee compensation. In 2014, management engaged Aon Hewitt to provide compensation and benefit survey data, executive benefit calculations, FICA tax calculations and document drafting.

The Compensation Committee has assessed the independence of Frederick W. Cook & Co. and Aon Hewitt pursuant to rules of the Securities and Exchange Commission and the New York Stock Exchange and concluded that neither Frederick W. Cook & Co. nor Aon Hewitt's work for the Compensation Committee raises any conflict of interest.

**Table of Contents**

**ROLE OF EXECUTIVE OFFICERS IN DETERMINING EXECUTIVE COMPENSATION**

In order to evaluate performance and use it as a basis for making compensation decisions, the full Board of Directors participates in a formal performance review process that is used for determining the CEO's compensation. The CEO provides a written evaluation of his performance against objectives at year-end to each director. Each individual director completes a written evaluation of the CEO's performance. Results are compiled by the Chair of the Corporate Governance and Nominating Committee, who then provides a copy to each director prior to the first Board of Directors meeting for the year. The Committee uses this summary from the Board of Directors to make decisions relative to the CEO's compensation. The Committee also uses input from its independent compensation consultant in making decisions regarding the CEO's compensation. The CEO does not participate in decisions regarding the determination of his own compensation, other than to prepare the summary of his results versus objectives for the year as described above.

For the other NEOs and executives, the Committee receives input and recommendations from our CEO as well as its independent compensation consultant. The NEOs or other officers do not have a role in the determination of their own compensation except to provide and discuss their performance against objectives during their annual performance reviews.

**Table of Contents**

**COMPENSATION COMMITTEE REPORT**

The Executive Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis included in this Proxy Statement with management. Based on that review and discussion, the Executive Compensation Committee recommended to our Board of Directors that the Compensation Discussion and Analysis be included in our Annual Report on Form 10-K for the year ended December 31, 2014, and in this Proxy Statement.

*M.D. Oken (Chair) P.L. Davies J.M. Micali T.E. Whiddon*

**COMPENSATION RISK REVIEW**

Every two years, with the assistance of the Committee's independent compensation consultant, the Committee reviews our compensation policies and practices applicable to our employees and has concluded that they do not create risks that are reasonably likely to have a material adverse effect on our Company. The key features of the executive compensation program that support this conclusion are the following:

Appropriate pay philosophy, peer group and market positioning

Effective balance between cash and equity compensation, and short- and long-term performance focus

Performance objectives with an appropriate level of difficulty that reflects the Board-approved annual budget and long-term strategic planning objectives

Multiple performance metrics in the annual and longer-term incentive programs that are intended to create a balanced focus on growth, profitability and asset efficiency, as well as absolute stock price appreciation

The Committee's ability to use its discretion to reduce earned incentive compensation based on a subjective evaluation of the quality of earnings, individual performance and other factors

Meaningful risk mitigators such as substantial stock ownership guidelines, Committee oversight, and use of an independent external consultant

Incentive plans do not reward individuals for behaviors that can place the Company at risk (for example, incentives based on financial hedging transactions or incentives based on customer transactions that have significant financial risk)

**Table of Contents****SUMMARY COMPENSATION TABLE**

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (1) (\$)	Option Awards (2) (\$)	Non-Equity Incentive Plan (3) (\$)	Change in Pension Value and Nonqualified Deferred Compensation	All Other Compen- sation (5) (\$)	Total (\$)
							(4) (\$)		
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
M. Jack Sanders President and Chief Executive Officer	2014	\$ 915,507	-0-	\$ 1,865,032	\$ 750,008	\$ 1,621,363	\$ 5,618,077	\$ 114,752	\$ 10,884,739
	2013	795,096	-0-	3,606,035	499,320	938,609	772,879	84,469	6,696,408
	2012	640,827	-0-	1,186,400	356,751	294,076	1,135,203	74,428	3,687,685
Barry L. Saunders VP and Chief Financial Officer	2014	498,156	-0-	765,966	290,044	561,422	820,773	103,745	3,040,106
	2013	445,944	-0-	874,911	268,128	349,620	48,012	73,506	2,060,121
	2012	380,685	-0-	762,107	237,834	139,749	323,827	51,632	1,895,834
John M. Colyer, Jr. Senior VP Global Industrial and Protective Solutions	2014	531,546	-0-	934,678	370,001	641,842	1,160,679	116,346	3,755,092
	2013	497,320	-0-	876,864	273,600	417,749	(49,013)	86,226	2,102,746
	2012	430,019	-0-	489,339	148,482	157,731	481,430	60,686	1,767,687
Robert C. Tiede Senior VP Global Consumer Packaging and Services	2014	530,836 (6)	-0-	934,319	380,007	640,984	-0-	190,901	2,679,061
	2013	489,514	-0-	875,772	273,600	411,192	-0-	134,787	2,184,865
	2012	405,969	-0-	415,005	131,400	148,909	-0-	104,638	1,205,921
Robert H. Coker Group VP Global Rigid Paper and Plastics	2014	443,338	-0-	443,387	170,156	499,642	892,621	93,434	2,542,578
	2013	430,418	-0-	515,781	156,408	337,448	(74,985)	71,634	1,436,704
	2012 (7)								

(1) Awards were made in the form of PCSUs. Three-year accelerated vesting of awards is tied to growth in base earnings per share (cumulative BEPS) and improved capital effectiveness (average RONAE) over a three-year period as described in the Compensation Discussion and Analysis ( CD&A ) on page 21. The amounts shown are the aggregate grant date fair values of the award(s) computed in accordance with FASB ASC Topic 718. The value of each individual award is based on the probable outcome of the performance conditions determined as of the grant date, which is the target number of PCSUs multiplied by the grant date fair value. Assumptions made in valuation of these awards are set forth in Note 11 to our financial statements for the year ended December 31, 2014, which are included in our *2014 Annual Report to Shareholders*. Assuming the maximum level of performance was achieved at the end of the 2014-2016 three-year performance cycle, valued at the 2014 grant date fair value, the maximum award value for the 2014-2016 performance period would be \$2,797,549 for Mr. Sanders, \$1,119,115 for Mr. Saunders, \$1,367,701 for Mr. Colyer, \$1,367,701 for Mr. Tiede and \$636,285 for Mr. Coker. The awards do not accumulate dividend equivalents unless vested and deferred, and are not subject to accelerated vesting, except upon a change in control in some cases.

As executive officers elected after January 1, 2008, Messrs Saunders, Colyer, Tiede, and Coker participate in the defined contribution Supplemental Executive Retirement Plan (the DC SERP ). The contribution amount is equal to 10% of their salary and earned incentive and is further described on page 49. The benefit vests at age 55 with at least five years of service as an executive officer. Seventy-five percent of the contribution each year is invested in a fixed interest account based on 120% of the IRS applicable long-term rate. These amounts are reflected in column (i) and described under footnote (5). Twenty-five percent of the contribution is invested in deferred restricted stock units. The amounts invested in deferred restricted stock units based on salary and earned incentive compensation for Messrs Saunders, Colyer, Tiede and Coker in 2013 and credited in 2014 were \$19,889, \$22,877, \$22,518 and \$19,197 respectively and are reflected in column (e). The amounts earned in 2014 and awarded in 2015 in deferred restricted stock units were \$26,489, \$29,335, \$29,296 and \$23,574 for Messrs Saunders, Colyer, Tiede and Coker respectively and will be reflected in the 2015 summary compensation table if each remains an NEO.

(2) Awards were made in the form of SSARs. The amounts shown are the aggregate grant date fair values computed in accordance with FASB ASC Topic 718. All 2014 SSARs have a grant price of the closing market price of our common stock on the date of grant. They become exercisable one year from the date of grant and have a term of seven years.





**Table of Contents**

The grant date present values were estimated using a binomial option-pricing model in accordance with the rules and regulations of the SEC and are not intended to forecast appreciation of our stock price. The 2014 SSARs had an estimated grant date present value of \$4.72. The assumptions used in the binomial model are discussed in Note 11 to our financial statements for the year ended December 31, 2014, which are included in our 2014 Annual Report to Shareholders. The SSARs are not transferable, except by will, inheritance, qualified domestic relations order or gift to or for the benefit of family, and will not confer an actual dollar benefit on the holder unless they are exercised at a time when the market value of the stock exceeds the exercise price of the SSARs. The amount of any such benefit which may be obtained by exercise of the SSARs is not in any way predicated on or controlled by the estimate presented.

- (3) These amounts are awards pursuant to our annual Officer Incentive Plan as discussed on page 26 of the CD&A. The amounts shown were paid to the NEOs in February of the following year. Mr. Tiede elected to defer \$96,148 of this amount into a stock equivalent account under the Deferred Compensation Plan for Corporate Officers in compliance with IRC Section 409A. The value of this account will not be payable until at least six months after his separation of service from the Company. The Deferred Compensation Plan for Corporate Officers is described under the caption Description of Nonqualified Deferred Compensation Plans on page 49.
- (4) For all NEOs except Mr. Tiede, the amounts shown in this column are the aggregate change in the actuarial present value of accumulated benefits under our defined benefit pension plans shown in the 2014 Pension Benefits table on page 45, from the pension plan measurement date used for our audited financial statements for the prior completed fiscal year to the pension plan measurement date used for the audited financial statements for the covered year shown in the table. These amounts are determined using interest rate and mortality rate assumptions consistent with those used in our financial statements. Mortality assumptions were updated to reflect the RP2014 healthy annuitant mortality table, generationally projected with Scale MP-2014 as of 12/31/14. The increase in pension values in 2014 for all NEOs are attributable to three factors. First, changes in the underlying assumptions, and in particular the interest rates and mortality assumptions, used to determine the actuarial present value of retirement benefits pursuant to the Pension Protection Act of 2006, to generally accepted accounting principles and to SEC requirements. A lower interest rate produces a greater pension value. This year's discount rates are approximately 0.80% less than last year's discount rates and this year's lump sum interest rates are equivalent to a rate that is approximately 0.60% less than last year's lump sum interest rates. The change in mortality assumptions led to increases in pension value as participants are assumed to live longer. The changes in mortality assumptions follow a study released by the Society of Actuaries in October 2014. Second, all of the NEOs worked for a full year in 2014, and therefore their pension benefits increased because they earned an additional year of benefit service and their highest average earnings increased (due to increases in their base pay and bonus awards). Third, an additional year older results in a shorter discount period from the assumed retirement age to the current age. The result of a shorter discount period to retirement age is an increase in the pension values.

The increase in the present value of accumulated benefits between December 31, 2013 and December 31, 2014 was significantly impacted by changes in underlying assumptions. The named executive officers experienced increases in their pension values ranging from 50% to 72%, of which 33% to 58% was attributable to the changes in the interest rates and mortality assumptions used to determine the actuarial present value of retirement benefits. All other increases in the present value of accumulated benefits resulted from an additional year of pay and benefit service under the retirement formula. There were no changes to the design of the retirement plan benefits during 2014.

