

MESABI TRUST  
Form DEF 14A  
April 25, 2014

QuickLinks -- Click here to rapidly navigate through this document

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**MESABI TRUST**

---

(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:

Edgar Filing: MESABI TRUST - Form DEF 14A

- o Fee paid previously with preliminary materials.
  - o 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:
-

**MESABI TRUST**

**c/o Deutsche Bank Trust Company Americas  
Trust & Agency Services  
60 Wall Street, 16th Floor  
New York, New York 10005**

April 25, 2014

Dear Trust Certificate Holder:

A special meeting of the Trust Certificate Holders of Mesabi Trust is scheduled to be held on June 4, 2014, at 11:00 a.m. local time, at the offices of Oppenheimer Wolff & Donnelly LLP, 222 South Ninth Street, Suite 2000, Minneapolis, Minnesota 55402 (the "Special Meeting"). Please find enclosed a Notice to Trust Certificate Holders, a Proxy Statement describing the business to be transacted at the meeting, and a form of Proxy for use in voting at the meeting.

At the Special Meeting, you will be asked to approve a proposal seeking the appointment of a successor trustee of Mesabi Trust and to transact such other business as may properly come before the meeting.

We hope that you will be able to attend the Special Meeting, and we urge you to read the enclosed Proxy Statement before you decide to vote. Even if you do not plan to attend, please complete, sign, date and return the enclosed Proxy as promptly as possible. It is very important that your units of beneficial interest be represented at the meeting.

Very truly yours,

---

DEUTSCHE BANK TRUST COMPANY AMERICAS  
Corporate Trustee of the Mesabi Trust  
*Assistant Vice President*

**YOUR VOTE IS IMPORTANT**

All Trust Certificate Holders are cordially invited to attend the Special Meeting in person. However, to ensure your representation at the Special Meeting, you are urged to complete, sign, date and return, in the enclosed postage paid envelope, the enclosed Proxy as promptly as possible. Returning your proxy will help assure that a quorum will be present at the Special Meeting and avoid the added expense of conducting additional proxy solicitations. Any Trust Certificate Holder attending the Special Meeting may vote in person even if he or she has returned the Proxy.

---

**MESABI TRUST**

**c/o Deutsche Bank Trust Company Americas  
Trust & Agency Services  
60 Wall Street, 16th Floor  
New York, New York 10005**

---

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR  
THE TRUST CERTIFICATE HOLDERS SPECIAL MEETING TO BE HELD ON JUNE 4, 2014**

The Notice, Proxy Statement, Annual Report and directions to the meeting are available at

[www.mesabi-trust.com](http://www.mesabi-trust.com).

---

**MESABI TRUST**

**c/o Deutsche Bank Trust Company Americas  
Trust & Agency Services  
60 Wall Street, 16th Floor  
New York, New York 10005**

---

**NOTICE OF SPECIAL MEETING OF TRUST CERTIFICATE HOLDERS  
To Be Held on June 4, 2014**

---

In accordance with Section 14.2 of the Agreement of Trust dated as of July 18, 1961, as amended, (the "Agreement of Trust"), NOTICE IS HEREBY GIVEN that the Trustees have called a special meeting of the Trust Certificate Holders of Mesabi Trust to be held on June 4, 2014, at 11:00 a.m. local time, at the offices of Oppenheimer Wolff & Donnelly LLP, 222 South Ninth Street, Suite 2000, Minneapolis, Minnesota 55402 (the "Special Meeting"). The Special Meeting is called to consider and vote on the following matters:

- (1) the appointment of Michael P. Mlinar as an individual trustee to succeed Norman F. Sprague III;
- (2) the authorization of any motion to adjourn the Special Meeting, or any adjournments thereof, to a later date or dates, if necessary, to allow time for further solicitation of proxies in the event that a quorum is not present and/or there are insufficient votes present in person or represented by proxies at the Special Meeting to approve the proposals; and
- (3) the transaction of such other business as may properly come before the Special Meeting.

Under the Agreement of Trust, each holder is entitled to one vote for each unit of beneficial interest represented by Trust Certificates registered in his or her name at the close of business on April 21, 2014 (the record date for the special meeting fixed by the Trustees in accordance with the Agreement of Trust). Only holders of record of units of beneficial interest of Mesabi Trust at the close of business on April 21, 2014 are entitled to notice of, and to vote at, the special meeting and any adjournment or postponement thereof. A list of Trust Certificate Holders entitled to vote at the special meeting will be available for inspection by Trust Certificate Holders for any purpose germane to the special meeting during regular business hours for the ten days preceding the special meeting at the Corporate Trustee's offices at 60 Wall Street, 16th Floor, New York, New York 10005 and also at the special meeting.

WE URGE ALL TRUST CERTIFICATE HOLDERS TO ATTEND THE MEETING IN PERSON, IF POSSIBLE. IF YOU DO NOT PLAN TO ATTEND THE MEETING IN PERSON, YOU ARE URGED TO DATE, SIGN AND RETURN THE PROXY AS PROMPTLY AS POSSIBLE IN THE ENCLOSED ENVELOPE. NO POSTAGE IS REQUIRED IF MAILED IN THE UNITED STATES.

By Order of the Trustees of Mesabi Trust,

---

DEUTSCHE BANK TRUST COMPANY AMERICAS  
Corporate Trustee of the Mesabi Trust  
*Assistant Vice President*

New York, New York  
April 25, 2014



**MESABI TRUST**

**c/o Deutsche Bank Trust Company Americas  
Trust & Agency Services  
60 Wall Street, 16th Floor  
New York, New York 10005  
(615) 835-2749**

---

**PROXY STATEMENT  
FOR  
SPECIAL MEETING OF THE TRUST CERTIFICATE HOLDERS**

James A. Ehrenberg, Richard G. Lareau and Robert C. Berglund (the "Individual Trustees") together with Deutsche Bank Trust Company Americas (the "Corporate Trustee" and together with the Individual Trustees, the "Trustees"), request your proxy for use at the special meeting of Trust Certificate Holders to be held on June 4, 2014, at 11:00 a.m. local time, at the offices of Oppenheimer Wolff & Donnelly LLP, 222 South Ninth Street, Suite 2000, Minneapolis, Minnesota 55402, and at any adjournment or postponement thereof (the "Special Meeting"). By signing and returning the enclosed proxy (the "Proxy"), you authorize the persons named on the Proxy to represent you and to vote your units of beneficial interest ("Units") at the Special Meeting. This Proxy Statement and the form of proxy were first mailed to Trust Certificate Holders of Mesabi Trust (the "Trust") on or about April 25, 2014.

If you attend the Special Meeting, you may vote in person. If you are not present at the Special Meeting, your Units can be voted only if you have returned a properly signed Proxy or are represented by another proxy. You may revoke your Proxy at any time before it is exercised at the Special Meeting by (a) signing and submitting a later-dated proxy to the Trust's proxy solicitation agent, Georgeson Inc., (b) delivering written notice of revocation of the Proxy to the Corporate Trustee, or (c) attending and voting in person at the Special Meeting. In the absence of any such revocation, Units represented by the persons named on the proxies will be voted at the Special Meeting.

The Trustees do not expect that the cost of soliciting proxies will exceed the amount normally expended for a proxy solicitation for an election of directors or trustees and all such costs will be borne by the Trust. In addition to the use of the mail, some proxies may be solicited personally by the Trustees without additional compensation. Solicitation of proxies will be made by the Individual Trustees and certain employees of Georgeson Inc. Representatives of the Trustees may solicit proxies personally or by telephone, telegram or other forms of wire or electronic communication. The Trust may also request banking institutions, brokerage firms, custodians, nominees and fiduciaries to forward solicitation material to the beneficial owners of Units held of record by those companies. The Trust will reimburse persons holding Units in their names or in the names of their nominees for their expenses in sending the soliciting materials to their principals.

The Trust has retained Georgeson Inc. for solicitation and advisory services in connection with this Proxy Statement and related proxy and authorization solicitations. It is estimated that Georgeson Inc. will be paid approximately \$10,000 for its services as solicitation agent and will be reimbursed for its reasonable out-of-pocket expenses. The Trust has also agreed to indemnify Georgeson Inc. against certain liabilities and expenses which result from Georgeson Inc.'s performance of these proxy solicitation services.

In order to limit the expense of further solicitation the Trustees urge you to promptly return the enclosed proxy. In the event you decide to attend the Special Meeting in person, you will be given an opportunity to vote your Units yourself should you desire to do so.

## VOTING AND QUORUM

The only outstanding voting securities of the Trust are the Units. Each holder is entitled to one vote for each Unit registered in his or her name at the close of business on April 21, 2014 (the record date for the Special Meeting fixed by the Trustees in accordance with the Agreement of Trust dated as of July 18, 1961, as amended, (the "Agreement of Trust")). As of the close of business on April 21, 2014 there were 13,120,010 Units outstanding and entitled to be voted at the Special Meeting.

The presence, in person or by proxy, of a majority of the Units outstanding as of April 21, 2014, shall constitute a quorum at the Special Meeting. Proposal One requires the affirmative vote of a majority of the Units outstanding (i.e. Trust Certificate Holders owning an aggregate of at least 6,560,006 Units) to approve the appointment of a successor trustee of the Trust. With regard to the appointment of a successor trustee, votes may be cast in favor or withheld with respect to the nominee. Votes that are withheld will be counted as present for purposes of the appointment of Trustees and, thus, will have the same effect as a vote "against" such election.

The holders of a majority of the Units who are present or represented by proxy at the Special Meeting shall have the power to adjourn the Special Meeting from time to time without notice, other than an announcement at the Special Meeting of the time and place of the holding of the adjourned meeting, until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted that may have been transacted at the Special Meeting had a quorum originally been present. Abstentions and broker non-votes will count in determining if a quorum is present at the Special Meeting. Proxies solicited by this Proxy Statement may be used to vote in favor of any motion to adjourn the Special Meeting. Whether or not a quorum is present, the persons named on the proxies intend to vote in favor of any motion to adjourn the Special Meeting to a subsequent day if, prior to the Special Meeting, such persons have not received sufficient proxies to approve the proposals described in this Proxy Statement. If such a motion is approved but sufficient proxies are not received by the time set for the resumption of the Special Meeting, this process will be repeated until sufficient proxies to vote in favor of the proposals described in this Proxy Statement have been received or it appears that sufficient proxies will not be received.

In the event of a broker non-vote with respect to any issue coming before the Special Meeting, such non-voting Units will not be deemed present and entitled to vote as to that issue for purposes of determining the total number of Units represented in person or by proxy. A "broker non-vote" occurs if a broker or other nominee who is entitled to vote Units on behalf of a record owner has not received instructions with respect to a particular item to be voted on, and the broker or nominee does not otherwise have discretionary authority to vote on that matter. Under the rules of the New York Stock Exchange (the "NYSE"), brokers may vote a client's proxy in their own discretion on certain items even without instructions from the beneficial owner, but may not vote a client's proxy without voting instructions on "non-discretionary" items. The appointment of a successor trustee, for example, is considered a "non-discretionary" item.

As of April 1, 2014, the Individual Trustees as a group had voting power over an aggregate of 29,000 Units, constituting less than 1% of the Units outstanding. The Individual Trustees intend to vote all those Units *FOR* the appointment of Mr. Michael P. Mlinar as the successor trustee.

## PROPOSAL ONE APPOINTMENT OF SUCCESSOR TRUSTEE

### Nomination

The Agreement of Trust provides that there are to be five Trustees of the Trust, one of whom must be a Corporate Trustee with the qualifications prescribed in the Agreement of Trust and four of whom must be individual citizens and residents of the United States. The Trustees do not hold office for specific terms but continue in office until such time as, in the case of the Individual Trustees, a Trustee



## Edgar Filing: MESABI TRUST - Form DEF 14A

resigns, or is removed, or dies, or becomes incapable of acting or is adjudged a bankrupt or insolvent. Whenever there shall be a vacancy in the office of an Individual Trustee, a successor shall be appointed by the holders of a majority in interest of the Units then outstanding.

