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COEUR D ALENE MINES CORP

Form 10-K/A

April 30, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

FORM 10-K/A No. 2

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

Amendment No. 2 to Annual Report on Form 10-K for the year ended December 31,  
2001

COEUR D'ALENE MINES CORPORATION

-----  
(Exact name of Registrant as specified in its charter)

Idaho	1-8641	82-0109423
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

505 Front Avenue, P.O. Box "I"  
Coeur d'Alene, Idaho

83814

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(Address of principal executive offices)

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(zip code)

Registrant's telephone number, including area code: (208) 667-3511

The undersigned registrant hereby includes the following portions of its  
Annual Report on Form 10-K for the year ended December 31, 2001, as set forth in  
the pages attached hereto:

Part III. Item 10. Directors and Executive Officers of the Registrant  
Item 11. Executive Compensation  
Item 12. Security Ownership of Certain Beneficial  
Owners and Management  
Item 13. Certain Relationships and Related Transactions

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

COEUR D'ALENE MINES CORPORATION

Date: April 30, 2002

By: /s/ Dennis E. Wheeler

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Dennis E. Wheeler,  
Chairman, President and Chief  
Executive Officer

COEUR D'ALENE MINES CORPORATION

AMENDMENT NO. 2 TO ANNUAL REPORT ON FORM 10-K  
FOR THE YEAR ENDED DECEMBER 31, 2001

Because definitive proxy soliciting material relating to the 2002 Annual  
Meeting of Shareholders of Coeur d'Alene Mines Corporation (the "Company") will  
not be filed by April 30, 2002, the information called for by Part III of the  
Company's Annual Report on Form 10-K for the year ended December 31, 2001 is

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included in this Amendment No. 2 to such Form 10-K.

### PART III

#### Item 10. Directors and Executive Officers of the Registrant.

##### Directors of the Company

	Age	Director Since
Dennis E. Wheeler	59	1978
<p>Chairman of the Board of Coeur d'Alene Mines Corporation since May 1992; President since December 1980; Chief Executive Officer since December 1986; Chief Administrative Officer from December 1980 to December 1986; Secretary from January 1980 to December 1980; Senior Vice President and General Counsel from 1978 to 1980. Member of the Board of Directors and Vice Chairman of the Audit Committee of Sierra Pacific Resources (a public utility holding company).</p>		
Joseph C. Bennett	69	1981
<p>Private investor and managing partner of family investment and mineral royalty partnership. Director of Equity Oil Company.</p>		
James J. Curran	62	1989
<p>Chairman of the Board and Chief Executive Officer, First Interstate Bank, Northwest Region (Alaska, Idaho, Montana, Oregon and Washington) from October 1991 to April 30, 1996; Chairman of the Board and Chief Executive Officer, First Interstate Bank of Oregon,</p>		

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	Age	Director Since
<p>N.A. from February 1991 to October 1991; Chairman and Chief Executive Officer of First Interstate Bank of Denver, N.A., from March 1990 to January 1991; Chairman, President and Chief Executive Officer of First Interstate Bank of Idaho, N.A., from July 1984 to March 1990.</p>		
James A. McClure	77	1991
<p>Of Counsel, Givens &amp; Pursley; Consultant to the Washington, D.C. consulting firm of McClure, Gerard &amp; Neuenschwander, Inc.; United States Senator from Idaho from 1972 to 1990; former Chairman of the Senate Energy and Natural Resources Committee.</p>		
Cecil D. Andrus	70	1995
<p>Governor of Idaho (1971-1977 and 1987-1995); Secretary of the Department of the Interior (1977-1981). Director of Albertson's Inc. (a nation-wide grocery retail chain), Key Corp. (commercial banking) and RENTRAK (a</p>		

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video cassette leasing company). Chairman of the Andrus Center for Public Policy at Boise State University; "Of Counsel" member of the Gallatin Group (a policy consulting firm).

John H. Robinson	51	1998
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Executive Director of Amey PLC a (business support service) since April 1, 2000. Vice Chairman of Black & Veatch, an international engineering and construction firm, from January 1999 to March 2000; Chief Development Officer of that company from 1997-1998 and Managing Partner from 1996-1999; Chairman of Black and Veatch U.K., Ltd and President of Black & Veatch International from 1994 to March 2000. Member of the Board of Directors of Alliance Resource Partners LP (coal mining) and Protection One Inc. (security alarm monitoring services).

Robert E. Mellor	58	1999
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Chief Executive Officer and President of Building Materials Holding Corporation (distribution, manufacturing and sales of building materials and component products) since 1997, director since 1991; Of Counsel, Gibson, Dunn & Crutcher, LLP, 1991-1997. Member of the Board of Directors of The Ryland Group, Inc. (national residential home builder).