- (5) All other compensation for 2014 consisted of the following components for each NEO:

Name	Perquisites (a)	Executive Life		Company Contributions and Accruals to Defined Contribution Plans (c)	Company Contributions to the Defined Contribution SERP (d)	All other Compensation Total (e)
		Insurance (b)				
M.J. Sanders	\$ 10,777	\$66,893		\$ 37,082		\$ 114,752
B.L. Saunders		7,321		16,956	\$ 79,468	103,745
J.M. Colyer, Jr.		9,356		18,986	88,004	116,346
R.C. Tiede		13,491		89,523	87,887	190,901
R.H. Coker		7,095		15,616	70,723	93,434



**Table of Contents**

- (a) Mr. Sanders' perquisites consisted of \$10,777 for personal use of the corporate aircraft, computed at the aggregate incremental cost to the Company. The aggregate incremental cost to us for corporate aircraft usage was \$2,463 per hour in 2014, based on the cost of fuel, maintenance, parts, hourly rental rate for engines under maintenance service plan, and landing and crew expenses. The Company does not provide a tax gross-up for the imputed income relating to the personal use of the Company plane.
  
- (b) Includes our contributions under the Executive Life Insurance program (including the Executive Term Life policies and the frozen Executive Permanent Life policies described on page 32).
  
- (c) Comprised of Company contributions to the tax qualified Sonoco Retirement and Savings Plan, and the related non-qualified Defined Contribution Restoration component of the Omnibus Benefit Restoration Plan ( Restoration Plan ), which keeps employees whole with respect to our contributions that were limited by tax law. The Sonoco Retirement and Savings Plan and related Restoration Plan provides for a Company Matching benefit and Retirement Contribution benefit. All NEOs are eligible for the Company Matching benefit and Mr. Tiede is the only NEO eligible for the Retirement Contribution benefit.
  
- (d) As executive officers elected after January 1, 2008, Messrs Saunders, Colyer, Tiede and Coker participate in the defined contribution Supplemental Executive Retirement Plan (the DC SERP ). The contribution amount is equal to 10% of their 2014 salary and earned incentive and is further described on page 49. Seventy-five percent of the annual contribution will be invested in a fixed interest account based on 120% of the IRS applicable long-term rate and represents the amounts shown in column (d) to this footnote 5. Twenty-five percent of the contribution will be issued in Sonoco deferred restricted stock units and is further described under footnote (1) and disclosed in column (e) of the Summary Compensation Table. The benefit vests at age 55 with at least five years of service as an executive officer.
  
- (6) Mr. Tiede elected to defer \$79,622 of this amount into a stock equivalent account under the Deferred Compensation Plan for Corporate Officers in compliance with IRC Section 409A. The value of this account will not be payable until at least six months after his separation from service from the Company. The Deferred Compensation Plan for Corporate Officers is described under the caption Description of Nonqualified Deferred Compensation Plans on page 49.
  
- (7) Mr. Coker was not an NEO in 2012.

**Table of Contents****2014 GRANTS OF PLAN-BASED AWARDS**

Name	Grant Date	Committee Action Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (#) (i)(3)	All Other Option Awards: Number of Securities or Underlying Options (#) (4) (j)	Exercise or Base Price of Option Awards (\$/Share) (k)	Grant Date Fair Value of Stock and Option Awards (\$) (5) (l)
			Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)				
<i>M.J. Sanders</i>												
Annual Cash Incentive	NA	02-11-14	\$ 402,823	\$ 1,007,058	\$ 2,014,115							
SSARs	02-12-14	02-11-14								158,900	\$ 41.58	\$ 750,008
PCSUs	02-12-14	02-11-14				29,260	58,520	87,780				1,865,032
<i>B.L. Saunders</i>												
Annual Cash Incentive	NA	02-11-14	139,484	348,709	697,418							
SSARs	02-12-14	02-11-14								61,450	41.58	290,044
PCSUs	02-12-14	02-11-14				11,705	23,410	35,115				746,077
RSUs									\$ 19,889			
<i>J.M. Colyer, Jr.</i>												
Annual Cash Incentive	NA	02-11-14	159,464	398,660	797,319							
SSARs	02-12-14	02-11-14								78,390	41.58	370,001
PCSUs	02-12-14	02-11-14				14,305	28,610	42,915				911,801
RSUs									22,877			
<i>R.C. Tiede</i>												
Annual Cash Incentive	NA	02-11-14	159,251	398,127	796,254							
SSARs	02-12-14	02-11-14								80,510	41.58	380,007
PCSUs	02-12-14	02-11-14				14,305	28,610	42,915				911,801
RSUs									22,518			
<i>R.H. Coker</i>												
Annual Cash Incentive	NA	02-11-14	124,135	310,337	620,673							
SSARs	02-12-14	02-11-14								36,050	41.58	170,156
PCSUs	02-12-14	02-11-14				6,655	13,310	19,965				424,190
RSUs									19,197			

(1) The amounts in columns (c), (d) and (e) represent the threshold, target and maximum awards established for the 2014 Officer Incentive Plan, as discussed on page 26 of the Compensation Discussion and Analysis and reflected in column (g) of the Summary Compensation Table.

(2) PCSUs awarded in 2014. Information about determining the number of award shares, the performance-based conditions and vesting of these awards is provided on page 30 of the Compensation Discussion and Analysis section.

(3) As described in Footnote 1 of the Summary Compensation Table, these amounts represent the portion of the DC SERP benefit invested in deferred restricted stock units.

(4) SSARs awarded in 2014. These awards have a one-year vesting period. Information about determining the number of award shares is provided on page 31 of the Compensation Discussion and Analysis.

(5)

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

The value for PCSUs is based on the probable outcome of the performance conditions determined as of grant date, which is the target number of PCSUs multiplied by the grant date fair value. The value of the option awards (SSARs) is based on a binomial model calculation of \$4.72 per share on the date of grant.

**Table of Contents****OUTSTANDING EQUITY AWARDS AT 2014 FISCAL YEAR-END**

Name	Option or SSAR Awards						Stock Awards			Equity Incentive Plan Awards:	
	Option Grant Date	Option Vest Date	Number of Securities Underlying Unexercised Options (#) (b)	Number of Securities Underlying Unexercised Options (#) (c)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#) (d)	Option Exercise Price (\$) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (1) (#) (g)	Market Value of Shares or Units of Stock That Have Not Vested (2) (\$) (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights That Have Not Vested (1) (#) (i)	Market or Payout Value of Unearned Shares, Units, or Other Rights That Have Not Vested (2) (\$) (j)
M.J. Sanders	02/12/2014	02/12/2015		158,900		\$ 41.5800	02/12/2021			29,260 (4)	\$ 1,278,662
	02/12/2014										
	04/01/2013							61,052 (3)	\$ 2,667,972		
	02/13/2013									27,950 (5)	1,221,415
	02/08/2012							1,200 (6)	104,880		
	02/09/2011							10,000 (7)	437,000		
B.L. Saunders	02/12/2014	02/12/2015		61,450		41.5800	02/12/2021			11,705 (4)	511,509
	02/12/2014										
	02/13/2013	02/13/2014	58,800			32.0300	02/13/2020			15,000 (5)	655,500
	02/13/2013										
	02/08/2012	02/08/2013	18,100			32.8500	02/08/2019				
	02/08/2012							759 (6)	66,367		
	02/09/2011	02/09/2012	7,500			36.3400	02/09/2018				
	02/09/2011							1,250 (7)	54,625		
J.M. Colyer, Jr.	02/12/2014	02/12/2015		78,390		41.5800	02/12/2021			14,305 (4)	625,129
	02/12/2014									15,000 (5)	655,500
	02/13/2013										
	02/08/2012							480 (6)	45,408		
	02/09/2011	02/09/2012	18,000			36.3400	02/09/2018				
	02/09/2011							3,000 (7)	131,100		
R.C. Tiede	02/12/2014	02/12/2015		80,510		41.5800	02/12/2021			14,305 (4)	625,129
	02/12/2014									15,000 (5)	655,500
	02/13/2013										
	02/08/2012							405 (6)	35,397		
	02/09/2011							2,500 (7)	109,250		
R.H. Coker	02/12/2014	02/12/2015		36,050		41.5800	02/12/2021			6,655 (4)	290,824
	02/12/2014										
	02/13/2013	02/13/2014	34,300			32.0300	02/13/2020			8,750 (5)	382,375
	02/13/2013										
	02/08/2012	02/08/2013	18,900			32.8500	02/08/2019				
	02/08/2012							396 (6)	34,610		
	02/09/2011	02/09/2012	10,000			36.3400	02/09/2018				
	02/09/2011							1,500 (7)	65,550		

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

- (1) Except in the event of termination of employment as a result of death, disability, or retirement, termination of a participant's employment prior to vesting may result in forfeiture of any unvested award. Upon consummation of a change in control that meets the criteria as specified under IRC Section 409A and related regulations, all unvested PCSUs will vest at target on a prorata basis if the change in control occurs during the three-year performance period or at threshold on a prorata basis if change in control occurs during the time-vesting period in year four or five. A lump sum

---

**Table of Contents**

payment equal to the aggregate fair market value of the PCSUs will be issued to the participant within 30 days following the change in control unless the PCSUs were subject to a deferral election or mandatory deferral under IRC Section 162(m).