Upon learning that Norman F. Sprague III had passed away on March 14, 2014, the Trustees considered potential candidates to succeed Mr. Sprague. On March 27, 2014, the Trustees held a telephonic meeting during which they discussed Mr. Sprague's unexpected passing and considered the nomination of Michael P. Mlinar as a possible successor to Mr. Sprague III. The Trustees concluded that Mr. Mlinar would be uniquely qualified to fill the sudden and unfortunate vacancy.

In deciding to nominate Mr. Mlinar, the Trustees discussed his credentials, which include a B.S in Mining Engineering from Michigan Technological University and over thirty-six years of experience in mining production and operations management with Cliffs Natural Resources, Inc., its predecessors and its subsidiaries (collectively, "Cliffs"). The Trustees discussed how Mr. Mlinar's work with Cliffs involved exposure to and employment at a variety of Cliffs' mining operations in the United States and Canada. The Trustees also discussed the fact that Mr. Mlinar spent the last two years of his career as a Vice President of Initiatives for all of Cliffs' iron mining operations. Prior to that, Mr. Mlinar had spent fifteen years as the General Manager at five mining operations operated by Cliffs. The Trustees believe that Mr. Mlinar's considerable experience with mining operations and management make him a highly qualified candidate to succeed Mr. Sprague. Based on these factors, the Trustees agreed to endorse his candidacy and nominate him for appointment by the Trust Certificate Holders. The Trustees, pursuant to their authority under the Mesabi Land Trust Agreement, appointed Mr. Michael Mlinar to succeed the late Mr. Norman F. Sprague III, M.D. as a trustee of the Mesabi Land Trust, of which Mesabi Trust is the sole trust certificate holder.

Pursuant to Section 12.3 of the Agreement of Trust, upon the death of a Trustee, a vacancy shall be deemed to exist, upon which a successor shall be appointed by the holders of a majority in interest of the Units then outstanding. Pending such appointment, the remaining Trustees in office may take action in their capacity as Trustees at a meeting at which a quorum is present.

The Trustees recommend that Trust Certificate Holders vote *FOR* the appointment of Mr. Mlinar as an individual Trustee of the Trust. For more information about Mr. Mlinar, see the section below under the heading "Additional Information about Nominee."

### **Required Vote**

According to Section 12.3 of the Agreement of Trust, the appointment of Mr. Mlinar as a successor trustee requires the affirmative vote of a majority of the Units outstanding (i.e. Trust Certificate Holders owning an aggregate of at least 6,560,006 Units). Accordingly, broker non-votes in the appointment of the successor trustee will have the effect of a vote against Mr. Mlinar. If the enclosed proxy is executed and returned, and you have indicated how you wish to vote, the proxy will be voted in accordance with your instructions. Should the enclosed proxy be executed and returned without instructions on how you wish to vote on this Proposal One, your proxy will be deemed to grant such authority and will be voted *FOR* the appointment of the Mr. Mlinar as a successor trustee to Norman F. Sprague III.

### **Failure to Approve Proposal One**

If the Trust Certificate Holders appoint Mr. Mlinar as successor trustee at the Special Meeting, Mr. Mlinar's appointment as Trustee will take effect upon the conclusion of the Special Meeting. In the event that the Trust Certificate Holders fail to appoint Mr. Mlinar as successor trustee at the Special Meeting by the affirmative vote of a majority of the outstanding Units, no successor trustee will be appointed without further action.

## Edgar Filing: MESABI TRUST - Form DEF 14A

In accordance with the Agreement of Trust, if no successor trustee is appointed within 90 days following the date on which a vacancy in the office of Trustee is created, then a successor trustee may be appointed by the Supreme Court of the State of New York, on the application of any Trust Certificate Holder upon such notice, if any, as the Court may deem proper and prescribe. In the event a Trust Certificate Holder files such an application, the court may appoint a temporary trustee at any time after such application is filed and the temporary trustee shall act only until a successor trustee shall have been appointed by the Trust Certificate Holders consistent with the provisions of the Agreement of Trust.

### **PROPOSAL TWO AUTHORIZATION OF ANY MOTION TO ADJOURN**

If, at the Special Meeting, there are insufficient number of Units present in person or represented by proxies at the Special Meeting to constitute a quorum, or if Units voting in favor of one or more of the proposals is insufficient to approve such proposals, then, and only then, the Trustees intends to move to adjourn and postpone the Special Meeting to a later date or dates, if necessary, to enable the Trustees to solicit additional proxies and will ask Unitholders to vote only upon the adjournment and postponement of the Special Meeting, as described in this Proposal Two, and not any of the other proposals.

The Trustees recommend that Trust Certificate Holders vote *FOR* the proposal to authorize the Trustees to adjourn and postpone the Special Meeting to allow time for the further solicitation of proxies.

#### **Required Vote**

According to Section 14.6 of the Agreement of Trust, if less than a quorum is present at the Special Meeting, the persons holding or representing a majority of the Certificates of Beneficial Interest in the Trust (the "Trust Certificates") represented at the Special Meeting may adjourn such meeting with the same effect and for all intents and purposes as though a quorum has been present. According to Section 14.7 of the Agreement of Trust, the Special Meeting may be adjourned from time to time and such adjournment and adjournments of the Special Meeting may be held at such adjourned time and place without further notice.

### **OTHER PROPOSED ACTION**

As of the date of this proxy statement, the Trustees do not intend to bring any other matters before the Special Meeting, nor do the Trustees know of any matters which other persons intend to bring before the Special Meeting. If, however, any other matters requiring the vote of the Unitholders properly come before the Special Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the proxies in accordance with the recommendation of the Trustees. The persons designated as proxies will also have the right to approve any and all adjournments of the meeting for any reason.

## GENERAL INFORMATION

## Information about Trustees and Nominee

The present Trustees of the Trust and the nominee for election as an Individual Trustee and their principal occupations for the last five years, their ages and their terms in office as Trustees are set forth in the table below.

Name	Age	Trustee Since	Business Experience During Past Five Years
Deutsche Bank Trust Company Americas	N/A	1961	New York banking corporation
James A. Ehrenberg	71	2006	Until April 2005, Senior Vice President, Corporate Trust Services, U.S. Bank, N.A.
Richard G. Lareau	85	1990	Retired senior partner in the law firm of Oppenheimer Wolff & Donnelly LLP
Robert C. Berglund	67	2009	Retired mining engineer
Michael P. Mlinar	60	Nominee	Retired mining engineer

There are no family relationships among any of the above persons.

## Additional Information about Nominee

Mr. Michael P. Mlinar retired from his position as Vice President of NAIIO Initiatives at North American Iron Ore in 2013 after spending thirty-six years in mining production and operations management with Cliffs. Mr. Mlinar joined Cliffs in 1977 after graduating from Michigan Technical University in 1976 with a B.S. in Mining Engineering and then working as a research engineer at Continental Oil Company's Coal Field Research Center. From 1977 to 2003, Mr. Mlinar worked as an engineer at Tilden & Empire Mines from 1977 to 2003, eventually becoming a General Manager there. After 2003, he went on to become a General Manager and then Integration Lead at three different Cliffs subsidiaries: Hibbing Taconite & United Taconite, Northshore Mining, and Bloom Lake, eventually leaving in 2011 to become a Vice President at North American Iron Ore. Mr. Mlinar served as Chairman of the Iron Mining Association, President of St. John's School Board, and a member of the boards of directors of the Wells Fargo Bank Board, Lake Superior & Ishpeming Railroad Board, Lasco Development Corporation Board, and the Marquette General Hospital Board of Trustees. The Trustees, pursuant to their authority under the Mesabi Land Trust Agreement, appointed Mr. Michael Mlinar to succeed the late Mr. Norman F. Sprague III, M.D. as a trustee of the Mesabi Land Trust, of which Mesabi Trust is the sole trust certificate holder.

Between 2005 and 2011, Mr. Mlinar, as the General Manager of Northshore Mining Company, provided to the Trust information regarding Northshore Mining Company's mining operations, some of which information was included in the Trust's annual reports on Form 10-K during such period. Since his retirement, Mr. Mlinar has not provided any services to Northshore or Cliffs, and has no contractual or other legal relationship with Northshore or Cliffs.

## TRUSTEE COMPENSATION

### Compensation Discussion and Analysis

The Trust does not have a board of directors, executive officers or any employees. The compensation paid to the Trustees is governed by the Agreement of Trust dated as of July 18, 1961, as amended, (the "Agreement of Trust"). The Trust does not use any compensation consultants.

The Agreement of Trust does not provide for any stock awards, option awards, non-equity incentive plan compensation, change in pension value, nonqualified deferred compensation earnings or any other compensation. The Trust does not have severance agreements nor does it provide post-retirement benefits to the Trustees. Accordingly, all such tables have been omitted from this Proxy Statement.

Pursuant to the Agreement of Trust, each Individual Trustee receives at least \$20,000 in annual compensation for services as Trustee. Each year, annual Trustee compensation is adjusted up or down (but not below \$20,000) in accordance with changes from the November 1981 level of 295.5 (the "1981 Escalation Level") in the All Commodities Producer Price Index (with 1967 = 100 as a base). The All Commodities Producer Price Index is published by the U.S. Department of Labor, Bureau of Labor Statistics. The adjustment is made at the end of each fiscal year and is calculated on the basis of the proportion between (a) the level of such index for the November preceding the end of such fiscal year, and (b) the 1981 Escalation Level. Any action to modify or otherwise vary the compensation of the Individual Trustees as provided by the Agreement of Trust must be approved by the affirmative vote of 66<sup>2</sup>/<sub>3</sub>% of the outstanding units of beneficial interest. The Individual Trustees each received total compensation of \$40,715 during the fiscal year ended January 31, 2014.

Under the Agreement of Trust, the Corporate Trustee receives annual compensation in an amount equal to the greater of (i) \$20,000, or such other amount determined in accordance with the adjustments described in the preceding paragraph, or (ii) one quarter of one percent (<sup>1</sup>/<sub>4</sub> of 1%) of the trust moneys, exclusive of proceeds of sale of any part of the Trust Estate (as such terms are defined in the Agreement of Trust), received by the Trustees and distributed to Trust Certificate Holders.

Additionally, each year the Corporate Trustee receives \$62,500 (or more, if unanimously approved by the individual Trustees) to cover clerical and administrative services to Mesabi Trust other than services customarily performed as a registrar or transfer agent. In fiscal 2014, the Trust paid the Corporate Trustee \$62,500 to cover clerical and administrative services to Mesabi Trust and \$8,081 for services as the registrar and transfer agent of the Trust. The Corporate Trustee earned \$121,094 in total compensation for the fiscal year ended January 31, 2014.

Under the Agreement of Trust, the Individual Trustees may, in extraordinary circumstances, pay additional compensation to the Corporate Trustee. The decision to pay such compensation must be unanimously approved by the Individual Trustees. The Corporate Trustee did not receive any compensation for extraordinary services with respect to the year ended January 31, 2014.

**Trustees' Compensation Report**

The Trustees have not designated a compensation committee and are not required to do so by applicable law or regulation. The Trustees, as a group, have reviewed and discussed the Compensation Discussion and Analysis ("CD&A") and based on such review and discussion have recommended that the CD&A be included in this Proxy Statement.

This report is dated April 15, 2014.

MESABI TRUST

Deutsche Bank Trust Company Americas  
 Robert C. Berglund  
 James A. Ehrenberg  
 Richard G. Lareau

*The foregoing Compensation Report shall not be deemed to be "soliciting material" or to be "filed" with the Securities and Exchange Commission or subject to Regulation 14A or 14C under the Securities Exchange Act of 1934, as amended, or to the liabilities of Section 18 of the Exchange Act. Notwithstanding anything to the contrary set forth in any of our previous filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, that might incorporate future filings, including this Proxy Statement, in whole or in part, the foregoing Compensation Committee Report shall not be incorporated by reference into any such filings.*

**Summary Compensation Table**

The table below summarizes the total compensation earned by each of the Individual Trustees and the Corporate Trustee in the fiscal year ended January 31, 2014.