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	Age	Director Since
Timothy R. Winterer	65	1998

President and Chief Operating Officer of Western Oil Sands since February 2000. President and Chief Executive Officer of BHP World Minerals Corporation (international resources company) from 1997 to 1998; Group General Manager and Executive Vice President, BHP World Minerals (1996-1997); Senior Vice President and Group General Manager, BHP World Minerals (1992-1996); Senior Vice President, Operations International Minerals, BHP Minerals (1985-1992); Executive Vice President, Utah Development Company (1981-1985).

Xavier Garcia de Quevedo Topete	55	1999
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President and Chief Operating Officer of Asarco Incorporated since November 19, 1999. General Director of Grupo Ferroviario Mexicano, S.A. de C.V. and of Ferrocarril Mexicano, S.A. de C.V. from December 1997 to December 1999; General Director of Development and Projects of Grupo Mexico, S.A. de C.V. from 1994 to 1997 and Alternate Director of that company since 1998; director of Asarco Incorporated since 1999; and director of Southern Peru Copper Corporation since December 1999.

Daniel Tellechea Salido	56	1999
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Managing Director for Administration and Finance of

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Grupo Mexico S.A. DE C.V. since 1994; Alternate Director of Grupo Mexico since 1998; Managing Director of Mexicana De Cobre, S.A. DE C.V., 1986 - 1993; Director, Vice President and Chief Financial Officer of Asarco Incorporated since 1999; Director and Vice President of Finance of Southern Peru Copper Corporation since 1999.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires the Company's officers and directors, and persons who own more than 10% of a registered class of the Company's equity securities, to file reports of securities ownership and changes in such ownership with the Securities and Exchange Commission. Statements of Changes of Beneficial Ownership of Securities on Form 4 are required to be filed by the tenth day of the month following the month during which the change in beneficial ownership of securities ownership occurred. The Company believes that all reports of securities ownership and changes in such ownership required to be filed during 2001 were timely filed.

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## Executive Officers of the Company

Information regarding the Company's executive officers is set forth under Item 4A of the Form 10-K as filed on March 29, 2002.

## Item 11. Executive Compensation.

The following Summary Compensation Table sets forth the annual salary, annual bonus (including cash and stock) and long-term compensation (including stock awards, options granted and long-term incentive cash payments) earned by our Chief Executive Officer and the other four highest paid executive officers employed at the end of the year for services rendered during each of the last three years.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation			Long-Term Compensation	
					Awards	
		Salary (\$)	Bonus (\$ (1))	Other Annual Compensation (\$ (2))	LTPSP Common Stock Award (#Sh) (3)	Share Underlying Options (#Sh)
Dennis E. Wheeler.....	2001	\$485,658	\$212,916	--	--	229,
Chairman, President \$	2000	465,167	100,625	--	3,429	--
Chief Executive Officer	1999	426,399	394,281	--	4,438	75,
Geoffrey A. Burns.....	2001	210,739	65,243	--	--	--
Senior Vice-President	2000	199,606	28,583	--	--	--
Chief Financial Officer	1999	141,100	106,144	--	--	--
Robert Martinez(7).....	2001	288,241	94,050	--	--	20,
Senior Vice President	2000	252,423	35,844	--	279	--
Chief Operating Officer	1999	249,124	181,200	--	363	25,
Dieter A. Krewedl.....	2001	193,318	46,612	--	--	--
Senior Vice President	2000	169,790	21,656	--	--	--
Exploration	1999	149,240	79,388	--	--	--
James K. Duff.....	2001	175,895	31,875	--	--	8,

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Vice President	2000	178,625	15,938	--	209	--
Business Development	1999	157,578	84,375	--	--	7,

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(1) Annual incentive payments under the AIP are paid in cash and based on target award levels established by the Compensation Committee at the beginning of each annual performance period and vary depending upon each participant's base salary. Awards under the AIP are paid after the annual performance period and vary from year to year based on actual performance. During 1999 and 2000, 75% of the award value was based on our company's overall financial performance and 25% was based on the participant's individual performance. During 2001, 50% of the award value was based on the overall financial performance and 50% was based on the participant's individual performance. The measurement of our company's performance includes both total asset growth and cash flow growth. The amounts reported above for 1999 and 2000 were paid in March 2000 and May 2001, respectively. The amounts for 2001 were paid in March, 2002.

(2) Does not report perquisites amounting to less than the lesser of \$50,000 or 10% of total salary.