- (2) Values of PCSUs shown in column (h) and PCSUs/RSUs shown in column (j) are based on the December 31, 2014, closing price of \$43.70.
- (3) Represents RSUs awarded to Mr. Sanders upon his election as Chief Executive Officer. The shares will vest at the end of the five year time-based restriction if Mr. Sanders is still employed by the Company. Receipt of shares occurs six months following separation of service. The shares are credited with dividend equivalents, which are not paid out until receipt of the shares. If Mr. Sanders leaves the Company for any reason other than death or disability before the shares vest, the unvested shares are forfeited. The individual grant agreement provides for vesting on a prorata basis in the event of death or disability. Upon consummation of a change in control that meets the criteria of IRC Section 409A and the related regulations, all unvested RSUs will vest on a prorata basis. A lump sum payment equal to the aggregate fair market value of the vested RSUs will be issued to the participant within 30 days following the change in control unless the RSUs were subject to a deferral election or mandatory deferral under IRC Section 162(m). The restricted stock units do not have voting rights.
- (4) Represents the number of threshold PCSUs granted February 12, 2014 that will vest on December 31, 2016, if performance criteria are met. The actual number of PCSUs that vest can vary from 50% to 150% of those target PCSUs. In the event that threshold performance goals are not attained and vesting at the end of the three-year performance period is less than 50% of the target award opportunity, the difference between 50% of target and what actually vests is deferred and potentially payable in equal installments at the end of the fourth and fifth year, subject to the participant's continued employment for that period.
- (5) Represents the number of threshold shares of PCSUs granted February 13, 2013 that will vest on December 31, 2015, if performance criteria are met. The actual number of PCSUs that vest can vary from 50% to 150% of those target PCSUs. In the event that threshold performance goals are not attained and vesting at the end of the three-year performance period is less than 50% of the target award opportunity, the difference between 50% of target and what actually vests is deferred and potentially payable in equal installments at the end of the fourth and fifth year, subject to the participant's continued employment for that period.
- (6) These figures represent the remaining number of threshold PCSUs granted February 8, 2012. Performance criteria for the 2012-2014 cycle vested at 94% of threshold PCSUs. To encourage retention, the plan provides that if less than 50% of target PCSUs vest, then the difference between what actually vests and 50% of target PCSUs, vests in two equal portions at the end of the fourth and fifth year of the plan, or at the end of 2015 and 2016 respectively, subject to the participant's continued employment for that period. The remaining 6% of threshold shares are reflected here.
- (7) Represents the number of threshold PCSUs granted February 9, 2011. Performance criteria for the 2011-2013 performance cycle were not met, therefore performance awards were not earned. To encourage retention, if less than the number of threshold PCSUs are earned at the end of the three-year performance period, then one-half of the remaining number of threshold PCSUs vested at the end of year four on December 31, 2014 and the remaining one-half will vest at the end of year five on December 31, 2015. Except as provided below, no PCSU will vest if an individual is not employed by the Company on the last day of the fifth year after grant of the award (December 31, 2015). In the event of involuntary termination, for reasons other than death or disability, the participant will forfeit all unvested PCSUs. In the case of death, disability or retirement during the fifth award years, the PCSUs will vest on a prorata monthly basis and be settled at the end of the fifth award year. The PCSUs to be vested will be calculated on the date of such termination. Upon consummation of a change in control that meets the criteria specified under IRC Section 409A and related regulations, all unvested PCSUs will vest at threshold on a prorata basis if a change in control occurs during the time-vesting period in year five. A lump sum payment equal to the aggregate fair market value of the PCSUs will be issued to the participant within 30 days following the change in control unless the PCSUs were subject to a deferral election or mandatory deferral under IRC Section 162(m).



**Table of Contents****2014 OPTION EXERCISES AND STOCK VESTED**

The following table provides information about options exercised by our NEOs in 2014 and about RSUs and PCSUs that vested in 2014.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (a)	Value Realized on Exercise (1) (\$) (b)	Number of Shares Acquired on Vesting (#) (d)	Value Realized on Vesting (5) (\$) (c)
M.J. Sanders	213,800	\$ 1,570,750	10,000 (2) 18,800 (3)	\$ 437,000 821,560
<b>Total</b>			28,800	1,258,560
B.L. Saunders	18,100	146,429	1,250 (2) 11,891 (3)	54,625 519,637
<b>Total</b>			13,141	574,262
J.M. Colyer, Jr.	100,000	1,045,936	3,000 (2) 7,520 (3)	131,100 328,624
<b>Total</b>			10,520	459,724
R.C. Tiede	74,000	683,360	2,500 (2) 6,345 (3) 3,688 (4)	109,250 277,277 161,166
<b>Total</b>			12,533	547,692
R.H. Coker	4,000	46,480	1,500 (2) 6,204 (3) 3,683 (4)	65,550 271,115 160,947
<b>Total</b>			11,387	497,612

- (1) The difference between the market price of the common stock at exercise and the exercise price.
- (2) PCSUs that vested for the 2011-2013 long-term incentive plan. Since the performance criteria were not met and less than 50% of target PCSUs vested during the three-year performance period that ended on December 31, 2013, 50% of the target PCSUs would vest in equal amounts in years four and five. The shares shown are those that vested at the end of year four.
- (3) PCSUs that vested for the 2012-2014 long-term incentive performance period that ended on December 31, 2014. Performance criteria for the 2012-2014 performance cycle vested at 44% of target PCSUs. To encourage retention, the plan provides that if less than 50% of target PCSUs vest, then the difference between what actually vests and 50% of target PCSUs, vests in two equal amounts at the end of the fourth and fifth year of the plan, or at the end of 2015 and 2016 respectively, subject to the participant's continued employment for that period. The plan provisions are discussed on page 30.
- (4) One third of the RSUs awarded to Mr. Tiede and Mr. Coker upon their election as corporate officers. The initial grants of 10,000 RSUs were issued on February 4, 2009, and vest in three increments on the third, fourth and fifth anniversary of the grant. The RSUs were credited with

## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

dividend equivalents during the vesting period. These figures represent the RSUs and dividend equivalents that vested on the fifth anniversary of the grant in 2014. Mr. Tiede and Mr. Coker elected to defer receipt of all of these RSUs until six months following separation of service from the Company and elected a payout option of one, two or three annual installments. Deferred shares are also shown in Column (b) of the 2014 Nonqualified Deferred Compensation table on page 48.

(5) Based on the closing stock price on the date of vesting.

**Table of Contents****2014 PENSION BENEFITS**

Name	Plan Name	Number of Years	Present Value of	Payments During
		Credited	Accumulated	Last Fiscal Year
		Service	Benefit	
(a)	(b)	(4)	(5)	(6)
		(#)	(\$)	(\$)
		(c)	(d)	(e)
M.J. Sanders (1)	Sonoco Pension Plan	26.00	\$ 1,143,937	
	Omnibus Benefit Restoration Plan			
	Pension Restoration Benefit	26.00	5,721,150	
	DB SERP Benefit	27.00	6,581,680	
	Total		13,446,767	
B.L. Saunders (2)	Sonoco Pension Plan	24.50	851,242	
	Omnibus Benefit Restoration Plan			
	Pension Restoration Benefit	24.50	1,412,764	
	Total		2,264,006	
J.M. Colyer, Jr. (2)	Sonoco Pension Plan	30.00	964,657	
	Omnibus Benefit Restoration Plan			
	Pension Restoration Benefit	30.00	2,296,225	
	Total		3,260,882	
R.C. Tiede (3)				
R.H. Coker (2)	Sonoco Pension Plan	28.50	876,384	
	Omnibus Benefit Restoration Plan			
	Pension Restoration Benefit	28.50	1,798,245	
	Total		2,674,629	

- (1) Mr. Sanders participates in two Sonoco-sponsored defined benefit pension plans: the Sonoco Pension Plan (the Pension Plan), a tax-qualified plan, and the Pension Restoration Plan, a nonqualified supplemental retirement plan. The Restoration Plan has two separate defined benefit components: (i) the Pension Restoration component, which compensates our NEOs, as well as other employees, for any benefits lost under the Pension Plan because of pay and benefit limitations set by the IRC, and, (ii) the defined benefit Supplemental Executive Retirement Plan component (the DB SERP), which provides an additional benefit to certain of our executive officers elected before January 1, 2008. Further information about these plans is provided in the narrative discussion below. We adopted the DB SERP in 1979 and amended and restated the DB SERP in 1994 to include the Pension Restoration Benefit. In line with amendments to the Company's basic defined benefit retirement plan and the Pension Restoration benefit under the Restoration Plan, no additional benefits will accrue under the DB SERP after December 31, 2018.
- (2) Messrs Saunders, Colyer and Coker also participate in the Pension Plan and in the Pension Restoration Benefit component of the Restoration Plan. In addition, they participate in the defined contribution Supplemental Executive Retirement Plan (the DC SERP) which is described on page 49.
- (3) Mr. Tiede does not participate in the Pension Plan or the Pension Restoration component of the Restoration Plan because he was hired after participation in these plans was frozen. Instead, he participates in the Retirement Contribution component of the broad-based defined contribution Sonoco Retirement and Savings Plan, for employees hired on or after January 1, 2004. In addition, he participates in the Defined Contribution Restoration and the DC SERP components of the Restoration Plan. These plans are described on page 49.

- (4) Years of Credited Service under the Sonoco Pension Plan and the Pension Restoration component of the Restoration Plan begin on January 1 or July 1 coincident with or following one year of service. Years of Credited Service under the DB SERP component of the Restoration Plan begin on the date of hire. We do not provide extra years of credited service under the plans.
  
- (5) We calculate the present values shown in the table using: (i) the same discount rates we use for applicable financial reporting purposes (4.19% for the Pension Plan and 3.85% for the Pension Restoration and the DB SERP

## **Table of Contents**

components of the Restoration Plan); and (ii) each plan's earliest unreduced retirement age (age 65 for the Pension Plan and the Pension Restoration and DB SERP components of the Restoration Plan as discussed below). The present values shown in the table reflect post-retirement mortality, based on the applicable financial reporting assumption (the RP2014 healthy annuitant mortality table generationally projected with Scale MP-2014 AA as of December 31, 2014), but do not include an assumption of pre-retirement termination, mortality or disability. See footnote 4 to the Summary Compensation Table for a description of the factors contributing to the change in the present value of the pension benefit.

The elements of compensation considered in determining the DB SERP benefit payable to the NEOs are the compensation shown in the Salary and Non-Equity Incentive Plan Compensation columns of the Summary Compensation Table on page 38.

### **Sonoco Pension Plan**

The Sonoco Pension Plan is a defined benefit retirement plan and covers the majority of employees in the United States, and certain U.S. expatriate employees hired prior to 2004. Effective December 31, 2003, the Company froze participation for newly hired salaried and non-union hourly U.S. employees in the pay-based formula. The Sonoco Pension Plan was further amended in 2009 to freeze benefit accruals for all participants, effective December 31, 2018. The Sonoco Pension Plan provides participants with a life annuity annual benefit at normal retirement equal to the sum of A plus B minus C plus D below.

A. \$42 multiplied by years of benefit service (up to 30); plus

B. 1.67% of five-year final average earnings multiplied by years of benefit service (up to 30); minus

C. 1.67% of the Social Security Primary Insurance Amount multiplied by years of benefit service (up to 30); plus

D. 0.25% of five-year final average earnings multiplied by years of benefit service in excess of 30 years.

Final average earnings are the average of the five highest calendar years (which do not have to be consecutive) of compensation. For this purpose, the NEOs' earnings reflect salary and annual incentives that are paid in the same year subject to the annual limit imposed by the IRC (\$260,000 in 2014).

Benefit service begins at the date of commencement of participation, which is the January 1 or July 1 coincident with or following one year of service.

Participants become fully vested in their retirement benefit upon the earlier of completion of five years of service or attainment of age 55. The benefit is payable on an unreduced basis at age 65. Employees may choose to commence their benefits as early as age 55, with subsidized early retirement reductions of 3.6% per year from age 65.