Name	Trustee Fees Earned (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Deutsche Bank Trust Company Americas, Corporate Trustee	\$ 113,013	N/A	N/A	N/A	N/A	8,081(1)	\$ 121,094
Robert C. Berglund	\$ 40,715	N/A	N/A	N/A	N/A	N/A	\$ 40,715
James A. Ehrenberg	\$ 40,715	N/A	N/A	N/A	N/A	N/A	\$ 40,715
Richard G. Lareau	\$ 40,715	N/A	N/A	N/A	N/A	N/A	\$ 40,715
Norman F. Sprague III	\$ 40,715	N/A	N/A	N/A	N/A	N/A	\$ 40,715

(1) Represents fees and disbursements paid to Deutsche Bank Trust Company Americas for its services as registrar and transfer agent of the Units.

## TRUST GOVERNANCE

To carry out the Trustees' duties under the Agreement of Trust, the Trustees meet on a quarterly basis to discuss information and circumstances relevant to the Trust. The Trustees also conduct telephone conferences from time to time between the quarterly meetings to address developments that require more timely attention.

### Committees

The Trust is a publicly traded, pass-through royalty trust with its Trust Certificates listed on the New York Stock Exchange ("NYSE") and is therefore subject to extensive regulation under, among others, the Securities Act of 1933, the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"), each as amended, and the rules and regulations of the NYSE. Issuers failing to comply with such authorities risk serious consequences, including criminal as well as civil and administrative penalties. In most instances, these laws, rules and regulations do not specifically address their applicability to a publicly-traded pass-through royalty trust such as Mesabi Trust. In particular, Sarbanes-Oxley mandated the adoption by the Securities and Exchange Commission and NYSE of certain rules and regulations that are impossible for the Trust to literally satisfy because of its nature as a pass-through trust. Pursuant to NYSE rules, as a pass-through royalty trust, the Trust is exempt from many of the corporate governance requirements that apply to other publicly traded corporations. The Trust does not have, nor does the Agreement of Trust provide for, a board of directors, an audit committee, a corporate governance committee, a compensation committee or executive officers. The Trustees closely monitor the Securities and Exchange Commission's and NYSE's rulemaking activities and will comply with their rules and regulations to the extent applicable.

### Audit Committee

The Trust's activities are limited to collecting income, paying expenses and liabilities, distributing net income to the Trust Certificate Holders after the payment of, or provision for, such expenses and liabilities, and protecting and conserving the assets held. The Trust has not designated a separate audit committee comprised of independent committee members because of an exemption provided by Rule 10A-3 of the Securities Exchange Act of 1934, as amended. As such, the Trustees have not designated an "audit committee financial expert." The Trustees collectively perform the functions of an audit committee.

The Trustees have adopted a Code of Ethics that applies to the Trustees. A copy of the Code of Ethics is incorporated by reference in Exhibit 14 of the Trust's Annual Report on Form 10-K for fiscal year 2014.

### Meetings and Attendance

To carry out the Trustees' duties under the Agreement of Trust, the Trustees meet on a quarterly basis to discuss information and circumstances relevant to the Trust. The Trustees also conduct telephone conferences from time to time between the quarterly meetings to address developments that require more timely attention. During fiscal year ending January 31, 2014, the Trustees participated in three in-person meetings and eight teleconferences.

In the third quarter of each year, the Trustees' meeting is typically conducted in connection with the Trustees' annual inspection trip in which they personally visit and tour Northshore's mining operations and plant facilities located near Babbitt and in Silver Bay, Minnesota, respectively. During the inspection trip, the Trustees meet with and interview Northshore personnel with respect to Northshore's current operations, changes in operations, mining plans, capital equipment and facilities.

## Biographical Information of Trustees

Because Mesabi Trustees are appointed until they resign or are removed, at the time of nomination the Trustees believe that it is necessary for each Trustee to possess many qualities and skills. The present Trustees of Mesabi Trust principal occupations and directorships held with other public corporations during the past five years, or longer as material, their ages and the year first elected as a Trustee, are set forth below.

Robert C. Berglund

Age: 67

Year Appointed as Individual Trustee: 2009

Retired Mining Engineer, Cliffs Natural Resources, Inc.

Mr. Berglund has extensive experience in the mining industry. He retired from his position as Vice President and General Manager of Northshore Mining Company in 2003 after spending thirty-five years in mining production and operations management with Cliffs. Mr. Berglund joined Cliffs after graduating from Penn State University in 1968 with a B.S. in Mining Engineering. From 1976 until 2003, Mr. Berglund worked onsite at various mines owned and operated by Cliffs across North America.

James A. Ehrenberg

Age: 71

Year Appointed as Individual Trustee: 2006

Retired Vice President, U.S. Bank, N.A.

Mr. Ehrenberg has extensive experience serving as corporate trustee. Before retiring from his position as Senior Vice President of U.S. Bank, N.A. Mr. Ehrenberg spent nearly forty years in the corporate trust department of U.S. Bank, N.A. and its predecessor, First Trust Company of Saint Paul. From 1983 until April 2005, Mr. Ehrenberg was directly responsible for providing corporate trustee services to the Mesabi Land Trust of which Mesabi Trust is the sole trust certificate holder.

Richard G. Lareau

Age: 85

Year Appointed as Individual Trustee: 1990

Retired lawyer, Oppenheimer Wolff & Donnelly LLP

Mr. Lareau was a senior partner until March 2014 in the law firm of Oppenheimer Wolff & Donnelly LLP with which firm he has been associated since 1956. Through his legal work, Mr. Lareau has represented numerous clients on a wide range of issues including, corporate, trust and real estate law. Over the course of his legal career, Mr. Lareau has also served as a director on the boards of numerous publicly-traded companies. During his service as a director on the boards of publicly-traded corporations, Mr. Lareau also served as a member, and frequently as chair, of board committees, including: audit, compensation, governance, nominating, and executive.

The Trust believes that each of the Individual Trustees has a diversified background and extensive financial, business and industry specific expertise that make him an important resource in the oversight of the Trust's affairs. There are no family relationships among any of the Individual Trustees.

## Trustee Nomination Process

As a passive business organization, the Trust is not subject to the independence rules under Section 303A of the NYSE listed company manual. Also, as described below, the election of Trustees

occurs infrequently. Accordingly, the Trust does not have a standing nomination committee, nor has it adopted a charter governing nominations.

The Agreement of Trust provides for a Corporate Trustee and four Individual Trustees (collectively, the "Trustees"). The Trust does not have, nor does the Agreement of Trust provide for officers, a board of directors or any committees. Generally, the Trustees continue in office until their resignation or removal. Any Trustee may be removed at any time, with or without cause, by the holders of two-thirds in interest of the Trust Certificates then outstanding. In the case of an Individual Trustee, a successor is appointed if the Individual Trustee dies, becomes incapable of acting or is adjudged bankrupt or insolvent. In the case of the Corporate Trustee, a successor is appointed if a receiver of the Corporate Trustee or of its property is appointed, or if any public officer takes charge or control of the Corporate Trustee or of its property or affairs for the purpose of rehabilitation, conservation or liquidation. Successor Trustees can only be appointed by the holders of a majority in interest of the Trust Certificates then outstanding. Because such appointments are not made on a regular or periodic basis, the Trust does not have a standing nominating committee or a policy in place for the recommendation and nomination of successor trustees.

Once elected, each Individual Trustee remains in that position until the earlier of such trustee's resignation, death, incapacity or such trustee's removal, with or without cause, at a Special Meeting of the Trust Certificate Holders by the affirmative vote of the holders of a majority of all the Units then outstanding. The Agreement of Trust does not establish any guidelines with respect to the nomination of successor trustees. At such time as a vacancy occurs in the Trustees, all of the remaining Trustees serve the function of a nominating committee and do so in accordance with the provisions of the Agreement of Trust. A copy of the Agreement of Trust, as amended, is on file with the Securities and Exchange Commission.

Due to the infrequency of vacancies in the Trustees, the Trustees have not established a formal policy with regard to the consideration of candidates for a vacancy in the Trustees recommended by the Trust Certificate Holders. Should any Trust Certificate Holder seek to recommend a nominee, the Trustees may review the candidate's qualifications and take such action as appropriate in furtherance of the best interests of Trust.

Mr. Mlinar was recommended for nomination by the Trustees and his nomination was approved by all the Trustees at a special telephonic meeting of the Trustees of Mesabi Trust and pursuant to an action by written consent resolution of the Trustees effective as of March 27, 2014.

#### **Trust Certificate Holders' Communication with Trustees**

The Trustees have not established a formal policy for Trust Certificate Holders to send communications to the Trustees. Trust Certificate Holders may communicate with the Trustees by sending written communication Deutsche Bank Trust Company Americas, Corporate Trustee, Attn: Trust & Agency Services, 60 Wall Street, 27th Floor, New York, New York 10005. The Corporate Trustee will promptly forward any communication so received to the Trustees or an Individual Trustee specifically addressed in the communication. The Trust reserves the right to alter this process in the event that the process is abused, becomes unworkable or otherwise does not efficiently serve the purposes of the policy.

#### **Pass-Through Royalty Trust Exemptions**

Because of its legal structure and character as a pass-through royalty trust, the Trust is exempt from Rule 10A-3 of the Securities Exchange Act and the Corporate Governance Standards set forth in Section 303A of the New York Stock Exchange's Listed Company Manual. The Trust does not have, nor does the Agreement of Trust, as amended, provide for, a board of directors, an audit committee, a corporate governance committee, a compensation committee or executive officers.



**INFORMATION REGARDING PRINCIPAL ACCOUNTANT**

**Current Independent Registered Public Accounting Firm**

The Trustees selected Baker Tilly Virchow Krause, LLP ("Baker Tilly") as the independent registered public accounting firm of the Trust for fiscal year 2014. Baker Tilly has served as the Trust's independent registered public accounting firm since 2012. Representatives of Baker Tilly will be present at the Special Meeting and will have an opportunity to make a statement if they desire. Such representatives are expected to be available to respond to questions as appropriate. Eide Bailly serves as a third-party consultant to the Trust and prepares the Trust's annual and quarterly financial statements in that capacity.

**Fees Paid to Independent Accountants**

*Audit Fees.* The aggregate fees paid during fiscal year 2014 for professional services rendered by Baker Tilly for the audit of the Trust's annual financial statements, the attestation report of the Trustees' assessment of internal control over financial reporting and review of the financial statements included in the Trust's quarterly reports on Form 10-Q were \$49,050.

The aggregate fees paid during fiscal year 2013 for professional services rendered by Baker Tilly for the audit of the Trust's annual financial statements, the audit of the Trustees' assessment of internal control over financial reporting and review of the financial statements included in the Trust's quarterly reports on Form 10-Q were \$53,025.

*Audit-Related Fees.* No fees were paid to Baker Tilly for assurance and related services that were not reasonably related to the performance of the audit or review of the Trust's financial statements for fiscal year 2014 or fiscal year 2013.

*Tax Fees.* No fees were paid to Baker Tilly for tax compliance, tax advice and tax planning for Mesabi Trust for fiscal year 2014 or fiscal year 2013.

*All Other Fees.* No other fees were paid to Baker Tilly for services provided to Mesabi Trust, other than those described in item (a), for fiscal year 2014 or fiscal year 2013.

Before the independent registered public accounting firm is engaged to perform audit and review services for the Trust, the Trustees approve the engagements. All services described in this section were approved by the Trustees.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS,  
TRUSTEES, AND NOMINEE**

Based on information that has been obtained from Mesabi Trust's records and a review of statements of beneficial ownership filed with Mesabi Trust pursuant to Rule 13d-102 under the Securities Exchange Act of 1934, as amended, no person known to Mesabi Trust beneficially owns more than 5% of the Trust's Units outstanding as of April 1, 2014.

The table below sets forth information as to the Units of Beneficial Interest in Mesabi Trust beneficially owned as of April 1, 2014 by the Trustees individually and as a group and by Michael P. Mlinar. Except as otherwise indicated and subject to applicable community property laws, each Trustee has sole voting and investment powers with respect to the securities listed. There were no Certificates of Beneficial Interest of Mesabi Trust pledged by the Trustees as of April 1, 2014. The Trust does not have any compensation plans under which securities of the Trust are authorized for issuance.