(3) Shares of common stock awarded under the LTPSP are issued upon completion of a four-year performance period. Prior to 1993, the executive compensation program provided for annual awards of restricted stock over a four-year period. Commencing in 1993, awards are paid in shares of common stock and cash in installments over until completion of a four-year award cycle. The aggregate number and market value (based on the closing price of the shares on the New York Stock Exchange on December 31, 2001) of the restricted stock awarded pursuant to the LTPSP prior to 1993 and held by the above executive officers at December 31, 2001 are: Messrs. Wheeler - 27,774 shares (\$22,291.20) and Robert Martinez - 4,173 shares (\$3,338.40).

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(4) Reports the number of shares underlying nonqualified options and incentive stock options granted to each of the respective years. The options granted with respect to 1999 performance were 1,000,000 and 1,000,000, respectively. No options have been granted with respect to 2001 performance.

(5) Reports cash payouts (not awards) under the LTPSP. Payments are made under the LTPSP after the performance period after award. The above reported payments relate to awards made in 1998 and 1999 and the period ending December 31, 2001. No long-term incentive plan awards have been made under the LTPSP rendered in 2001.

(6) Includes contributions to the Defined Contribution and 401(k) Retirement Plan (the "Retirement Plan") and our Supplemental Retirement Plan. All full-time employees participate in the Retirement Plan. The contribution is determined annually by the Board of Directors and may not exceed 15% of the participant's compensation; however for the years 1999, 2000 and 2001, the contribution was 5%. In addition, we maintain for an Employee Savings Plan which allows each employee to contribute up to 16% of compensation to a contribution of \$10,500. We contribute an amount equal to 50% of the first 6% of any such compensation. Benefits under the Retirement Plan are fully vested after five years of employment. Retirement benefits under the Supplemental Retirement Plan are based on a participant's investment fund account upon retirement, the participant's salary at the time of payment elected by the participant. We maintain the Supplemental Retirement Plan for our executive officers. Under the Supplemental Retirement Plan, an amount is accrued that equals the portion of the contribution that is restricted due to restrictions under ERISA. In 2001, Messrs. Wheeler, Martinez, Krewedl, Duff and Burns received company contributions of \$13,600, \$13,600, \$13,600, \$13,600, and \$13,600, respectively, under the Supplemental Retirement Plan. Messrs. Wheeler, Martinez, Krewedl, Duff and Burns credited with \$20,805, \$11,191, \$1,964, \$1,964, and \$1,964, respectively, pursuant to the Supplemental Retirement Plan. The amounts of all other compensation reported above are net of "above-market" interest earnings on deferred compensation that is accrued under our Supplemental Retirement Plan. "Above-market" interest earnings on deferred compensation is the excess of such interest over the long-term rate, with compounding, as prescribed under the Internal Revenue Code. In 2001, the amounts of interest earnings accrued for the benefit of Messrs. Wheeler, Martinez, Krewedl, Duff and Burns were \$100.67, \$10.03, 19.27 and \$17.04, respectively.

(7) Prior to his appointment as Senior Vice President -- Chief Operating Officer on May 15, 1998, Mr. Wheeler was President -- Operations from April 1, 1997 to May 15, 1998.

The following Option Grants Table sets forth, for each of the named

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executive officers, information regarding individual grants of options granted under the LTIP in December 2001 and their potential realizable values. Information regarding individual option grants includes the number of options granted, the percentage of total grants to employees represented by each grant, the per-share exercise price and the expiration date. The potential realizable value of the options are based on assumed annual 0%, 5% and 10% rates of stock price appreciation over the term of the option. Also set forth is the amount of the increases in the value of all of the Company's outstanding shares of Common Stock that would be realized in the event of such annual rates of stock price appreciation. All of the reported grants were made in connection with an option exchange program which was approved by the Board of Directors and its Compensation Committee on May 8, 2001, and was extended to the four persons employed by the Company that held fully-vested options that had been granted to them between 1992 and 1997. The options entitled the holders to purchase an aggregate of

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268,861 shares at exercise prices ranging from \$13.125 to \$20.875 per share during the ten-year period following grant. Pursuant to the option exchange program, on May 15, 2001, the four persons were extended the right prior to June 15, 2001 to tender and have cancelled their options granted between 1992 and 1997 and have a new option granted in exchange therefore on December 17, 2001 (which is six months and one day after June 15, 2001). Each of the four persons exercised their right and new, fully-vested options exercisable for a ten-year period were granted to them on December 17, 2001 at an exercise price equal to the market value of the common stock on that date.

Option Grants Table

Name	Individual Grants			Expiration Date	Potential Assume Stock P or
	Number of Shares Underlying Options Granted (#) (1)	% of Total Options Granted to Employees in Fiscal Year (2)	Exercise Price (\$/SH) (3)		0%
Dennis E. Wheeler.....	229,090	85.2	\$0.74	12/17/11	\$
Robert Martinez.....	20,429	7.6	0.74	12/17/11	
James K. Duff.....	8,031	3.0	0.74	12/17/11	
All Shareholders(5).....					
Named Executive Officers'					
Gains as a % of All					
Shareholder Gains.....					