If the participant is disabled prior to retirement, the participant's benefit is determined as if he or she terminated employment on the date of disability. Upon death prior to retirement, if the participant is fully vested and survived by his or her spouse, the spouse will receive a pre-retirement survivor annuity. The preretirement survivor annuity is equal to 50% of the accrued benefit in the Pension Plan, adjusted for the 50% joint and survivor form of payment and reduced for early commencement, and is payable at the later of the participant's death or the participant's earliest retirement age.

The Sonoco Pension Plan offers several optional forms of payment, including joint and survivor annuities, period certain annuities and level income annuities. The benefit paid under any of these options is actuarially equivalent to the life annuity benefit produced by the formula described above.

### **Pension Restoration and DB SERP Components in the Restoration Plan**

The Pension Restoration component under the Restoration Plan is provided to Sonoco employees hired before 2004 (including the NEOs with the exception of Mr. Tiede) to compensate for any benefits lost under the Sonoco Pension Plan because of pay and benefit limitations set by the IRC. Generally, the terms and conditions of the Pension Restoration component (subject to the requirements of IRC Section 409A) are consistent with the provisions, terms and conditions of the Pension Plan, which are discussed above under the caption Sonoco Pension Plan. The Pension Restoration component of the Restoration Plan was amended in 2009 to freeze benefit accruals effective December 31, 2018.



## **Table of Contents**

The DB SERP component under the Restoration Plan is provided only to designated officers elected before January 1, 2008, including Mr. Sanders. With 15 years of service and retirement at age 65, it provides an annual payment equal to 60% replacement of final average earnings offset by the Sonoco Pension Plan benefit, the Pension Restoration benefit and full Social Security benefits. Officers elected before January 1, 2006, become fully vested in their DB SERP benefit upon the completion of five years service in the DB SERP. Officers elected after January 1, 2006, become fully vested in their DB SERP benefit upon completion of five years service in the DB SERP and attainment of age 55. The DB SERP benefit was amended to freeze benefit accruals effective December 31, 2018, to be consistent with the 2009 amendments to freeze accruals in the Sonoco Pension Plan and the Pension Restoration component of the Restoration Plan.

The Summary Compensation Table and the Pension Benefit Table report the change in pension value in 2014 and the present value of each NEO's accumulated benefit. The increase in pension value is not a current cash payment. It represents the increase in the value of the NEOs pensions, which are paid only after retirement. The change in pension value from year to year as reported in these tables will vary based on changes in underlying assumptions and the impact of an additional year of eligible pay and service under the benefit formula, and may not represent the value a named executive officer will actually accrue or receive under the Pension Plan and the Pension Restoration and DB SERP components of the Restoration Plan.

The annual DB SERP benefit payable to a participant who separates from service and retires at age 65 is calculated by multiplying 4.0% of three-year final average cash earnings, with the product further multiplied by years of benefit service to a maximum of 15 years. Benefit service under the DB SERP begins at the date of hire. If a participant retires prior to age 65, the retirement benefit is reduced by a fraction, the numerator of which is the participant's total benefit service to the participant's date of separation and the denominator of which is the participant's benefit service projected to age 65. The retirement benefit is further offset by the participant's Pension Plan benefit, the Pension Restoration benefit and full Social Security benefits. If a participant retires prior to age 62, the benefit is further reduced by subsidized early retirement reductions of 3% per year from age 62. (In this case, however, the Social Security benefit offset would not begin until the participant attains age 62.)

Final average cash earnings for the DB SERP benefit are the average of the three highest calendar years (which do not have to be consecutive) of compensation in the last seven years before retirement. For this purpose, the NEOs' earnings include salary and the annual incentive earned with respect to each such calendar year.

The DB SERP benefit is calculated as a 75% joint and survivor annuity for a participant who has been married for at least one year, and a 10-year certain and life annuity for all other participants.

Mr. Sanders is eligible to retire under the DB SERP. Mr. Sanders has elected to receive the actuarially equivalent value of the DB SERP in three equal installments after retirement in lieu of the monthly 75% joint and survivor annuity or the 10-year certain and life annuity.

In the event of disability, the annual Restoration Plan disability benefit payable is equal to the early retirement DB SERP benefit, the combined family Social Security benefits, the Pension Restoration benefit and Sonoco Pension Plan benefit. If the early retirement DB SERP benefit (prior to the conversion to the actuarially equivalent value of the DB SERP benefit noted above), when added to the officer's combined family Social Security benefits and Pension Plan benefit, is less than 60% of current base salary, the difference will be payable from the Long-Term Disability Plan. When the benefit from the Long-Term Disability Plan ends, any unpaid DB SERP installments, and Pension Restoration and the Pension Plan benefits would continue.

**Table of Contents****2014 NONQUALIFIED DEFERRED COMPENSATION**

Name	Executive	Registrant	Aggregate	Aggregate	Aggregate
	Contributions	Contributions in	Earnings	Withdrawals/ Distributions	Balance at
	in 2014 (1) (4)	2014 (4)	in	in 2014	End of
	(\$)	(\$)	(\$)	(\$)	(\$)
(a)	(b)	(c)	(d)	(e)	(f)
M.J. Sanders					
Defined Contribution Restoration Benefit	-0-	\$ 31,882	\$ 18,941	-0-	\$ 370,866
Deferred PCSUs/RsUs	\$ 1,206,120	0	638,751	-0-	9,893,973
B.L. Saunders					
Defined Contribution Restoration Benefit	-0-	11,756	4,406	-0-	90,836
Deferred PCSUs/RsUs	-0-	0	39,434	-0-	536,356
Defined Contribution Supplemental Executive Retirement Plan (Deferred Cash)	-0-	79,468	10,776	-0-	342,517
Defined Contribution Supplemental Executive Retirement Plan (Deferred Stock)	-0-	19,889	5,276	-0-	112,589
J.M. Colyer, Jr.					
Defined Contribution Restoration Benefit	-0-	13,786	7,384	-0-	135,864
Defined Contribution Supplemental Executive Retirement Plan (Deferred Cash)	-0-	88,004	13,890	-0-	427,071
Defined Contribution Supplemental Executive Retirement Plan (Deferred Stock)	-0-	22,877	11,012	-0-	148,803
R.C. Tiede					
1991 Officer Deferred Compensation Plan	175,770	-0-	8,847	-0-	276,999
Defined Contribution Restoration Benefit	-0-	68,203	24,858	-0-	574,539
Deferred PCSUs/RsUs	-0-	132,001	66,420	-0-	523,045
Defined Contribution Supplemental Executive Retirement Plan (Deferred Cash)	-0-	87,887	12,902	-0-	402,844
Defined Contribution Supplemental Executive Retirement Plan (Deferred Stock)	-0-	22,518	402	-0-	123,654
R.H. Coker					
Defined Contribution Restoration Benefit	-0-	10,416	4,112	-0-	77,894
Deferred PCSUs/RsUs	-0-	128,940	62,861	-0-	516,285
Defined Contribution Supplemental Executive Retirement Plan (Deferred Cash)	-0-	70,723	11,319	-0-	347,049
Defined Contribution Supplemental Executive Retirement Plan (Deferred Stock)	-0-	19,197	8,679	-0-	117,173

- (1) Includes aggregate of deferred equity compensation in 2014. The value of the equity deferral is based on the number of deferred share units multiplied by the closing price of Sonoco stock on the date of deferral (vesting date), which in all cases was \$43.70 per share on December 31, 2014. These awards have been previously reported in the Summary Compensation table.
- (2) Amounts reflect accrued interest on deferred compensation in interest bearing accounts and earnings growth, including dividend credits for deferred compensation in stock equivalent accounts. Any deferred compensation in stock equivalent accounts is based on the December 31, 2014 closing price of \$43.70. Values also reflect any required Social Security taxes on shares that vested in 2014. Additional detail is provided later in this section under Description of Nonqualified Deferred Compensation Plans on page 49.
- (3) For all of the NEOs, the portion of the vested amounts shown in column (f) above that relate to the Defined Contribution Restoration component of the Omnibus Benefit Restoration Plan is payable in three installments following the participant's separation from service. The initial installment is paid six months following separation from service and the second and third installments are paid in January of the following years. The remaining amounts in column (f) are payable according to each NEO's selected payment schedule, which can range from one to 15 annual installments subject to the provisions of IRC Section 409A had separation from service occurred on December 31,



## Edgar Filing: SONOCO PRODUCTS CO - Form DEF 14A

2014. For Messrs Saunders, Colyer, Tiede and Coker, the portion that relates to the vested Defined Contribution SERP is payable in three installments, with the initial installment paid six months following the officer's retirement date and the second and third installments paid in January of the following years.

**Table of Contents**

- (4) The following table shows contributions and earnings that are reported in the Summary Compensation Table on page 38 or were reported in the Summary Compensation Table in previous years.

Name	Amounts in column (b) above reported in the 2014 Summary Compensation Table	Amounts in column (c) above reported in the 2014 Summary Compensation Table	Amounts in column (d) above reported in the 2014 Summary Compensation Table	Amounts in column (f) above previously reported as compensation in the Summary Compensation Table for previous years	Amounts in column (f) above payable in Company stock rather than cash
M.J. Sanders	\$ 1,206,120	\$ 31,882	-0-	\$ 6,637,668	\$ 9,893,973
B.L. Saunders	-0-	111,113	-0-	302,300	648,945
J.M. Colyer, Jr.	-0-	124,667	-0-	363,862	148,803
R.C. Tiede	175,771	178,608	-0-	882,961	828,088
R.H. Coker	-0-	100,336	-0-	177,232	633,458

**Description of Nonqualified Deferred Compensation Plans**

In 1991, the Company implemented a new Deferred Compensation Plan for Corporate Officers. Each participant is eligible to make an irrevocable deferral election on an annual basis. The minimum deferral is \$5,000 and the maximum annual deferral is 50% of compensation (salary and/or incentive) earned during the year for which the deferral election is made. Deferrals are made monthly from salary and annually from incentive payments. The participants may elect to invest the deferred compensation in the Interest Account or the Stock Equivalent Account. Deferrals initially made into one account may not be subsequently changed to the other account. The Interest Account accumulates interest each year at a rate equal to the Merrill Lynch ten-year high quality bond index listed on the preceding December 15. For 2013, the interest rate was 5.28%. Deferrals into the Stock Equivalent Account are converted into phantom stock equivalents as if Sonoco shares were actually purchased. Dividend credits are also credited to the Stock Equivalent Account as if shares were actually purchased. Payments from these plans are made annually after separation from service. For amounts deferred prior to January 1, 2006, participants could select payment schedules for periods of one to 15 years. For deferrals after January 1, 2006, the payment period was changed to one, three or five years. Under IRC Section 409A, payments of amounts that were deferred after December 31, 2004, are subject to a minimum six month delay after separation from service with the Company. Mr. Tiede elected to participate in this plan in 2014. The amount of his deferral is shown in footnote 4 above for column (b) in the table.