<b>Name</b>	<b>Amount of Beneficial Ownership of Units</b>	<b>Percent of Class</b>
Deutsche Bank Trust Company Americas	0	0
Robert C. Berglund	2,000	**
James A. Ehrenberg	3,000	**
Richard G. Lareau	24,000(1)	**
All trustees as a group	29,000	**
Michael P. Mlinar(2)	2,499	**

\*\*

Less than 1%

(1)

Includes 10,000 Units owned by Mr. Lareau's wife, over which Mr. Lareau does not have any investment or voting power and as to which Mr. Lareau disclaims any beneficial ownership.

(2)

Mr. Mlinar shares voting and investment power as to all 2,499 Units with his wife as joint tenants with right of survivorship.

**CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

The Trust has no directors or executive officers. See the heading titled "Trustee Compensation" in this Proxy Statement for the remuneration received by the Individual Trustees and the Corporate Trustee for the fiscal year ended January 31, 2014 and the heading section titled "Security Ownership of Certain Beneficial Owners and Trustees" for information concerning units of beneficial interest owned by the Trustees. Mr. Richard G. Lareau, who became a Trustee on March 7, 1990, retired in March 2014 as an attorney in the law firm of Oppenheimer Wolff & Donnelly LLP, of Minneapolis, Minnesota. That firm has been retained by Mesabi Trust since 1961 to act with respect to matters of Minnesota law, and was retained in 1991 by the Trustees other than Mr. Lareau to act as general legal counsel. Mesabi Trust paid Oppenheimer Wolff & Donnelly LLP ("Oppenheimer") fees totaling \$306,564 for legal services provided to the Trust during the fiscal year ended January 31, 2014 compared with fees totaling \$214,629 for legal services provided to the Trust during fiscal year ended January 31, 2013.

In each of the last three fiscal years, Oppenheimer represented the Trust and assisted the Trustees in the preparation and filing of the Trust's periodic and current reports with the Securities and Exchange Commission and related securities law compliance. Oppenheimer also advised the Trust on various other legal matters related to inquiries from third parties in the ordinary course of the Trust's administration. The total amount of Oppenheimer's legal fees for services rendered during fiscal 2014 increased approximately \$91,935, or 42.8% as compared to fiscal 2013. The increase in legal fees in

## Edgar Filing: MESABI TRUST - Form DEF 14A

fiscal 2014, as compared to fiscal 2013, resulted primarily from the conduct of additional due diligence and review of agreements, vendor arrangements, real estate leases and lease amendments and additional regulatory compliance, including compliance with the Securities and Exchange Commission's mandatory XBRL rules.

The total amount of Oppenheimer's legal fees for services rendered during fiscal 2013 decreased approximately \$58,000, or 21.3% as compared to fiscal 2012. The decrease in legal fees in fiscal 2013, as compared to fiscal 2012, resulted from Oppenheimer's providing the Trust primarily with routine services related to review of royalty payments and low cost for regulatory and XBRL compliance, as compared to fiscal 2012.

### **Related Person Transaction Policy**

The Trustees meet on a quarterly basis and review and approve or ratify all of the transactions that occurred during the prior fiscal quarter. In connection with their review of the Trust's transactions, the Trustees consider whether there have been any related person transactions. In determining whether to approve a related person transaction, the Trustees consider the following factors, in addition to any other factors they deem necessary or appropriate:

whether the transaction is expressly permitted by the Agreement of Trust;

whether the terms are fair to the Trust;

whether the transaction is material to the Trust;

the role of the related person in arranging the related person transaction;

the structure of the related person transaction; and

the interests of all related persons in the related person transaction.

The Trust maintains a written related person transaction approval policy, which sets forth the Trust's policies and procedures for the review, approval or ratification of any transaction required to be reported in the Trust's filings with the Securities and Exchange Commission. The policy applies to any financial transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships in which the Trust is a participant and in which a related person has a direct or indirect interest.

Certain types of transactions, which would otherwise require review, are pre-approved by the Trustees in accordance with the policy. These types of transactions include, for example, (i) transactions, which when aggregated with the amount of all other transactions between the related person and the Trust, involve less than \$120,000 in a fiscal year; (ii) transactions where the interest of the related person arises only by way of a directorship or minority stake in another organization that is a party to the transaction; (iii) transactions with a related person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; and (iv) a transaction that is specifically contemplated by provisions of the Agreement of Trust.

Based on their review of the Trust's transactions during the fiscal year ended January 31, 2014 and since the start of the fiscal year beginning February 1, 2014, the Trustees concluded that there were no related person transactions required to be disclosed in this Proxy Statement.

## **ADDITIONAL INFORMATION**

### **Section 16(a) Beneficial Ownership Reporting Compliance**

Section 16(a) of the Securities Exchange Act of 1934 requires the Trustees and holders of more than 10% of the Trust's Units to file with the Securities and Exchange Commission and the NYSE



## Edgar Filing: MESABI TRUST - Form DEF 14A

initial reports of ownership of Units and reports of changes in such ownership. The Commission's rules require such persons to furnish the Trust with copies of all Section 16(a) reports that they file. Based solely on a review of these reports, the Trust believes that the applicable Section 16(a) reporting requirements were complied with for all transactions which occurred in 2014.

### **Trust Certificate Holder Proposals**

The Trust is not required to and does not hold annual meetings of Trust Certificate Holders. Accordingly, the Trust does not publish a date by which Trust Certificate Holders must make proposals for inclusion in an annual meeting.

The Trust Certificate Holders may initiate the calling of a Special Meeting by submitting a written request to the Trustees signed by at least 15% in interest of the Trust Certificate Holders. The written request must specify in reasonable detail the action proposed to be taken. If the Trustees fail to call a meeting within 30 days of receiving the written request, the 15% in interest of the Trust Certificate Holders, or their designated representative, may call a Special Meeting.

### **Annual Report**

The Trust will furnish without charge a copy of its Annual Report on Form 10-K (exclusive of exhibits) for the fiscal year ended January 31, 2014, to any person who was a Trust Certificate Holder as of April 21, 2014, upon receipt from any such person of a written request for such annual report. Such request should be sent to Deutsche Bank Trust Company Americas, Corporate Trustee, Attn: Trust & Agency Services, 60 Wall Street, 16th Floor, New York, New York 10005.

### **Householding Information**

Some banks, brokers and other record holders may be participating in the practice of "householding" proxy statements and annual reports. This means that you and other holders of the Units in your household may not receive separate copies of our Proxy Statement. We will promptly deliver an additional copy of such document upon request. Such requests should be directed to Georgeson Inc., toll free at 1-866-767-8867 or Deutsche Bank Trust Company Americas, Corporate Trustee, Attn: Trust & Agency Services, 60 Wall Street, 16th Floor, New York, New York 10005.

### **Where You Can Find More Information**

The Units of the Trust are listed on the New York Stock Exchange under the symbol "MSB." The Trust files annual, quarterly and special reports and other information with the Securities and Exchange Commission. The Trust's SEC filings are available to the public over the internet at the SEC's web site at <http://www.sec.gov>. You may also read and copy any document the Trust files with SEC at the SEC Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may also obtain copies of the documents at prescribed rates by writing to the Public Reference Section of SEC at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room.

The Trust will provide copies of the reports and other information filed with the SEC to any Trust Certificate Holder, at the actual cost of reproduction, upon written request to the Corporate Trustee. Such request should be sent to Deutsche Bank Trust Company Americas, Corporate Trustee, Attn: Trust & Agency Services, 60 Wall Street, 27th Floor, New York, New York 10005. You may also access reports and other information filed with the SEC at the Trust's website: <http://www.mesabi-trust.com>.

Edgar Filing: MESABI TRUST - Form DEF 14A

If you have any questions or require additional information concerning this Proxy Statement, please contact Georgeson Inc., toll free at 1-866-767-8867.

Very truly yours,

DEUTSCHE BANK TRUST COMPANY AMERICAS  
Corporate Trustee of the Mesabi Trust  
*Assistant Vice President*

15

---

**MESABI TRUST**

**PROXY SOLICITED ON BEHALF OF THE MESABI TRUST  
FOR THE SPECIAL MEETING OF TRUST CERTIFICATE HOLDERS  
TO BE HELD ON JUNE 4, 2014**

---

The undersigned hereby revokes all previous proxies, acknowledges receipt of the Notice of Special Meeting of Trust Certificate Holders and the Proxy Statement, and hereby constitutes and appoints James A. Ehrenberg, Richard G. Lareau, Robert C. Berglund and Deutsche Bank Trust Company Americas and each of them individually, as his or her true and lawful agents and proxies or on behalf of any entity or entities, with full power of substitution and revocation in each, to represent the undersigned, with all powers which the undersigned would possess if personally present, and to vote all Units of Beneficial Interest of the Mesabi Trust that the undersigned is entitled to vote, either on his or her own behalf or on behalf of any entity or entities, on the record date at the Special Meeting of Trust Certificate Holders of the Mesabi Trust to be held at the offices of Oppenheimer Wolff & Donnelly LLP, 222 South Ninth Street, Suite 2000, Minneapolis, Minnesota 55402 on June 4, 2014, at 11:00 a.m. local time, and at any adjournment or postponement thereof, on all matters properly coming before such meeting.

**YOU ARE ENCOURAGED TO SPECIFY YOUR VOTE BY MARKING THE APPROPRIATE BOX ON THE REVERSE SIDE. WHEN PROPERLY EXECUTED, THIS PROXY WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" EACH OF THE PROPOSALS CONTAINED ON THE REVERSE SIDE OF THIS PROXY. THE PROXY HOLDERS CANNOT VOTE YOUR UNITS UNLESS YOU SIGN AND RETURN THIS CARD. ANY PROXY MAY BE REVOKED IN WRITING AT ANY TIME PRIOR TO THE VOTING THEREOF.**

The proxy holders are authorized to vote upon any other matters that may properly come before the meeting or are incident to the conduct of the meeting, such as approval of one or more adjournments of the meeting for the purpose of obtaining additional Trust Certificate Holder votes.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE TRUST CERTIFICATE  
HOLDERS MEETING TO BE HELD ON JUNE 4, 2014**

The Notice, Proxy Statement, Annual Report and directions to the meeting are available at [www.mesabi-trust.com](http://www.mesabi-trust.com).

---

**MESABI TRUST**

**The Trustees recommends you vote FOR the following:**

A.

**A. Appointment of a successor trustee.**

Proposal One Appointment of Michael P. Mlinar as a trustee. Mark "FOR" to elect Michael P. Mlinar.

The undersigned hereby confers upon said proxy holders, or each of them, or their substitutes or his substitute, discretionary power and authority to vote, with respect to the Units of Beneficial Interest of the Mesabi Trust held by the undersigned, at the Special Meeting of Trust Certificate Holders of the Mesabi Trust, to be held at the offices of Oppenheimer Wolff & Donnelly LLP, 222 South Ninth Street, Suite 2000, Minneapolis, Minnesota 55402 on June 4, 2014, at 11:00 a.m. local time, and at any adjournment or postponement thereof.

FOR  WITHHOLD

B.

**B. Authorization of any motion to adjourn**

Proposal Two Authorization of any motion to adjourn the Special Meeting, or any adjournments thereof, to a later date or dates, if necessary, to allow time for further solicitation of proxies in the event that a quorum is not present and/or there are insufficient votes present in person or represented by proxies at the Special Meeting to approve the proposals.

FOR  AGAINST  Abstain

**C. In their discretion, the proxy holders are authorized to vote upon such other matters as may properly come before the Special Meeting and any adjournments or postponements thereof, including matters incidental to the conduct of the Special Meeting.**

**Authorized Signatures Sign Here This section must be completed for your instructions to be executed.**

The undersigned hereby acknowledges receipt of the Notice of Special Meeting of Trust Certificate Holders to be held on June 4, 2014.