- (1) The options include nonqualified and incentive stock options that were fully-vested upon the
- (2) Based on options for a total of 268,861 shares granted to four persons.
- (3) The exercise price is equal to the closing sale price of the common stock reported on the Ne date of grant of the option.
- (4) The potential realizable values shown in the columns are net of the option exercise price. T compounded rates of stock price appreciation of 0%, 5%, and 10% from the date of grant to th term of ten years. These rates have been set by the U.S. Securities and Exchange Commission forecast future appreciation, if any, of the Company's Common Stock. Actual gains, if any, o

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dependent on several factors including the future performance of the Company's Common Stock, conditions, and the optionee's continued employment through the vesting period. The amounts not actually be realized.

- (5) Total dollar gains based on assumed annual rates of appreciation shown and the 56,769,732 shares outstanding on March 29, 2002.

The following aggregate Option Exercises and Year-End Option Value Table sets forth, for each of the named executive officers, information regarding the number and value of unexercised options at December 31, 2001. No options were exercised during 2001 by such persons.

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Aggregate Option Exercises And Fiscal Year-End Option Value Table

Name	Shares Acquired on Exercise (#)	Value Realized(\$)	Number of Shares Underlying Unexercised Options at FY-End (#) Exercisable/ Unexercisable	Value IN Option E U
----	-----	-----	-----	-----
Dennis E. Wheeler.....	--	--	286,205 / 84,802	
Robert Martinez.....	--	--	40,696 / 29,333	
Geoffrey A. Burns.....	--	--	4,914 / 14,742	
Dieter A. Krewedl.....	--	--	4,983 / 7,596	
James K. Duff.....	--	--	12,507 / 7,394	

- (1) Market value of underlying securities at exercise or year-end, minus the exercise price.

No long-term incentive plan awards have been made for services rendered in 2001 under the LTPSP. Therefore, no Long-Term Incentive Plan Awards Table is set forth in this report.

### Item 12. Security Ownership of Certain Beneficial Owners and Management.

The following table sets forth information, as of March 29, 2002, concerning the beneficial ownership of our common stock by shareholders known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock, by each of the nominees for election as directors, and by all of our directors/nominees and executive officers as a group:

	Shares Beneficially Owned	Percent of Outstanding
Asarco Incorporated(1).....	7,175,000	12.55
Dennis E. Wheeler.....	479,438 (2) (3)	.85
Joseph C. Bennett.....	20,792 (2) (3)	*
James J. Curran.....	104,597 (2) (3)	.18
James A. McClure.....	16,433 (3)	*
Cecil D. Andrus.....	16,186 (3)	*
John H. Robinson.....	14,281 (3)	*
Robert E. Mellor.....	13,332 (3)	*
Timothy R. Winterer.....	27,464 (3)	*
Daniel Tellechea Salido.....	12,127 (3) (4)	*
Xavier Garcia de Quevedo Topete.....	12,127 (3) (4)	*
All executive officers and nominees for		

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director as a group (18 persons)..... 939,212 1.65

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(\*) Holding constitutes less than .10% of the outstanding shares.

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(1) Asarco Incorporated is primarily engaged in the mining and production of copper and is a wholly-owned subsidiary of Grupo Mexico, S.A. de C.V., a copper and precious metals mining company headquartered in Mexico. The address of Asarco Incorporated is 1150 N. 17th Avenue, Tucson, AZ 85703-0747.

(2) Individual shares investment and voting powers over certain of his shares with his wife. The other directors have sole investment and voting power over their shares.

(3) Holding includes the following shares which may be acquired upon the exercise of exercisable options outstanding under our Long-Term Incentive Plan or Non-Employee Directors' Stock Option Plan: Dennis E. Wheeler - 422,700 shares; Joseph C. Bennett - 17,792 shares; James J. Curran - 104,497 shares; James A. McClure - 16,083 shares; Cecil D. Andrus - 16,086 shares; John H. Robinson - 14,181 shares; Robert E. Mellor - 13,232 shares; Timothy R. Winterer - 26,464 shares; Daniel T. Salido - 12,127 shares; Xavier G. de Q. Topete - 12,127 shares; and all executive officers and directors as a group - 872,230 shares.

(4) Daniel T. Salido and Xavier G. de Q. Topete are designees of Grupo Mexico, S.A. de C.V., a Mexican copper mining company that is the parent of Asarco Incorporated.

Item 13. Certain Relationships and Related Transactions.

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Not applicable.

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