The NEOs, as well as other employees, participate in the Defined Contribution Restoration component of the Restoration Plan, which keeps employees whole with respect to company contributions to the Sonoco Retirement and Savings Plan that are limited by the IRC. Mr. Sanders also participates in the DB SERP and Pension Restoration components of the Restoration Plan. Mr. Saunders, Mr. Colyer and Mr. Coker also participate in the Pension Restoration component of the Restoration Plan. Those amounts are shown in the 2014 Pension Benefits table, beginning on page 45.

Mr. Tiede participates in the Sonoco Retirement and Savings Plan, a tax-qualified defined contribution arrangement comprised of a Company Match formula and an annual Retirement Contribution for employees hired on or after January 1, 2004. He also participates in the Defined Contribution Restoration component of the Restoration Plan, which provides benefits to all participants in the Sonoco Retirement and Savings Plan whose wages or benefit accruals exceed the annual IRC qualified retirement plan limits, and the Defined Contribution SERP ( DC SERP ), which provides supplemental retirement benefits to executive officers elected after January 1, 2008.

The annual Retirement Contribution to the Sonoco Retirement and Savings Plan is equal to 4% of the employee's cash earnings paid in the prior calendar year, plus an additional 4% of the employee's cash earnings in excess of the Social Security wage base (\$117,000 in 2014). Its related nonqualified Defined Contribution Restoration benefit as noted above provides an additional credit covering pay in excess of the annual IRC limit (\$260,000 in 2014). One

**Table of Contents**

hundred percent of the annual Retirement Contribution to the Sonoco Retirement and Savings Plan is invested at the employee's discretion in any of several available indexed funds. Participants become fully vested in their tax-qualified and nonqualified annual Retirement Contribution at the earlier of three years of service or reaching age 55. Mr. Tiede is fully vested in the Retirement Contribution to the Sonoco Retirement and Savings Plan.

All of the NEOs participate in the Company Match formula under the Sonoco Retirement and Savings Plan and the Defined Contribution Restoration component of the Restoration Plan.

At separation from service or retirement, the participant may elect to receive benefits from the qualified Sonoco Retirement and Savings Plan under several different forms of payment. The Defined Contribution Restoration benefit is payable in three cash installments, with the initial installment paid six months following separation from service and the second and third installments paid in January of the following years.

The Defined Contribution Restoration benefits that are due upon death are payable to the participant's surviving spouse or beneficiary in three cash installments, with the initial installment paid as soon as practicable following the participant's death, and the second and third installments paid in January of the following years.

Messrs Saunders, Colyer, Tiede and Coker participate in the DC SERP component of the Restoration Plan. The annual DC SERP contribution is equal to 10% of the prior year's salary and earned incentive. Seventy-five percent of the annual DC SERP contribution is invested in a fixed interest account based on 120% of the IRS applicable long-term rate. The remaining twenty-five percent will be issued in Sonoco deferred restricted stock units. The DC SERP benefit vests at age 55 with at least five years of service as an executive officer. The deferred restricted stock units do not have voting rights. The shares are credited with dividend equivalents, which are not paid out until receipt of the shares.

The vested DC SERP account is paid in three installments, with the initial installment paid six months following the officer's retirement date and the second and third installments paid in January of the following years. The vested DC SERP benefits that are due upon death are payable to the officer's surviving spouse or beneficiary in three cash installments, with the initial installment paid as soon as practicable following the officer's death, and the second and third installments paid in January of the following years. Messrs, Colyer and Coker were not vested in the DC SERP benefit as of December 31, 2014.

Executive officers who participate in the PCSU portion of the Company's long-term incentive plan as described on page 29 of the Compensation Discussion and Analysis may make an irrevocable election to defer receipt of any shares that vest until after their separation from service with the Company. Deferral elections made during or after 2003 must be for at least six months after separation from service with the Company. Additionally, receipt of any such units that vest and are not deductible under IRC Section 162(m) must be deferred until at least six months following separation of service. At the time of deferral, officers must elect a payment schedule of one, two or three annual installments. PCSUs accrue dividend equivalents only after vesting.

**Table of Contents****POTENTIAL BENEFITS PAYABLE IMMEDIATELY UPON CERTAIN SEPARATION EVENTS****Nonqualified Pension Amounts, Life Insurance Benefits, and Equity Values**

The table below and the notes that follow set forth estimates of the nonqualified pension amounts, life insurance benefits and equity values that would have been payable to each of the NEOs had the specified termination events occurred on December 31, 2014. (Qualified pension benefits that would have been received are disclosed and discussed in the 2014 Pension Benefits table on page 45.) The equity values are based on the December 31, 2014 stock price of \$43.70.

Name	Termination (a)	Disability (b)	Retirement (c)	Change in	
				Control (d)	Death (e)
<b>M.J. Sanders</b>					
Pension Restoration Benefit (1)	\$ 407,105	\$ 407,105	\$ 407,105	\$ 407,105	\$ 181,141
DB SERP Benefit (2)	3,150,994	3,150,994	3,150,994	3,150,994	2,867,540
Unvested SSARs (3)	-0-	-0-	-0-	336,868	-0-
Unvested PCSUs (4)	-0-	2,481,286	2,481,286	2,481,286	2,481,286
Unvested RSUs (5)	-0-	933,787	-0-	933,787	933,787
Executive Life Insurance Plan Lump Sum (6)	-0-	-0-	-0-	-0-	5,250,000
<b>B.L. Saunders</b>					
Pension Restoration Benefit (1)	95,177	95,177	95,177	95,177	44,272
Unvested SSARs (3)	-0-	-0-	-0-	130,272	-0-
Unvested PCSUs (4)	-0-	1,215,123	1,215,123	1,215,123	1,215,123
Executive Life Insurance Plan Lump Sum (6)	-0-	-0-	-0-	-0-	1,250,000
<b>J.M. Colyer, Jr.</b>					
Pension Restoration Benefit (1)	160,300	160,300	160,300	160,300	-0-
Unvested SSARs (3)	-0-	-0-	-0-	166,187	-0-
Unvested PCSUs (4)	-0-	1,290,898	1,290,898	1,290,898	1,290,898
Executive Life Insurance Plan Lump Sum (6)	-0-	-0-	-0-	-0-	1,500,000
<b>R.C. Tiede (7)</b>					
Unvested SSARs (3)	-0-	-0-	-0-	170,681	-0-
Unvested PCSUs (4)	-0-	1,290,898	1,290,898	1,290,898	1,290,898
Executive Life Insurance Plan Lump Sum (6)					1,500,000
<b>R.H. Coker</b>					
Pension Restoration Benefit (1)	130,781	130,781	130,781	130,781	61,042
Unvested SSARs (3)	-0-	-0-	-0-	76,426	-0-
Unvested PCSUs (4)	-0-	703,789	703,789	703,789	703,789
Executive Life Insurance Plan Lump Sum (6)					1,250,000

(1) The events included in columns (a) through (d) provide that the Pension Restoration benefits would be payable to these NEOs for their lifetimes, in addition to the benefits payable from the Sonoco Pension Plan and Social Security (if applicable). The Pension Restoration benefit for Mr. Sanders and Mr. Saunders would be payable immediately, as they are eligible to retire.

Since Mr. Colyer and Mr. Coker are vested but not eligible to retire, the initial monthly payments of their Pension Restoration benefits would be payable beginning on April 1, 2016, and May 1, 2017, respectively, which is the first date upon which they would be eligible to commence receipt of their benefits subject to the six month delay for executive officers.

The payment of any Pension Restoration benefits included in column (d) would be contingent upon termination of employment.

The Pension Restoration benefits included in column (e) for Mr. Sanders and Mr. Saunders (payable as a 50% surviving spouse benefit) that is due upon the death of a participant (the pre-retirement death benefits) would be payable for the lifetime of the NEO's spouse.

Since Mr. Coker is vested but not eligible to retire, the initial monthly payment of his Pension Restoration benefit would be payable to his surviving spouse beginning May 1, 2017, in the form of a life annuity. Mr. Colyer is unmarried and no survivor benefits would be payable.



**Table of Contents**

- (2) The events included in columns (a) through (d) provide that the DB SERP benefits for Mr. Sanders would be payable in three equal installments in lieu of the annual DB SERP benefits and represent the first of the three equal installments. The payment of any Pension Restoration benefits included in column (d) would be contingent upon termination of employment.

The DB SERP benefits included in column (e) for Mr. Sanders would be payable in three annual installments to his spouse in lieu of the 75% surviving spouse benefit, and have been offset by the 50% surviving spouse benefit from each of the Sonoco Pension Plan, the Pension Restoration Plan, and estimated Social Security survivor benefits, as applicable. The DB SERP benefit reflected in column (e) represents the first of three equal installments.

- (3) Unvested SSARs would immediately vest only in the case of involuntary termination within two years of a Change in Control that meets the criteria of IRC Section 409A and the regulations thereunder.

- (4) Upon consummation of a Change in Control that meets the criteria of IRC Section 409A and the regulations thereunder, all unvested PCSUs would vest at target on a prorata basis.

- (5) Upon consummation of a Change in Control that meets the criteria of IRC Section 409A and the regulations thereunder, all unvested RSUs would vest on a prorata basis.

- (6) Because of the manner in which the pre-2004 permanent life insurance coverage (described on page 32) was structured, the premiums for Mr. Sanders will end at age 65. Messrs Saunders, Colyer, Tiede and Coker do not participate in the pre-2004 permanent life insurance program.

The present value of the remaining estimated pre-2004 permanent life insurance premiums for Mr. Sanders projected to age 65 is \$77,774.

Premiums paid by the Company on behalf of officers for Executive Term Life insurance policies, as described in the Compensation Discussion and Analysis, will be continued until the later of the officers' attainment of age 65 or the officers' retirements from the Company. The present values of the remaining estimated future premiums projected to age 65 are \$122,252 for Mr. Sanders, \$41,716 for Mr. Saunders, \$68,635 for Mr. Colyer, \$82,476 for Mr. Tiede and \$50,924 for Mr. Coker.

- (7) Mr. Tiede is not eligible to participate in the Pension Restoration and the DB SERP components of the Restoration Plan.

**Treatment of Nonqualified Deferred Compensation Upon Certain Terminations or Change in Control**

Except for the amounts accrued under the DC SERP, the amounts that would have been paid to each NEO with respect to nonqualified deferred compensation had death, disability, retirement or any other termination of employment occurred on December 31, 2014, are set forth in column (f) of the 2014 Nonqualified Deferred Compensation table on page 48 and the method of determining the benefits payable and payment arrangements are described in the narrative following that table. Since Messrs Colyer and Coker are not vested in the DC SERP, those amounts would be forfeited.