Please sign this Proxy EXACTLY as your name(s) appears on this Proxy card. Joint owners should eastry sometimes use intellectual property litigation to gain a competitive advantage. Intellectual property litigation, regardless of outcome, is often complex and expensive, and the outcome of this litigation is generally difficult to predict. An adverse determination in any such proceeding could subject us to significant liabilities to third parties or require us to seek licenses from third parties or pay royalties that may be substantial. Furthermore, there can be no assurance that necessary licenses would be available to us on satisfactory terms or at all. Accordingly, an adverse determination in a judicial or administrative proceeding or failure to obtain necessary licenses could prevent us from manufacturing or selling certain of our products, which could have a material adverse effect on our business, financial condition and results of operations.

•

International patent protection is uncertain.

Patent law outside the United States is uncertain and is currently undergoing review and revision in many countries. Further, the laws of some foreign countries may not protect our intellectual property rights to the same extent as United States laws. We may participate in opposition proceedings to determine the validity of our or our competitors' foreign patents, which could result in substantial costs and diversion of our efforts.

•

New lines of business or new products and services may subject us to additional risks.

From time to time, we may implement new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business or new products and services,



we may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business or new product or service could have a significant impact on the effectiveness of our system of internal control. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on our business, results of operations and financial condition.

- Some of our competitors have significantly greater resources than we do, and it may be difficult for us to compete against them.

In many of our markets, we compete with numerous other companies that have substantially greater financial resources and engage in substantially more research and development activities than we do. Furthermore, innovations in surgical techniques or medical practices could have the effect of reducing or eliminating market demand for one or more of our products.

Some of the markets in which we compete are dominated by established manufacturers that have broader product lines, greater distribution capabilities, substantially larger marketing, research and development staffs and facilities than we do. Many of these competitors offer broader product lines within the specific product market and in the general field of medical devices and supplies. Broad product lines give many of our cardiovascular and fluid delivery competitors the ability to negotiate exclusive, long-term medical device supply contracts and, consequently, the ability to offer comprehensive pricing of their competing products. By offering a broader product line in the general field of medical devices and supplies, competitors may also have a significant advantage in marketing competing products to group purchasing organizations. In addition, our competitors may use price reductions to preserve market share in their product markets.

- We are subject to substantial governmental regulation and our failure to comply with applicable governmental regulations could subject us to numerous penalties, any of which could adversely affect our business.

We are subject to numerous governmental regulations relating to, among other things, our ability to sell our products, third-party reimbursement and Medicare and Medicaid fraud and abuse. If we do not comply with applicable governmental regulations, governmental authorities could do one or more of the following:

- impose fines and penalties on us;
- prevent us from manufacturing our products;
- bring civil or criminal charges against us;
- delay the introduction of our new products into the market;
- recall or seize our products;
- exclusion from participation in Medicare and Medicaid and other federal healthcare programs;
- disrupt the manufacture or distribution of our products; or
- withdraw or deny approvals for our products.

Any one of these actions could materially adversely affect our revenues and profitability and harm our reputation.

- We will be unable to sell our products if we fail to comply with manufacturing regulations.

To manufacture our products commercially, we must comply with governmental manufacturing regulations that govern design controls, quality systems and documentation policies and procedures, including continued compliance with QSR. The FDA and equivalent foreign governmental authorities periodically inspect our manufacturing facilities and the manufacturing facilities of our OEM medical device customers. If we or our OEM medical device customers fail to comply with these manufacturing regulations, including meeting our reporting obligations to the FDA, or fail any FDA inspections, marketing or distribution of our products may be prevented or delayed, which would negatively impact our business.

- Our products are subject to product recalls even after receiving regulatory clearance or approval, and any such recalls would negatively affect our financial performance and could harm our reputation.

Any of our products may be found to have significant deficiencies or defects in design or manufacture. The FDA and similar governmental authorities in other countries have the authority to require the recall of any such defective product. A government-mandated or voluntary recall could occur as a result of component failures, manufacturing errors or design defects. We do not maintain insurance to cover losses incurred as a result of product recalls. Any product recall would divert managerial and financial resources and negatively affect our financial performance, and could harm our reputation with customers and end-users.

- We may not receive regulatory approvals for new product candidates or for modifications of existing products or approvals may be delayed.

Regulation by governmental authorities in the United States and foreign countries is a significant factor in the development, manufacture and marketing of our proposed products and in our ongoing research and product development activities. Any failure to receive the regulatory approvals necessary to commercialize our product candidates, or the subsequent withdrawal of any such approvals, would harm our business. Additionally, modification of our existing products may require regulatory approval. The process of obtaining these approvals and the subsequent compliance with federal and state statutes and regulations require spending substantial time and financial resources. If we fail to obtain or maintain, or encounter delays in obtaining or maintaining, regulatory approvals, it could adversely affect the marketing of any products we develop or modify, our ability to receive product revenues, and our liquidity and capital resources.

- We rely on technology to operate our business and any failure of these systems could harm our business.

We rely heavily on communications and information systems to conduct our business, enhance customer service and increase employee productivity. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, general ledger, inventory, manufacturing and other systems. There is no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately addressed by our policies and procedures that are intended to safeguard our systems. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, and expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations.

- We sell many of our products to healthcare providers that rely on Medicare, Medicaid and private health insurance plans to reimburse the costs associated with the procedures performed using our products and these third party payors may deny reimbursement for use of our products.

We are dependent, in part, upon the ability of healthcare providers to obtain satisfactory reimbursement from third-party payors for medical procedures in which our products are used. Third-party payors may deny reimbursement if they determine that a prescribed product has not received appropriate regulatory clearances or approvals, is not used in accordance with cost-effective treatment methods as determined by the payor, or is experimental, unnecessary or inappropriate. Failure by hospitals and other users of our products to obtain reimbursement from third-party payors, or adverse changes in government and private third-party payors' policies toward reimbursement for procedures utilizing our products, could have a material adverse effect on the Company's business, financial condition and results of operations. Major third-party payors for medical services in the United States and other countries continue to work to contain healthcare costs. The introduction of cost containment incentives, combined with closer scrutiny of healthcare expenditures by both private health insurers and employers, has resulted in increased discounts and contractual adjustments to charges for services performed. Further implementation of legislative or administrative reforms to the United States or international reimbursement systems in a manner that significantly reduces reimbursement for procedures using our products or denies coverage for such procedures may result in hospitals or physicians substituting lower cost products or other therapies for our products

which, in turn, would have an adverse effect on our business, financial condition and results of operations. Additionally, uncertainty about whether and how changes may be implemented could also have a negative impact on the demand for our products.

-10-

---

- Healthcare policy changes, including recently enacted legislation reforming the United States healthcare system, may have a material adverse effect on our business, financial condition and results of operations.

The Affordable Care Act makes changes that may significantly impact the medical device industry. One of the principal aims of the Affordable Care Act as currently enacted is to expand health insurance coverage to approximately 32 million Americans who are currently uninsured. The consequences of a significant coverage expansion on the sales of our products are unknown and speculative at this point.

The Affordable Care Act, as well as other federal or state health care reform measures that may be adopted in the future, could have a material adverse effect on our industry generally and our ability to develop or market our products successfully. The 2.3 percent excise tax imposed by the Affordable Care Act on sales in the United States of certain medical devices beginning in 2013 and the expansion of the government's role in the United States healthcare industry may result in decreased profits to us, lower reimbursement by payors for our products, and reduced medical procedure volumes, all of which may adversely affect our business, financial condition and results of operations.

- We may not be able to attract and retain skilled people.

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in most activities we engage in can be intense, and we may not be able to hire qualified people or to retain them. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

- We utilize distributors for a portion of our sales, which subjects us to risks that could harm our business. We have strategic relationships with a number of distributors for sales of our products. If these strategic relationships are terminated and not replaced, our revenues could be adversely affected. Also, we may be named as a defendant in litigation against our distributors related to sales of our products by them.

- Severe weather, natural disasters, acts of war or terrorism or other external events could significantly impact our business.

We currently conduct all our development, manufacturing and management at three locations. Severe weather, natural disasters, acts of war or terrorism and other adverse external events at any one or more of these locations could have a significant impact on our ability to conduct business. We have the ability to transfer certain products from a facility affected by such events, but doing so would be expensive. Our disaster recovery policies and procedures may not be effective and the occurrence of any such event could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations. The insurance we maintain may not be adequate to cover our losses.

- Our stock price can be volatile.

Stock price volatility may make it more difficult for our stockholders to sell their common stock when they want and at prices they find attractive. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to the Company;
- perceptions in the marketplace regarding the Company and our competitors;
- new technology used, or services offered, by competitors;
- trading by funds with high-turnover practices or strategies;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or our competitors;
- failure to integrate acquisitions or realize anticipated benefits from acquisitions;
- changes in government regulations; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

Additionally, our public float is small which can result in large fluctuations in stock price during periods with increased selling or buying activity. General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results.

- Our sales and operations are subject to the risks of doing business internationally. We are increasing our presence in international markets, which subjects us to many risks, such as:
  - economic or political problems that disrupt foreign healthcare payment systems;
  - the imposition of governmental controls;
  - less favorable intellectual property or other applicable laws;
  - protectionist laws and business practices that favor local competitors;
- the inability to obtain any necessary foreign regulatory or pricing approvals of products in a timely manner;
  - changes in tax laws and tariffs; and
  - longer payment cycles.

Our operations and marketing practices are also subject to regulation and scrutiny by the governments of the other countries in which we operate. In addition, the Foreign Corrupt Practices Act, or FCPA, prohibits United States companies and their representatives from offering, promising, authorizing or making payments to foreign officials for the purpose of obtaining or retaining business abroad. In certain countries, the healthcare professionals we regularly interact with may meet the definition of a foreign official for purposes of the FCPA. Additionally, we are subject to other United States laws in our international operations. Failure to comply with domestic or foreign laws could result in various adverse consequences, including possible delay in approval or refusal to approve a product, recalls, seizures, withdrawal of an approved product from the market, and/or the imposition of civil or criminal sanctions.

- A significant portion of our sales is to customers in foreign countries. We may lose revenues, market share and profits due to exchange rate fluctuations and other factors related to our international business. Our international business is subject to economic, political and regulatory uncertainties and risks that are unique to each area of the world. Fluctuations in exchange rates may also affect the prices that our international customers are willing to pay and may put us at a price disadvantage compared to other competitors. Potentially volatile shifts in exchange rates may negatively affect our financial condition and operations. Because payments from our international customers are received primarily in United States dollars, an increase in the value of the United States dollar relative to foreign currencies could make our products less competitive or less affordable, and therefore adversely affect our sales, in international markets.



- We may experience fluctuations in our quarterly operating results.

We have historically experienced, and may continue to experience, fluctuations in our quarterly operating results. These fluctuations are due to a number of factors, many of which are outside our control, and may result in volatility of our stock price. Future operating results will depend on many factors, including:

- demand for our products;
- pricing decisions, and those of our competitors, including decisions to increase or decrease prices;
- regulatory approvals for our products;
- timing and levels of spending for research and development, sales and marketing;
- timing and market acceptance of new product introductions by us or our competitors;
- development or expansion of business infrastructure in new clinical and geographic markets;
- tax rates in the jurisdictions in which we operate;
- shipping delays or interruptions;
- customer credit holds;
- timing and recognition of certain research and development milestones and license fees; and
- ability to control our costs;

- If we make acquisitions, we could encounter difficulties that harm our business.

We may acquire companies, products or technologies that we believe to be complementary to our business. If we do so, we may have difficulty integrating the acquired personnel, operations, products or technologies and we may not realize the expected benefits of any such acquisition. In addition, acquisitions may dilute our earnings per share, disrupt our ongoing business, distract our management and employees and increase our expenses, any of which could harm our business.

- Political and economic conditions could materially and adversely affect our revenue and results of operations. Our business may be affected by a number of factors that are beyond our control such as general geopolitical economic and business conditions, conditions in the financial markets, and changes in the overall demand for our products. A severe or prolonged economic downturn could adversely affect our customers' financial condition and the levels of business activity of our customers. Uncertainty about current global political or economic conditions could cause businesses to postpone spending in response to tighter credit, negative financial news or declines in income or asset values, which could have a material negative effect on the demand for our products.