---

**Table of Contents**

**DIRECTOR COMPENSATION**

Employee directors do not receive any additional compensation for serving on the Board of Directors. Compensation for non-employee directors is summarized below.

For 2014, non-employee directors received a quarterly cash retainer of \$15,000 during the first quarter and a quarterly cash retainer of \$17,500 during the second, third and fourth quarters. In addition, the directors received quarterly deferred stock equivalent units valued at \$23,750 during the first quarter and quarterly deferred stock equivalent units valued at \$26,250 during the second, third and fourth quarters. The Board of Directors approved these changes effective April 1, 2014. The number of deferred stock equivalent units received is calculated by dividing the quarterly payments by the closing stock price on the first business day of each calendar quarter. The deferred stock equivalent units accrue dividend equivalents and must be held until six months following termination of Board service, and will be issued in shares of Sonoco common stock. Directors must elect to receive these deferred share distributions in one, three or five annual installments.

Based on comparisons of our Company to national surveys of director compensation and an independent study of peer packaging companies, the Board of Directors approved the following changes effective April 1, 2015. The directors will receive a quarterly cash retainer of \$18,750. In addition, the directors will receive a quarterly grant of deferred stock equivalent units valued at \$27,500.

Board members also received a fee of \$1,500 for each Board of Directors and each committee meeting attended. Committee chairs received a quarterly committee chair retainer. The Lead Director received a quarterly retainer of \$5,000. The Audit Committee chair received a committee chair retainer of \$3,750 per quarter. The Executive Compensation Committee chair received a committee chair retainer of \$3,125 per quarter. The Financial Policy, Corporate Governance and Nominating, and Employee/Public Responsibility Committee chairs each received a committee chair retainer of \$2,500 per quarter.

The Board of Directors approved the following changes to committee chair retainers effective April 1, 2015. The Audit Committee chair will receive a committee chair retainer of \$5,000 per quarter. The Executive Compensation Committee chair will receive a committee chair retainer of \$3,750 per quarter. The Financial Policy, Corporate Governance and Nominating, and Employee/Public Responsibility Committee chairs each will receive a committee chair retainer of \$3,688 per quarter.

With the exception of Mr. DeLoach, no director had a compensation arrangement that differed from the program described above.

Effective April 1, 2013, Mr. DeLoach, assumed the role of Executive Chairman. In addition to the cash retainer and equity award listed above, Mr. DeLoach received incremental Executive Chairman pay of \$86,250 per quarter.

Directors may elect to defer a portion of their cash retainer or other fees (except chair retainers) into deferred stock equivalent units or into an interest-bearing account. The interest-bearing account accumulates interest each year at a rate equal to the Merrill Lynch ten-year high quality bond index listed on the preceding December 15. For 2014, the interest rate was 5.28%. Deferrals into stock equivalent units are converted into phantom stock equivalents as if Sonoco shares were actually purchased. The deferred stock equivalent units accrue dividend equivalents, and are issued in shares of Sonoco common stock. Issuance of shares will commence six months following termination of Board service. Directors must elect to receive these deferred distributions in one, three or five annual installments.

The following table sets forth information regarding the compensation earned by each non-employee director who served on our Board of Directors in 2014.

**Table of Contents****2014 DIRECTOR COMPENSATION TABLE**

Name	Fees			Total
	Earned or Paid in Cash	Stock Awards	All Other Compensation	
(a)	(\$)(1) (b)	(\$)(2) (c)	(\$) (d)	(\$) (e)
H.E. DeLoach, Jr.	\$ 424,500	\$ 102,500	\$ 254,123 (3)	\$ 781,123
H.A. Cockrell	91,500	102,500		194,000
P.L. Davies	90,000	102,500		192,500
J.R. Haley	97,000	102,500		199,500
E.H. Lawton, III	93,000	102,500		195,500
J.E. Linville	103,000	102,500		205,500
B.J. McGarvie	168,415	0		168,415
J.M. Micali	135,000	102,500		237,500
L.W. Newton	88,500	102,500		191,000
M.D. Oken	117,500	102,500		220,000
P.R. Rollier	93,000	102,500		195,500
T.E. Whiddon	124,500	102,500		227,000

(1) Mr. DeLoach elected to defer all of his Director compensation, which includes his Executive Chairman fees (\$345,000), his retainer (\$67,500) and his meeting fees (\$12,000), and the mandatory deferred stock equivalent units (\$102,500) into the stock account. In connection with his 27 years of service prior to his retirement as Chief Executive Officer in 2013, in addition to the fees and other compensation paid and stock awarded to him for service as a director as disclosed in the table above, in 2014, Mr. DeLoach received payouts of previously accrued benefits under the Sonoco Pension Plan, the Pension Restoration Plan and the Defined Benefit Supplemental Executive Retirement Plan.

Ms. McGarvie was elected to the Board of Directors on February 12, 2014. Her retainer and meeting fees for 2014 were paid in cash since deferral elections had to be made prior to December 31, 2013, which was prior to her election.

Mr. Micali elected to defer his cash retainer (\$67,500), his Lead Director Retainer (\$20,000) and his meeting fees (\$37,500) into a market rate interest account as described above. Mr. Micali's committee chair fee (\$10,000) was paid in cash.

Mr. Newton retired from the Board on December 24, 2014 upon reaching the mandatory retirement age. During 2014 Mr. Newton elected to defer 50% of his meeting fees (\$10,500) into the stock account and remaining 50% (\$10,500) into a market rate interest account as described above.

Mr. Rollier elected to defer his cash retainer (\$67,500) and his meeting fees (\$25,500) into a market rate interest account as described above.

(2) Mandatorily deferred stock equivalent units.

(3) This amount includes \$123,984 in premiums for executive life insurance policies purchased for Mr. DeLoach prior to 2004 while he was an executive officer, and \$130,139 in reimbursement during 2014 for the payment of taxes on these life insurance policies. These payments were made pursuant to pre-2004 contractual commitments to Mr. DeLoach. The tax reimbursement benefit has been eliminated for all other executive officers and will no longer be provided once the Company's contractual obligation to Mr. DeLoach is satisfied.



**Table of Contents**

The table below shows the amount of 2014 compensation deferred for each director into Sonoco Stock Equivalent Units and the payout schedule elected.

<b>Director</b>	<b>Fees Deferred Into Equivalent Stock Units (1)</b>	<b>Payout Schedule Election in Years</b>
H.E. DeLoach, Jr. (2)	\$ 527,000	1
H.A. Cockrell	102,500	1
P.L. Davies	102,500	1
J.R. Haley	102,500	5
E.H. Lawton, III	102,500	5
J.E. Linville	102,500	5
B.J. McGarvie (3)	0	NA
J.M. Micali	102,500	1
L.W. Newton (retired 12/24/14) (4)	113,000	1
M.D. Oken	102,500	1
P.R. Rollier	102,500	3
T.E. Whiddon	102,500	1

- (1) Mandatory deferrals of stock awards (\$102,500) for each director were made of \$23,750 on 1/2/14 and \$26,250 on 4/1/14, 7/1/14 and 10/1/14.
- (2) Mr. DeLoach elected to defer his Executive Chairman fees (\$345,000), his retainer (\$67,500) and his meeting fees (\$12,000) into the stock account.
- (3) Ms. McGarvie was elected to the Board of Directors on February 12, 2014. Her retainer and meeting fees for 2014 were paid in cash since deferral elections had to be made prior to December 31, 2013, which was prior to her election.
- (4) Mr. Newton retired from the Board on December 24, 2014 upon reaching the mandatory retirement age. During 2014 Mr. Newton elected to defer 50% of his meeting fees (\$10,500) into the stock account and remaining 50% (\$10,500) into a market rate interest account as described above.

**Table of Contents**

**NON-EMPLOYEE DIRECTORS OUTSTANDING EQUITY AWARDS  
OR FEES DEFERRED INTO SONOCO STOCK EQUIVALENT UNITS  
AT 2014 FISCAL YEAR END**

Name	Deferred Into Sonoco Stock Equivalent Units		Stock Options
	Number	Value (1)	Number Of Shares (2)
H.E. DeLoach, Jr. (3)	43,395	\$ 1,896,370	0
H.A. Cockrell	2,517	109,997	0
P.L. Davies	23,989	1,048,319	0
J.R. Haley	8,591	375,431	0
E.H. Lawton, III	23,989	1,048,319	0
J.E. Linville	23,989	1,048,319	0
B.J. McGarvie (4)	0	0	0
J.M. Micali	34,555	1,510,062	0
L.W. Newton (retired 12/24/14) (5)	17,223	752,658	0
M.D. Oken	23,920	1,045,317	0
P.R. Rollier	19,898	869,556	0
T.E. Whiddon	23,989	1,048,319	0

(1) Based on the December 31, 2014 price of \$43.70 per share.

Mr. DeLoach elected to defer his Executive Chairman fees, his retainer and his meeting fees into the stock account (12,872 shares).

(2) Since 2005, directors have no longer been granted stock options or allowed to defer retainer or meeting fees into stock options.

(3) Mr. DeLoach has 347,600 SARs which were granted before he became Executive Chairman.

(4) Ms. McGarvie was elected to the Board of Directors on February 12, 2014. Her retainer and meeting fees for 2014 were paid in cash since deferral elections had to be made prior to December 31, 2013, which was prior to her election.

(5) Mr. Newton retired from the Board on December 24, 2014 upon reaching the mandatory retirement age. During 2014 Mr. Newton elected to defer 50% of his meeting fees (\$10,500) into the stock account and remaining 50% (\$10,500) into a market rate interest account as described above.

**Table of Contents****AUDIT COMMITTEE REPORT**

The Audit Committee of the Board of Directors has reviewed and discussed with management and our independent registered public accounting firm, PricewaterhouseCoopers, LLP ( PwC ), our audited financial statements for the year ended December 31, 2014. The Audit Committee has also discussed with the Company's independent auditors the matters required to be discussed by Auditing Standard No. 16, Communication with Audit Committee, issued by the Public Company Accounting Oversight Board ( PCAOB ).

The Committee has received the written disclosures and the letter from PwC required by applicable requirements of the PCAOB regarding PwC's communications with the Committee concerning independence, and has discussed with PwC such firm's independence. The Committee has also reviewed the services provided by PwC discussed below, and has considered whether provision of such services is compatible with maintaining auditor independence.

Based on the review and discussions referenced above, the Audit Committee recommended to the Board of Directors that the audited financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2014, for filing with the Securities and Exchange Commission.

*T.E. Whiddon (Chair), H.A. Cockrell, E.H. Lawton, III,*

*J.E. Linville, M.D. Oken*

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

PwC served as our principal independent registered public accounting firm for 2014, and the Audit Committee has tentatively selected PwC to serve as our principal independent registered public accounting firm for 2015, pending agreement over the terms of their engagement.

Representatives of PwC will be present and available to answer appropriate questions at the Annual Meeting and may make a statement if they wish.

**Fees Relating to Services Provided by PwC for 2014 and 2013**

The following table sets forth a summary of PwC's fees for professional services rendered in connection with the consolidated financial statements and reports for the years ended December 31, 2014 and 2013 and for other services rendered during 2014 and 2013 on our behalf.

<b>Fee Category (\$ in thousands)</b>	<b>2014</b>	<b>% of Total</b>	<b>2013</b>	<b>% of Total</b>
Audit Fees	\$ 3,955	67.9%	\$ 3,363	79.8%
Audit-related Fees	1,076	18.5	20	.5
Tax Fees	765	13.1	815	19.3
All Other Fees	28	.5	16	.4
<b>Total Fees</b>	<b>\$ 5,824</b>	<b>100.0%</b>	<b>\$ 4,214</b>	<b>100.0%</b>

*Audit Fees:* Audit fees include fees for professional services rendered for the audit of our consolidated financial statements, the review of the interim condensed consolidated financial statements included in quarterly reports, and for the services that are normally provided by PwC in connection with statutory and regulatory filings or engagements. (Approximately 45% of the audit fees in 2014 and 2013 relate to audits outside of the United States with statutory audits performed in 28 and 27 countries in 2014 and 2013, respectively). Audit fees also include services provided to us in connection with our compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

*Audit-related Fees:* Audit-related fees include fees for assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements and that are not reported under Audit Fees. These services include employee benefit plan audits, due-diligence and accounting consultations in connection with acquisitions and divestitures, attest services that are not required by statute or regulation, and consultations concerning financial accounting and reporting standards.



---

**Table of Contents**

*Tax Fees:* Tax fees include fees for tax compliance/preparation and other tax services. Tax compliance/preparation includes fees for professional services related to federal, state, and international tax compliance, assistance with tax audits and appeals, expatriate tax services, and assistance related to the impact of mergers, acquisitions and divestitures on tax return preparation. Other tax services include fees for ongoing assistance with tax consulting and planning.

*All Other Fees:* All other fees include fees for all services other than those reported above including organization reviews. Also reported under All Other Fees are the costs of seminars and software provided on a subscription basis.

**Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Auditors**

The Audit Committee pre-approves all audit and permitted non-audit services provided by the independent auditors, subject to limited exceptions for non-audit services described in Section 10A of the Securities Exchange Act of 1934, which are approved by the Audit Committee prior to completion of the audit. The Committee Chair is empowered to pre-approve PwC services between meetings, provided all such services are brought to the Committee at its next regularly scheduled meeting. General pre-approval of certain audit, audit-related and tax services is granted by the Committee at the first quarter Committee meeting. The Committee subsequently reviews fees paid. The Committee also reviews and approves the estimated fees for the integrated audit. Specific pre-approval is required for all other services. These projects are reviewed quarterly, and the status of all such services is reviewed with the Committee. During 2014, all audit and permitted non-audit services were pre-approved by the Committee.

**PROPOSAL 2: RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has tentatively selected PricewaterhouseCoopers LLP ( PwC ), to serve as our principal independent registered public accounting firm to audit our financial statements for the year ending December 31, 2015, pending agreement over the terms of their engagement. You will be asked to ratify this selection at the Annual Meeting. PwC, or its predecessors, has audited our books and records for many years.

The Board of Directors recommends that you vote **FOR** the ratification of the selection of PwC, as our independent registered public accounting firm for the current year (assuming the Audit Committee and PwC, reach an agreement over the terms of their engagement).

**PROPOSAL 3: ADVISORY (NONBINDING) RESOLUTION TO APPROVE EXECUTIVE COMPENSATION**

The Company's executive compensation programs are designed to attract, retain, and reward executives whose contributions support the Company's long-term success by linking Company performance to executive compensation. These programs have been designed to ensure alignment of management's actions with shareholder interests. Section 14A of the Securities Exchange Act of 1934 now requires that the shareholders be given the opportunity to vote on a separate advisory (non-binding) resolution to approve the compensation of our named executive officers, as we have described in the Executive Compensation section beginning on page 21. In response to the 2011 shareholder vote in favor of an annual vote frequency, our practice of holding this vote annually will remain in effect at least until the next such shareholder advisory vote on frequency is held in 2017. Although the annual vote on the compensation of our named executive officers is an advisory (non-binding) vote, as it has in previous years, the Board of Directors will take into account the outcome of the vote when considering future executive compensation arrangements. See Executive Compensation Compensation Discussion and Analysis Say on Pay Shareholder Feedback on page 23.

The Board of Directors recommends that you vote **FOR** the following advisory (non-binding) shareholder resolution approving executive compensation:

RESOLVED, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion is hereby APPROVED.

**Table of Contents**

**PROPOSAL 4: SHAREHOLDER PROPOSAL REGARDING DECLASSIFICATION  
OF THE BOARD OF DIRECTORS**

William Steiner, 112 Abbotsford Gate, Piermont, New York 10968, has submitted a proposal for consideration at the Annual Meeting. By letter to Mr. Steiner, his broker confirmed that, since October 1, 2013 through October 21, 2014, Mr. Steiner had continuously held no less than 100 shares of our stock. As required by rules of the Securities and Exchange Commission, the proposal, including the caption, and supporting statement are presented below, and are quoted verbatim. We disclaim all responsibility for the content of the proposal and the supporting statement, including sources referenced in the supporting statement. The proposal is required to be voted on at the Annual Meeting only if properly presented at the Annual Meeting.

For the reasons set forth in our Board of Directors Statement in Opposition, which immediately follows the proposal, our Board of Directors unanimously recommends that shareholders vote **AGAINST** this proposal.

**Proposal 4: ELECT EACH DIRECTOR ANNUALLY**

RESOLVED, shareholders ask that our Company take the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year.

Although this proposal could easily be adopted so as to affect all our directors at the same time, management would have the discretion that it would not affect the unexpired terms of directors elected to the board at or prior to the upcoming annual meeting.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, In my view it is best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.

A total of 79 S&P 500 and Fortune 500 companies declassified their boards in 2012 and 2013. The 79 companies whose boards were declassified had an aggregate market capitalization of one trillion dollars. Annual elections are widely viewed as a corporate governance best practice. Board declassification and annual elections could make directors more accountable, and thereby contribute to improved performance and increased company value.

The number of S&P 500 companies with classified boards declined by more than 67% from 2000 to 2012. From January 1, 2011 to June 30, 2012:

More than 50 S&P 500 brought management proposals for annual election of each director to a vote at annual meetings

More than 50 shareholder proposals for annual election of each director passed at annual meetings of S&P 500 companies

The average yes-vote for shareholder proposals calling for annual election of each director exceeded 75%.  
Please vote to protect shareholder value:

**Elect Each Director Annually Proposal 4.**

**BOARD OF DIRECTORS STATEMENT IN OPPOSITION**

After careful evaluation and consideration of Proposal 4 to take the steps necessary to reorganize our Board of Directors into one class with each director subject to election annually, and for the reasons discussed below, the Board has concluded that Proposal 4 is not in the best interests of Sonoco or our shareholders. Therefore, our Board unanimously recommends that you vote **AGAINST** Proposal 4.



---

**Table of Contents**

**Our Board is committed to a long-term, sustained approach to Shareholder value, and having a classified Board supports that approach.**

Our Corporate Governance and Nominating Committee is very intentional about recruiting and retaining highly qualified directors with diverse backgrounds and skill sets that complement each other. The Committee also recognizes the importance of having directors who are willing to work hard to understand our business, and who are discerning and willing to challenge management, and each other, by asking hard questions and pressing for reasoned answers, all while maintaining the collegiality that is key to good governance and decision making. We believe achieving these goals requires a long-term commitment from our directors to us, and, correspondingly, a long-term commitment from us to our directors.

Since 1964, our Articles of Incorporation have provided for our Board to be divided into three classes of directors serving staggered three-year terms (a classified Board), with approximately one-third of our directors being elected each year. We believe this Board structure has worked well because it is grounded in a long-term approach to growth and creation of shareholder value. Our experience at Sonoco has been that our classified Board provides continuity and stability in the Board's strategies and policies because it, among other things:

Encourages our directors to look to the long-term best interests of Sonoco and our shareholders instead of being distracted by the short-term focus of special interests;

Provides institutional perspective to our management and directors; and

Reduces our vulnerability to hostile, and potentially abusive, takeover tactics.

*Long-term interests of Sonoco.* Long-term focus is critical to our sustained growth, and sustained growth is critical to creation of shareholder value and has enabled us to pay and consistently increase dividends for 90 consecutive years. The ability to undertake and see through to completion long-term initiatives is essential to our Board's ability to create shareholder value over a sustained period of time. If each of our directors were subject to being replaced every year, there would be an incentive for management to engage in risky behaviors aimed at achieving short-term gains that would be likely to provide only transitory increases in share price at the expense of building long-term, sustainable shareholder value. Furthermore, declassification may actually attract hit-and-run activist shareholders who have short-term goals that are beneficial to them, but detrimental to long-term shareholder value.

For example, short-term increases in profits and corresponding share price might be achieved if we raised prices, reduced quality, reduced wages, laid off employees, pressed suppliers, increased debt, stopped seeking favorable acquisition prospects, abandoned our commitments to sustainability and innovation, and slashed our community support. Although short-term shareholders or short-term Board members might favor such changes, our Board has a long-term commitment to shareholders, and has determined that such actions would damage the long-term value of Sonoco by harming relationships with customers, employees and suppliers, tarnishing our reputation as a strong proponent of the environment and the communities we live in and serve, and diluting our prospects for external growth.

Our Board believes that a long-term view gives our Board the ability to focus on organic growth and a well-researched and patient acquisition strategy, research and development to further innovation, and a rational debt structure. We believe the multi-year terms of the classified Board give our directors confidence to take on long-term initiatives that are expected ultimately to benefit shareholders, rather than staying the course, or taking ill-advised short-term actions.

*Institutional Perspective.* Continuity of leadership is a key element in creating long-term accountability of the Board to our shareholders. As a global provider of consumer packaging, industrial products, protective packaging, and retail display and packaging services with nearly 21,000 employees working in 336 operations in 34 countries, serving some 85 nations, Sonoco is a large and diverse organization. To effectively oversee our businesses, manage our risks, and plan for our future, it is critical that our directors develop an in-depth knowledge and understanding of our business and operations, and, collectively, have an institutional memory of what has worked and what has not worked in the past.