The recent economic recession and the uncertainty in global economic conditions resulted in a tightening in the credit markets, a low level of liquidity in many financial markets, and extreme volatility in credit, equity, currency and fixed income markets. Although conditions have improved somewhat, uncertainty about current global economic conditions continues to pose a risk as customers may postpone spending in response to restraints on credit or uncertainties regarding demand for their products or services. There could be additional effects on our business from these economic developments including the insolvency of key suppliers or their inability to obtain credit, the inability of our customers to pay for or obtain credit to finance purchases of our products and increased pressure to reduce the prices of our products.

Continued turbulence in the United States and international markets and economies could have a material adverse impact on our business, operating results and financial condition. In addition, if we are unable to successfully anticipate changing economic and political conditions, we may be unable to effectively plan for and respond to those changes, which could materially adversely affect our business and results of operations.



- If we fail to manage our exposure to financial and securities market risk successfully, our operating results could be adversely impacted.

We are exposed to financial market risks, including changes in interest rates, credit markets and prices of marketable equity and fixed-income securities. We do not use derivative financial instruments for speculative or trading purposes or to mitigate our investment risks.

The primary objective of our investment activities is to preserve principal and maintain adequate liquidity while at the same time maximizing yields without significantly increasing risk. To achieve this objective, our marketable investments are primarily investment grade, liquid, fixed-income securities and money market instruments denominated in United States dollars. The Company's cash-equivalents and investments may be subject to adverse changes in market value.

- Provisions in our governing documents and Delaware law may discourage or prevent a change of control, which could cause our stock price to decline and prevent attempts by our stockholders to replace or remove our current management.

Our certificate of incorporation and bylaws contain provisions that may discourage, delay or prevent a change in the ownership of the Company or a change in our management. In addition, our Board of Directors has adopted a rights plan which is intended to provide our Board of Directors with flexibility in addressing any takeover attempt and give it an opportunity to negotiate a transaction that maximizes stockholder value. However, the rights plan could delay or prevent a change in control of us even if the change in control would generally be beneficial to our stockholders. We are also subject to the provisions of Section 203 of the Delaware General Corporation Law, which may prohibit certain business combinations with stockholders owning 15% or more of our outstanding common stock. Although a delay or prevention of a change of control transaction or of changes in our Board of Directors could be effective in improving stockholder value, they also carry a risk of causing the market price of our common stock to decline.

#### ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

#### ITEM 2. PROPERTIES

We own three facilities comprising approximately 398,000 square feet, and the 97 acres on which they are situated, in Texas, Alabama and Florida. Administrative, engineering, manufacturing and warehouse operations are conducted at each facility, and our corporate headquarters are located at our Texas facility..

#### ITEM 3. LEGAL PROCEEDINGS

We have no pending legal proceedings of the type described in Item 103 of Regulation S-K.

## ITEM 4. RESERVED

## Executive Officers of the Company

Name	Age	Title
Emile A Battat	72	Chairman of the Company and Chairman of all subsidiaries
David A. Battat	41	President and Chief Executive Officer of the Company and President of Halkey-Roberts Corporation, one of our subsidiaries
Jeffery Strickland	52	Vice President and Chief Financial Officer, Secretary and Treasurer of the Company and Vice President or Secretary-Treasurer of all subsidiaries

Messrs. Emile Battat and Strickland currently serve as officers of the Company and all subsidiaries. Mr. David Battat currently serves as an officer of the Company and Halkey-Roberts Corporation (“Halkey-Roberts”). The officers of the Company and our subsidiaries are elected annually by the respective Boards of Directors of the Company and our subsidiaries at the first meeting of such Boards of Directors held after the annual meetings of stockholders of such entities. The next meetings of the stockholders of the Company and our subsidiaries are expected to be held in May 2012 and the Boards of Directors of the Company and our subsidiaries are expected to meet promptly thereafter. Accordingly, the terms of office of the current officers of the Company and our subsidiaries are anticipated to expire in May 2012.

There are no arrangements or understandings between any officer and any other person pursuant to which the officer was elected. The only family relationships between any of our executive officers or directors are that Mr. David Battat is the son of Mr. Emile Battat.

There have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions material to the evaluation of the ability and integrity of any executive officers during the past ten years.

## Brief Account of Business Experience During the Past Five Years

Mr. Emile Battat has been a director of the Company since 1987 and has served as Chairman of the Board of the Company since January 1998. He has served as Chairman or President of all subsidiaries since October 1998. He served as Chief Executive Officer of the Company from October 1998 until May 2011 and as President of the Company from October 1998 until May 2007.

Mr. David Battat has been President and Chief Executive Officer of the Company since May 2011, having served as the Company’s President and Chief Operating Officer from May 2007 until May 2011. He has been President of Halkey-Roberts since January 2006, and from February 2005 until December 2005 he served as Halkey-Roberts’ Vice President - Business Development and General Counsel.

Mr. Strickland has served as Vice President and Chief Financial Officer, Secretary and Treasurer of the Company since February 1, 1997 and has served as Vice President or Secretary-Treasurer for all the Company’s subsidiaries since January 1997. Mr. Strickland was employed by the Company or our subsidiaries in various other positions from September 1983 through January 1997.

## PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND  
5. ISSUER REPURCHASES OF EQUITY SECURITIES

Our common stock is traded on the NASDAQ Global Select Market (Symbol ATRI). As of February 24, 2012, we had approximately 4,300 stockholders, including beneficial owners holding shares in nominee or "street name." The high and low sales prices as reported by NASDAQ for each quarter of 2010 and 2011 are shown below.

Year Ended	High	Low
December 31, 2010:		
First Quarter	\$164.56	\$129.51
Second Quarter	\$153.90	\$127.01
Third Quarter	\$157.51	\$130.50
Fourth Quarter	\$184.99	\$154.63
Year Ended		
December 31, 2011:		
First Quarter	\$187.22	\$163.80
Second Quarter	\$200.56	\$165.76
Third Quarter	\$219.06	\$186.22
Fourth Quarter	\$244.30	\$200.95

We pay regular quarterly cash dividends on our common stock. We have increased our quarterly cash dividend payments in September of each of the past five years. The quarterly dividend was increased to \$.24 per share in September of 2007, to \$.30 per share in September of 2008, to \$.36 per share in September of 2009, to \$.42 in September of 2010 and to \$.49 in September of 2011. On January 29, 2010 and December 23, 2010 we made special cash dividend payments to stockholders of \$6.00 and \$3.00 per share, respectively. We paid quarterly dividends totaling \$3.7 million to our stockholders in 2011.

We have a Rights Plan which is intended to protect the interests of stockholders in the event of a hostile attempt to take over the Company. The rights, which are not presently exercisable and do not have any voting powers, represent the right of our stockholders to purchase at a substantial discount, upon the occurrence of certain events, shares of our common stock or of an acquiring company involved in a business combination with us. This plan, which was adopted in August 2006, expires in August 2016.

During the year ended December 31, 2011, we did not sell any equity securities that were not registered under the Securities Act of 1933, and during the fourth quarter of 2011 we did not repurchase any of our equity securities.

The stock performance graph set forth in our 2011 Annual Report to Stockholders is incorporated by reference herein and is included in Exhibit 13.1 to this Form 10-K. However, the stock performance graph is not to be deemed to be "soliciting material" or to be "filed" with the SEC or subject to the liabilities of Section 18 under the Securities Exchange Act of 1934. In addition, it shall not be deemed incorporated by reference by any statement that incorporates this Form 10-K by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate this information by reference.

## ITEM 6. SELECTED FINANCIAL DATA

## Selected Financial Data

(In thousands, except per share amounts)

	2011	2010	2009	2008	2007
Operating Results for the Year ended December 31,					
Revenues	\$ 117,704	\$ 108,569	\$ 100,643	\$ 95,895	\$ 88,540
Operating income	38,168	30,977	25,004 (a)	22,973	20,195 (b)
Income from continuing operations	26,038	20,952	16,843 (a)	15,667	14,006 (b)
Net income	26,038	20,952	16,843 (a)	15,667	14,006 (b)
Depreciation and amortization	6,544	7,041	7,163	6,353	5,534
Per Share Data:					
Income from continuing operations, per diluted share	12.82	10.32	8.36 (a)	7.82	7.06 (b)
Net income per diluted share	12.82	10.32	8.36 (a)	7.82	7.06 (b)
Cash dividends per common share	1.82	10.56	1.32	1.08	.88
Average diluted shares outstanding	2,031	2,030	2,015	2,004	1,985
Financial Position at December 31,					
Total assets	161,895	134,652	132,749	115,353	99,313
Long-term debt	-	-	-	-	-

(a) Included a non-cash charge for the settlement of the 2007 termination of pension plans that subtracted \$1.0 million from operating income, \$643,000 from net income and \$0.32 from net income per diluted share. (See Note 11)

(b) Included two special items that, when combined, added \$1.1 million to operating income, \$695,000 to net income and \$0.35 to net income per diluted share.

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

## Overview

We develop and manufacture products primarily for medical applications. We market components to other equipment manufacturers for incorporation in their products and sell finished devices to physicians, hospitals, clinics and other treatment centers. Our medical products primarily serve the fluid delivery, cardiovascular, and ophthalmology markets. Our other medical and non-medical products include instrumentation and disposables used in dialysis and valves and inflation devices used in marine and aviation safety products. In 2011 approximately 42 percent of our sales were outside the United States.

Our products are used in a wide variety of applications by numerous customers. We encounter competition in all of our markets and compete primarily on the basis of product quality, price, engineering, customer service and delivery time.

Our strategy is to provide a broad selection of products in the areas of our expertise. Research and development efforts are focused on improving current products and developing highly-engineered products that meet customer needs in niche markets that are large enough to provide meaningful increases in sales. Proposed new products may be subject to regulatory clearance or approval prior to commercialization and the time period for introducing a new product to the marketplace can be unpredictable. We also focus on controlling costs by investing in modern manufacturing technologies and controlling purchasing processes. We have been successful in consistently generating cash from operations and have used that cash to reduce indebtedness, to fund capital expenditures, to make investment purchases, to repurchase stock and to pay dividends.

Our strategic objective is to further enhance our position in our served markets by:

- Focusing on customer needs;
- Expanding existing product lines and developing new products;
- Maintaining a culture of controlling cost; and
- Preserving and fostering a collaborative, entrepreneurial management structure.

For the year ended December 31, 2011, we reported revenues of \$117.7 million, operating income of \$38.2 million and net income of \$26.0 million.

#### Results of Operations

Our net income was \$26.0 million, or \$12.90 per basic and \$12.82 per diluted share, in 2011, compared to net income of \$21.0 million, or \$10.38 per basic and \$10.32 per diluted share, in 2010 and net income of \$16.8 million, or \$8.51 per basic and \$8.36 per diluted share, in 2009. The 2009 results included a \$643,000 net of tax settlement charge, or \$0.32 per diluted share, related to the termination of our defined benefit pension plans. Revenues were \$117.7 million in 2011, compared with \$108.6 million in 2010 and \$100.6 million in 2009. The 8 percent revenue increases in 2011 over 2010 and in 2010 over 2009 were generally attributable to higher sales volumes.

Annual revenues by product lines were as follows (in thousands):

	2011	2010	2009
Fluid Delivery	\$45,274	\$39,442	\$35,540
Cardiovascular	34,072	31,280	29,051
Ophthalmology	19,581	19,370	19,452
Other	18,777	18,477	16,600
Total	\$117,704	\$108,569	\$100,643

Our cost of goods sold was \$57.7 million in each of 2011 and 2010 and \$55.3 million in 2009. Increased sales volume, increased material costs, and increased manufacturing overhead costs were the primary contributors to the 4 percent increase in cost of goods sold for 2010 over 2009.

Gross profit in 2011 increased \$9.1 million to \$60.0 million, compared with \$50.9 million in 2010 and \$45.3 million in 2009. Our gross profit was 51 percent of revenues in 2011, 47 percent of revenues in 2010 and 45 percent of revenues in 2009. The increases in gross profit percentage in each of 2011 and 2010 from the prior year were primarily due to a favorable product mix, improvements in manufacturing efficiencies and the impact of cost-savings projects.