This institutional memory persists as, generally, two-thirds of the Board continues in service after each annual meeting. Furthermore, such in-depth knowledge and institutional memory actually foster our directors' independence because they make our directors less reliant on management's perspective. We believe these attributes are best



achieved by a sustained period of service and continuity and stability of leadership. We believe our classified Board is a

**Table of Contents**

key factor in maintaining such continuity and stability, and helps us attract and retain highly qualified individuals who are willing to commit the time and resources necessary to develop the in-depth knowledge and understanding we seek.

*Takeover Defense.* Our classified Board is our most significant leverage to help maximize shareholder value in the event of an unsolicited takeover proposal. Our classified Board provides us valuable leverage to negotiate effectively on behalf of all shareholders. Because it would take a two-year election cycle to change control of the Board, a potential buyer would have to negotiate with a majority of a board comprised of seasoned directors who remained independent of the potential buyer. This would afford the Board time to evaluate the fairness and adequacy of the proposal and to carefully evaluate alternatives, which might include pressing the potential buyer for a higher price, seeking out other potential buyers who might be a better fit or pay a higher price, or rejecting any acquisition altogether if continuing on the then-current course were viewed by the Board as likely ultimately to result in the highest value for shareholders.

This independence and ability to negotiate effectively on behalf of all shareholders would be lost if a potential acquirer were able to replace a majority of the Board with its own candidates in one election cycle because such candidates, if elected, would most likely be focused on getting the best price for the potential acquirer, rather than protecting the interests of all shareholders. Furthermore, recent independent studies have indicated that board classification is associated with higher firm value in the long run while board declassification is associated with a decrease in firm value. (*Staggered Boards and Firm Value, Revisited*, Cremer, Litov and Sete, December 2013 and July 2014).

A classified Board does not, however, preclude a successful takeover offer if that is what shareholders desire. It is important to keep in mind that even a classified board can be changed—one third of the directors are elected each year, so there is an annual opportunity to begin to effect change if shareholders disagree with the Board's course of action, and a complete change in control of the Board could be effected a year later.

**We do not believe declassification is in the best interests of Sonoco and its shareholders.**

Although Mr. Steiner's supporting statement cites various statistics relating to numbers and sizes of companies that have submitted and adopted board declassification proposals, and makes general statements about his view of the appropriateness of a declassified board as a governance practice, he does not cite a single reason *specific to Sonoco* as to why it would be in the best interests of Sonoco and our shareholders to declassify our Board.

Our Board is well aware that declassification has gained momentum in recent years, primarily as a result of pressure from proxy advisory services, and a handful of shareholder activists with nominal share ownership. These proponents usually advance their view that a declassified board is corporate governance best practice because of their belief that classification reduces director accountability and gives shareholders less control. Most of these proponents appear to believe that declassification is appropriate for all companies—one size fits all—without regard to the specific facts and circumstances of the companies targeted with their proposals. They often cite a number of studies in support of these views, many of which were prepared by devoted and zealous proponents of declassification whose apparent mission it is to declassify the board of every public company in the United States and beyond.

However, an extensively researched recent independent study challenges these views. (*Staggered Boards and Firm Value, Revisited*, Cremer, Litov and Sete, December 2013 and July, 2014). The underlying data for the study covers a significantly longer time period—1978 to 2011—and more companies—3,023—than the studies that advance the arguments for declassification. This study calls into question the negative view of staggered boards advanced by the earlier studies, and concludes—firm value goes up upon the adoption of a staggered board and goes down upon removal of a staggered board. *Id.* at 33 (July, 2014). The authors note that this result is robust and both economically and statistically significant. *Id.* at 4-5.

The authors of the study note the results are also consistent with the literature suggesting that staggered boards provide a value-increasing measure of stability and continuity. *Id.* at 8. The study further finds stocks of companies adopting a classified board structure tend to have abnormal positive returns around the time they adopt a classified board, and stocks of companies that eliminate a classified board tend to have no or negative abnormal returns. *Id.* at 33. The authors of the study ultimately conclude: From a broader perspective, these results cast a doubt on recent academic and regulatory proposals in favor of shareholder empowerment, documenting that a system of strong

shareholder rights may reduce rather than increase firm value. In contrast to this claim, our results seem to suggest

## **Table of Contents**

that the traditional board-centered model (i.e., vesting authority primarily on the board to run the corporation) can efficiently serve the interests of both shareholders and society as a whole. *Id.* at 34.

Based on this comprehensive study, our shareholders should consider whether, instead of increasing the value of our stock, de-classification could *decrease* the value of our stock.

### **Our Board is Accountable to Shareholders**

Our Board has enjoyed a good relationship with our shareholders over the years, and our directors recognize that they are ultimately accountable to shareholders. History has demonstrated that accountability and shareholders' response. A few examples:

Last year, the Board adopted a Majority Withheld Vote policy that, in an uncontested election, any nominee for director who receives a greater number of votes withheld from his or her election than votes for shall promptly offer to resign following certification of the shareholder vote.

The Board has been vigilant in returning capital to shareholders, including nearly \$1.5 billion in cash dividends and share repurchases over the past decade.

As part of the cash return to shareholders, we have provided shareholders with 32 consecutive years of increased cash dividends along with 90 consecutive years of dividend payments dating back to 1925.

To reduce dilution of our outstanding shares, the Board has authorized the repurchase of up to 5 million shares, of which 2,132,500 had been repurchased as of the end of 2014.

For each of the past four years, our directors have been re-elected with support from over 84.1% of votes cast.

At the annual say on pay advisory votes for 2014, 2013, 2012 and 2011, shareholders confirmed strong support for our executive compensation, with over 95%, 97.5%, 97.5% and 94%, respectively, of shares voted voting in favor.

We maintain an Investor Relations department that is focused on shareholder services and communication with institutional and retail shareholders and others, and we invite shareholders to communicate with our Board. See Corporate Governance Communications with Board of Directors on page 14.

### **Board Recommendation**

For the foregoing reasons, the Board of Directors believes declassification is not in the best interests of shareholders, and **unanimously recommends a vote AGAINST the proposal relating to declassification of the Board of Directors.**

### **Required Vote; Recommendation Only**

Proposal 4 will be approved if more votes are cast in favor of the proposal than are voted against the proposal, assuming a quorum is present. Abstentions and broker non-votes will not be counted as votes cast and will have no effect on the result of the vote, although they will count towards the presence of a quorum. Shareholders should be aware that this shareholder proposal is simply a request that the Board take the action stated in the proposal and is not binding on the Board. Shareholder approval will not result in declassification of our Board or the annual election of all of our directors.



**Table of Contents**

**INCORPORATION BY REFERENCE**

Neither the Compensation Committee Report nor the Audit Committee Report shall be deemed filed with the Securities and Exchange Commission or incorporated by reference into any prior or future filings made by the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except to the extent that the Company specifically incorporates such information by reference.

References to our Web site address throughout this Proxy Statement are for information purposes only or to satisfy requirements of the New York Stock Exchange or the Securities and Exchange Commission and are not intended to incorporate our Web site by reference into this Proxy Statement.

**SHAREHOLDER PROPOSALS FOR NEXT ANNUAL MEETING**

If you want to present a shareholder proposal to be voted on at our Annual Meeting in 2016, you must submit the proposal to the Secretary of the Company in writing by February 5, 2016. However, if you want us to include your shareholder proposal in our proxy materials for our Annual Meeting in 2016, you must be sure the Secretary of the Company receives your written proposal by November 6, 2015. All shareholder proposals must comply with the requirements of our bylaws. The proxy agents, on proxies solicited on behalf of the Board of Directors, will use their discretionary authority to vote on any shareholder proposal that the Secretary of the Company does not receive by January 27, 2016.

For a shareholder proposal to be considered and voted on at an annual meeting, the shareholder proponent of the proposal, or his properly qualified representative, must be present at the meeting to present the proposal.

**DELIVERY OF DOCUMENTS TO SHAREHOLDERS SHARING AN ADDRESS**

We deliver a single copy of the Annual Report to multiple shareholders sharing one address unless we received contrary instructions from one or more of the shareholders at such address. Upon oral or written request to Sonoco Products Company, c/o Continental Stock Transfer and Trust Company, 17 Battery Place, 8<sup>th</sup> Floor, New York, NY 10004 USA, (866) 509-5584, Continental Stock Transfer and Trust Company will promptly deliver a separate copy of the Annual Report to a shareholder at a shared address to which a single copy was delivered. If you are currently receiving a single copy of the Annual Report for multiple shareholders at your address and would prefer to receive separate copies in the future, please write or call Continental Stock Transfer and Trust Company at the address or telephone number above and ask them to send you separate copies. If you are still currently receiving multiple copies of the Annual Report for multiple shareholders at your address and would prefer to receive a single copy in the future, please write or call Continental Stock Transfer and Trust Company at the address or telephone number above, and ask them to send a single copy to your address.

**Table of Contents**

**ELECTRONIC ACCESS TO ANNUAL MEETING MATERIALS**

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS**

**FOR THE SHAREHOLDERS MEETING TO BE HELD ON APRIL 15, 2015**

**Sonoco's 2014 Annual Report and 2015 Proxy Statement are available via the Internet at:**

**<http://www.cstproxy.com/sonoco/2015>**

As a shareholder of record, you can elect to receive future Annual Reports and Proxy Statements, as well as quarterly financial and other shareholder information, electronically. Instructions are provided on the voting site if you vote via the Internet. Instructions also are provided if you electronically access your shareholder account, and you are not already receiving your Annual Meeting materials electronically. If you select electronic receipt, you will be notified via email by Continental Stock Transfer and Trust Company, our transfer agent, as to when the information will be available for your access. Your election to receive information electronically will remain in effect until you notify Continental Stock Transfer and Trust Company in writing (to Sonoco Products Company, c/o Continental Stock Transfer and Trust Company, 17 Battery Place, 8<sup>th</sup> Floor, New York, NY 10004 USA) or by telephone (at 866-509-5584) that you wish to resume paper delivery by mail of these materials. If you own Sonoco shares through a broker or a bank, please contact that institution regarding instructions about receiving Annual Meeting materials and other financial information electronically.

**OTHER MATTERS**

As of the date of this Proxy Statement, management does not know of any business that will be presented for consideration at the meeting other than as stated in the notice of the meeting. The proxy agents will vote in their best judgment on any other business that properly comes before the meeting.

**To assure your representation at the meeting, please vote by telephone (if you live in the United States), via the Internet, or mark, sign, date, and return your proxy card or broker voting instruction form as promptly as possible. Please sign exactly as your name appears on the accompanying proxy.**

Ritchie L. Bond

*Secretary*

March 6, 2015

**Table of Contents**

**Table of Contents**





**Table of Contents**