Operating expenses were \$21.8 million in 2011, compared with \$19.9 million in 2010 and \$20.3 million in 2009. In 2011 increases in general and administrative, or G&A, expenses and increases in research and development, or R&D,

expenses were partially offset by decreases in selling expenses. G&A expenses increased \$1.7 million in 2011 as compared to 2010 primarily related to increased compensation and increased outside services. G&A expenses consist primarily of salaries and other related expenses of administrative, executive and financial personnel and outside professional fees. R&D expenses increased \$199,000 in 2011 as compared to 2010 primarily related to increased compensation costs, increased supplies costs and increased outside services. R&D expenses consist primarily of salaries and other related expenses of our R&D personnel as well as costs associated with regulatory matters. In 2011, selling expenses decreased \$43,000 primarily related to decreased compensation, advertising and promotional expenses. Selling expenses consist primarily of salaries, commissions and other related expenses for sales and marketing personnel, marketing, advertising and promotional expenses.

In 2010, decreases in selling expenses and R&D expenses were partially offset by increases in G&A expenses. R&D expenses decreased \$385,000 in 2010 as compared to 2009 primarily related to decreased compensation costs and decreased outside services. In 2010, selling expenses decreased \$282,000 primarily related to decreased compensation, advertising and promotional expenses. In 2010, G&A expenses increased \$277,000 over 2009 G&A expenses. G&A expenses in 2009 included a \$989,000 settlement charge related to the termination of our defined benefit pension plans. Excluding the 2009 pension termination settlement charge; G&A expenses in 2010 increased \$1.3 million, primarily as a result of increased compensation costs and outside services.

Our operating income for 2011 was \$38.2 million, compared with \$31.0 million in 2010 and \$25.0 million in 2009. Operating income was 32 percent of revenues for 2011, 29 percent of revenues for 2010 and 25 percent of revenues in 2009. The increase in gross profit partially offset by the increase in operating expenses described above was the major contributor to the operating income improvement in 2011 compared to the previous year. The increase in 2010 gross profit in addition to the decrease in operating expenses described above were the major contributors to the operating income improvement in 2010 compared to the previous year.

Our interest income for 2011 was \$1.3 million compared with \$1.0 million in 2010 and \$578,000 in 2009. The increases in 2011 and 2010 were primarily related to the increased level of cash and investments during 2011 and 2010. Results for 2011 and 2010 were also favorably impacted by investing in bonds with slightly longer maturities and higher yields.

Income tax expense in 2011 totaled \$13.4 million, compared with \$11.0 million in 2010 and \$8.7 million in 2009. The effective tax rates for 2011, 2010 and 2009 were 34.0 percent, 34.5 percent and 34.2 percent, respectively. Benefits from tax incentives for domestic production totaled \$996,000 in 2011, \$957,000 in 2010 and \$491,000 in 2009. Benefits from changes in uncertain tax positions totaled \$159,000 in 2011. Expenses from changes in uncertain tax positions totaled \$255,000 in 2010 and \$143,000 in 2009. We expect our effective tax rate for 2012 to be approximately 34.5 percent.

In February 2012, we learned that a large customer with which we have a long-term contract had accumulated too large of an inventory of one of our products, which we anticipate will result in a significant reduction in shipments to that customer in 2012. Due to this and other factors, we expect our earnings for the full year of 2012 to decline by approximately 10 percent from 2011 levels. We believe that the bulk of this decline will occur in the first two quarters of 2012. We expect our earnings per share to return to double-digit annual growth in 2013.

#### Liquidity and Capital Resources

Effective October 1, 2011, our revolving credit facility with a money center bank was amended to increase the maximum principal amount of our revolving line of credit from \$25.0 million to \$40.0 million and to extend the termination date for advances under the revolving line of credit to October 1, 2016. The credit facility is to be utilized for the funding of operations and for major capital projects or acquisitions, subject to certain limitations and restrictions. Borrowings under the credit facility bear interest that is payable monthly at 30-day, 60-day or 90-day LIBOR, as selected by us, plus one percent. From time to time prior to October 1, 2016 and assuming an event of default is not then existing, we can convert outstanding advances under the revolving line of credit to term loans with a term of up to two years. We had no outstanding borrowings under our credit facility at December 31, 2011 or at December 31, 2010. The credit facility contains various restrictive covenants, none of which is expected to impact our liquidity or capital resources. At December 31, 2011, we were in compliance with all financial covenants. We believe that the bank providing the credit facility is highly-rated and that the entire \$40.0 million under the credit facility is currently available to us. If that bank were unable to provide such funds, we believe that such inability would not impact our ability to fund operations.





At December 31, 2011, we had a total of \$55.3 million in cash and cash equivalents, short-term investments and long-term investments, an increase of \$13.6 million from December 31, 2010. The principal contributor to this increase was the cash generated by operating activities, which was partially offset by payments for acquisitions of property, plant and equipment and the payment of dividends.

Cash flows provided by operations of \$30.7 million in 2011 were primarily comprised of net income plus the net effect of non-cash expenses less net changes in working capital items. Inventories were the primary contributors to the negative net change in working capital items. The change in inventories was primarily related to increased stocking levels necessary to mitigate a supplier risk, to assure uninterrupted deliveries and to ensure high customer service levels. In addition, in late 2011 we rescheduled a shipment from late 2011 until early 2012 at the request of a large customer with which we have a long-term contract. In February 2012 we learned that this customer had accumulated too large an inventory of one of our products, which we anticipate will result in a significant reduction in shipments to that customer.

At December 31, 2011, we had working capital of \$73.7 million, including \$24.6 million in cash and cash equivalents and \$20.3 million in short-term investments. The \$29.5 million increase in working capital during 2011 was primarily related to increases in cash and cash equivalents, short-term investments and inventories partially offset by increases in accounts payable and accrued liabilities. The net increase in cash and short-term investments was primarily related to amounts generated from operations. Working capital items consisted primarily of cash, accounts receivable, short-term investments, inventories and other current assets minus accounts payable, and other current liabilities.

Capital expenditures for property, plant and equipment totaled \$12.0 million in 2011, compared with \$4.3 million in 2010 and \$6.6 million in 2009. These expenditures were primarily for the addition of machinery and equipment. We expect 2012 capital expenditures, primarily machinery and equipment, to increase substantially over the average of the levels expended during each of the past three years.

We paid cash dividends totaling \$3.7 million, \$21.3 million and \$2.6 million during 2011, 2010 and 2009, respectively. In January 2010, our Board of Directors declared a special cash dividend of \$6.00 per share on our outstanding common stock. This dividend which totaled \$12.1 million was paid on January 29, 2010. In December 2010, our Board of Directors declared a special cash dividend of \$3.00 per share on our outstanding common stock. This dividend which totaled \$6.0 million was paid on December 23, 2010. We expect to fund future dividend payments with cash flows from operations.

The table below summarizes debt, lease and other contractual obligations outstanding at December 31, 2011:

Contractual Obligations	Total	Payments due by period		
		2012	2013 - 2014	2015 and thereafter
		(In thousands)		
Purchase Obligations	\$13,955	\$13,895	\$60	\$-
Total	\$13,955	\$13,895	\$60	\$-

In the current credit and financial markets, many companies are finding it difficult to gain access to capital resources. In spite of the current economic conditions, we believe that our cash, cash equivalents, short-term investments and long-term investments, cash flows from operations and available borrowings of up to \$40.0 million under our credit facility will be sufficient to fund our cash requirements for at least the foreseeable future. We believe that our strong financial position would allow us to access equity or debt financing should that be necessary. Additionally, we expect that our cash and cash equivalents and investments, as a whole, will continue to increase in 2012.



#### Off-Balance Sheet Arrangements

We have no off-balance sheet financing arrangements.

#### Impact of Inflation

We experience the effects of inflation primarily in the prices we pay for labor, materials and services. Over the last three years, we have experienced the effects of moderate inflation in these costs. At times, we have been able to offset a portion of these increased costs by increasing the sales prices of our products. However, competitive pressures have not allowed for full recovery of these cost increases.

#### New Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board, or FASB, issued authoritative guidance in ASC 350 Intangibles - Goodwill and Other intended to simplify goodwill impairment testing. Entities will be allowed to perform a qualitative assessment on goodwill impairment to determine whether it is more likely than not (defined as having a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This guidance is effective for goodwill impairment tests performed in interim and annual periods for fiscal years beginning after December 15, 2011, with early adoption permitted. We have chosen to adopt this standard as of December 31, 2011, and it had no effect on our financial statements.

From time to time, new accounting standards updates applicable to us are issued by the FASB, which we will adopt as of the specified effective date. Unless otherwise discussed, we believe the impact of recently issued standards updates that are not yet effective will not have a material impact on our consolidated financial statements upon adoption.

#### Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. In the preparation of these financial statements, we make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities. We believe the following discussion addresses our most critical accounting policies and estimates, which are those that are most important to the portrayal of our financial condition and results and require management's most difficult, subjective and complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Actual results could differ significantly from those estimates under different assumptions and conditions.

From time to time, we accrue legal costs associated with certain litigation. In making determinations of likely outcomes of litigation matters, we consider the evaluation of legal counsel knowledgeable about each matter, case law and other case-specific issues. We believe these accruals are adequate to cover the legal fees and expenses associated with litigating these matters. However, the time and cost required to litigate these matters as well as the outcomes of the proceedings may vary from what we have projected.

We maintain an allowance for doubtful accounts to reflect estimated losses resulting from the failure of customers to make required payments. On an ongoing basis, the collectability of accounts receivable is assessed based upon historical collection trends, current economic factors and the assessment of the collectability of specific accounts. We evaluate the collectability of specific accounts and determine when to grant credit to our customers using a combination of factors, including the age of the outstanding balances, evaluation of customers' current and past financial condition, recent payment history, current economic environment, and discussions with our personnel and with the customers directly. Accounts are written off when it is determined the receivable will not be collected. If circumstances change, our estimates of the collectability of amounts could be changed by a material amount.

We are required to estimate our provision for income taxes and uncertain tax positions in each of the jurisdictions in which we operate. This process involves estimating our actual current tax exposure, including assessing the risks associated with tax audits, together with assessing temporary differences resulting from the different treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within the balance sheet. We assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is more likely than not, do not establish a valuation allowance. In the event that actual results differ from these estimates, the provision for income taxes could be materially impacted.

We assess the impairment of our long-lived identifiable assets, excluding goodwill which is tested for impairment as explained below, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. This review is based upon projections of anticipated future cash flows. Although we believe that our estimates of future cash flows are reasonable, different assumptions regarding such cash flows or future changes in our business plan could materially affect our evaluations. No such changes are anticipated at this time.

We assess goodwill for impairment pursuant to ASC 350, Intangibles—Goodwill and Other, which requires that goodwill be assessed whenever events or changes in circumstances indicate that the carrying value may not be recoverable, or, at a minimum, on an annual basis by applying a fair value test.

During 2009, 2010 and 2011, none of our critical accounting policy estimates required significant adjustments. We did not note any material events or changes in circumstances indicating that the carrying value of long-lived assets were not recoverable.

#### Quantitative and Qualitative Disclosures About Market Risks

##### Foreign Exchange Risk

We are not exposed to material fluctuations in currency exchange rates because the payments from our international customers are received primarily in United States dollars.

##### Principal and Interest Rate Risk

Our cash equivalents and short-term and long-term investments consist of money-market accounts and taxable high-grade corporate bonds. Our investment policy is to seek to manage these assets to achieve the goal of preserving principal, maintaining adequate liquidity at all times, and maximizing returns subject to established investment guidelines. In general, the primary exposure to market risk is interest rate sensitivity. This means that a change in prevailing interest rates may cause the value of and the return on the investment to fluctuate.

In recent years, there has been concern in the credit markets regarding the value of a variety of mortgage-backed securities and the resultant effect on various securities markets. We believe that our cash, cash equivalents, and

investments do not have significant risk of default or illiquidity. However, our cash equivalents and investments may be subject to adverse changes in market value.

## Forward-looking Statements

Statements in this Management's Discussion and Analysis and elsewhere in this Form 10-K that are forward-looking are based upon current expectations, and actual results or future events may differ materially. Therefore, the inclusion of such forward-looking information should not be regarded as a representation by us that our objectives or plans will be achieved. Such statements include, but are not limited to, our expectations regarding our research and development expenditures in 2012, our 2012 effective tax rate, our ability to obtain component parts in the event of a supply disruption, shipments in 2012 to a large customer which had excess inventory at the end of 2011, earnings in 2012, a return to double-digit annual growth in earnings per share in 2013, our 2012 capital expenditures, funding future dividend payments with cash flows from operations, availability of equity and debt financing, our ability to meet our cash requirements for the foreseeable future, our ability to fund operations if the bank providing our credit facility were unable to lend funds to us, the impact on our consolidated financial statement of recently issued accounting standards when we adopt those standards, and increases in 2012 in cash, cash equivalents and investments. Words such as "expects," "believes," "anticipates," "intends," "should," "plans," and variations of such words and similar expressions are intended to identify such forward-looking statements. Forward-looking statements contained herein involve numerous risks and uncertainties, and there are a number of factors that could cause actual results or future events to differ materially, including, but not limited to, the following: changing economic, market and business conditions; acts of war or terrorism; the effects of governmental regulation; the impact of competition and new technologies; slower-than-anticipated introduction of new products or implementation of marketing strategies; implementation of new manufacturing processes or implementation of new information systems; our ability to protect our intellectual property; changes in the prices of raw materials; changes in product mix; intellectual property and product liability claims and product recalls; the ability to attract and retain qualified personnel and the loss of any significant customers. In addition, assumptions relating to budgeting, marketing, product development and other management decisions are subjective in many respects and thus susceptible to interpretations and periodic review which may cause us to alter our marketing, capital expenditures or other budgets, which in turn may affect our results of operations and financial condition.

## ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See Management's Discussion and Analysis of Financial Condition and Results of Operations.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
Atrion Corporation

We have audited the accompanying consolidated balance sheets of Atrion Corporation and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2011. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15. Exhibits and Financial Statement Schedules. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Atrion Corporation and subsidiaries as of December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material aspects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Atrion Corporation and subsidiaries' internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 12, 2012 expressed an unqualified opinion.

/s/ Grant Thornton LLP  
Dallas, Texas  
March 12, 2012

ATRION CORPORATION  
CONSOLIDATED STATEMENTS OF INCOME  
For the year ended December 31, 2011, 2010 and 2009

	2011	2010	2009
	(In thousands, except per share amounts)		
Revenues	\$ 117,704	\$ 108,569	\$ 100,643
Cost of Goods Sold	57,697	57,655	55,312
Gross Profit	60,007	50,914	45,331
Operating Expenses:			
Selling	5,325	5,368	5,650
General and administrative	13,646	11,900	11,623
Research and development	2,868	2,669	3,054
	21,839	19,937	20,327
Operating Income	38,168	30,977	25,004
Interest Income	1,295	1,009	578
Other Income (Expense), net	12	2	2
Income before Provision for Income Taxes	39,475	31,988	25,584
Provision for Income Taxes	(13,437 )	(11,036 )	(8,741 )
Net Income	\$ 26,038	\$ 20,952	\$ 16,843
Net Income Per Basic Share	\$ 12.90	\$ 10.38	\$ 8.51
Weighted Average Basic Shares Outstanding	2,019	2,018	1,979
Net Income Per Diluted Share	\$ 12.82	\$ 10.32	\$ 8.36
Weighted Average Diluted Shares Outstanding	2,031	2,030	2,015
Dividends Per Common Share	\$ 1.82	\$ 10.56	\$ 1.32

The accompanying notes are an integral part of these statements.



ATRION CORPORATION  
CONSOLIDATED BALANCE SHEETS  
As of December 31, 2011 and 2010

Assets:	2011	2010
	(In thousands)	
Current Assets:		
Cash and cash equivalents	\$24,590	\$10,670
Short-term investments	20,279	10,715
Accounts receivable, net of allowance for doubtful accounts of \$42 and \$36 in 2011 and 2010, respectively	11,223	11,521
Inventories	24,582	17,400
Prepaid expenses and other current assets	2,313	1,050
Deferred income taxes	755	625
<b>Total Current Assets</b>	<b>83,742</b>	<b>51,981</b>
Property, Plant and Equipment	114,975	103,789
Less accumulated depreciation and amortization	58,605	53,125
	56,370	50,664
Other Assets and Deferred Charges:		
Patents and licenses, net of accumulated amortization of \$10,691 and \$10,419 in 2011 and 2010, respectively	999	1,249
Goodwill	9,730	9,730
Other	718	737
Long-term investments	10,336	20,291
	21,783	32,007
<b>Total Assets</b>	<b>\$161,895</b>	<b>\$134,652</b>

The accompanying notes are an integral part of these statements.

ATRION CORPORATION  
CONSOLIDATED BALANCE SHEETS

As of December 31, 2011 and 2010

Liabilities and Stockholders' Equity:	2011	2010
	(In thousands)	
<b>Current Liabilities:</b>		
Accounts payable	\$3,642	\$2,550
Accrued liabilities	5,566	4,650
Accrued income and other taxes	835	552
<b>Total Current Liabilities</b>	<b>10,043</b>	<b>7,752</b>
Line of credit	--	--
<b>Other Liabilities and Deferred Credits:</b>		
Deferred income taxes	10,902	8,188
Other	2,436	2,095
	<b>13,338</b>	<b>10,283</b>
<b>Total Liabilities</b>	<b>23,381</b>	<b>18,035</b>
<b>Commitments and Contingencies</b>		
<b>Stockholders' Equity:</b>		
Common stock, par value \$.10 per share, authorized 10,000 shares, issued 3,420 shares	342	342
Additional paid-in capital	25,452	24,331
Retained earnings	153,618	131,286
Treasury shares, 1,404 shares in 2011 and 1,404 shares in 2010, at cost	(40,898 )	(39,342 )
<b>Total Stockholders' Equity</b>	<b>138,514</b>	<b>116,617</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$161,895</b>	<b>\$134,652</b>

The accompanying notes are an integral part of these statements.

ATRION CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the year ended December 31, 2011, 2010 and 2009

	2011	2010	2009
	(In thousands)		
<b>Cash Flows From Operating Activities:</b>			
Net income	\$26,038	\$20,952	\$16,843
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	6,544	7,041	7,163
Deferred income taxes	2,584	309	608
Stock-based compensation	1,047	606	668
Pension charge	--	--	989
	36,213	28,908	26,271
Changes in operating assets and liabilities:			
Accounts receivable	298	(495 )	(151 )
Inventories	(7,182 )	1,275	1,494
Prepaid expenses and other current assets	(1,263 )	(69 )	(262 )
Other non-current assets	18	(57 )	434
Accounts payable and accrued liabilities	2,008	1,075	643
Accrued income and other taxes	283	(5 )	(174 )
Other non-current liabilities	341	609	144
	30,716	31,241	28,399
<b>Cash Flows From Investing Activities:</b>			
Property, plant and equipment additions	(11,999 )	(4,293 )	(6,591 )
Purchase of investments	(14,723 )	(19,117 )	(15,485 )
Proceeds from maturities of investments	14,290	4,000	4,625
Net change in accrued interest, premiums, and discounts on investments	824	(183 )	(155 )
	(11,608 )	(19,593 )	(17,606 )
<b>Cash Flows From Financing Activities:</b>			
Exercise of stock options	--	542	459
Shares tendered for employees' taxes on stock-based compensation	(78 )	(725 )	(122 )
Tax benefit related to stock-based compensation	79	1,239	121
Purchase of treasury stock	(1,513 )	(1,407 )	--
Dividends paid	(3,676 )	(21,321 )	(2,613 )
	(5,188 )	(21,672 )	(2,155 )
<b>Net change in cash and cash equivalents</b>	<b>13,920</b>	<b>(10,024 )</b>	<b>8,638</b>
Cash and cash equivalents, beginning of year	10,670	20,694	12,056
Cash and cash equivalents, end of year	\$24,590	\$10,670	\$20,694
<b>Cash paid for:</b>			
Income taxes	11,921	9,080	8,170

The accompanying notes are an integral part of these statements.



ATRION CORPORATION  
 CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY AND COMPREHENSIVE  
 INCOME

For the year ended December 31, 2011, 2010 and 2009

(In thousands)

	Common Stock		Treasury Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Loss	Retained Earnings	Total
	Shares Outstanding	Amount	Shares	Amount				
Balances, January 1, 2009	1,968	\$ 342	1,452	\$ (35,651)	\$ 19,130	\$ (533 )	\$ 117,554	\$ 100,842
Net income							16,843	16,843
Recognition of pension plan settlement loss, net of income taxes of \$286						533		533
Total comprehensive income						533	16,843	17,376
Tax benefit from stock-based compensation					121			121
Stock options and restricted stock	15		(15 )	171	1,105			1,276
Shares surrendered in stock transactions	(3 )		3	(256 )				(256 )
Dividends							(2,628 )	(2,628 )
Balances, December 31, 2009	1,980	342	1,440	(35,736)	20,356	--	131,769	116,731
Net income							20,952	20,952
Tax benefit from stock-based compensation					1,239			1,239
Stock options and restricted stock	64		(64 )	671	2,736			3,407
Shares surrendered in stock transactions	(18 )		18	(2,870 )				(2,870 )
Purchase of treasury stock	(10 )		10	(1,407 )				(1,407 )
Dividends							(21,435 )	(21,435 )
	2,016	342	1,404	(39,342)	24,331	--	131,286	\$ 116,617

Balances, December 31, 2010									
Net income								26,038	26,038
Tax benefit from stock-based compensation								79	79
Stock options and restricted stock	8		(8 )	35				1,042	1,077
Shares surrendered in stock transactions								(78 )	(78 )
Purchase of treasury stock	(8 )		8	(1,513 )					(1,513 )
Dividends								(3,706 )	(3,706 )
Balances, December 31, 2011									
	2,016	\$ 342	1,404	\$ (40,898)	\$ 25,452	\$ --		\$ 153,618	\$ 138,514

The accompanying notes are an integral part of this statement.

Atrion Corporation  
Notes to Consolidated Financial Statements

(1) Summary of Significant Accounting Policies

Atrion Corporation and its subsidiaries (“we,” “our,” “us,” “Atrion” or the “Company”) develop and manufacture products primarily for medical applications. We market our products throughout the United States and internationally. Our customers include hospitals, distributors, and other manufacturers. Atrion Corporation’s principal subsidiaries through which these operations are conducted are Atrion Medical Products, Inc., Halkey-Roberts Corporation and Quest Medical, Inc.

Principles of Consolidation

The consolidated financial statements include the accounts of Atrion Corporation and its subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the dates of the financial statements and the reported amount of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash equivalents include cash on hand and in the bank as well as money market accounts and debt securities with original maturities of 90 days or less.

Trade Receivables

Trade accounts receivable are recorded at the original sales price to the customer. We maintain an allowance for doubtful accounts to reflect estimated losses resulting from the failure of customers to make required payments. On an ongoing basis, the collectability of accounts receivable is assessed based upon historical collection trends, current economic factors and the assessment of the collectability of specific accounts. We evaluate the collectability of specific accounts and determine when to grant credit to our customers using a combination of factors, including the age of the outstanding balances, evaluation of customers’ current and past financial condition, recent payment history, current economic environment, and discussions with appropriate Company personnel and with the customers directly. Accounts are written off when we determine the receivable will not be collected.

Investments

Our investments consist of taxable high-grade corporate bonds. Our investment policy is to seek to preserve principal and maintain adequate liquidity while at the same time maximizing yields without significantly increasing risk. We are required to classify our investments as trading, available-for-sale or held-to-maturity. Our investments are accounted for as held-to-maturity since we have the positive intent and ability to hold these investments to maturity. These investments are reported at cost, adjusted for premiums and discounts that are recognized in interest income, using a method that approximates the effective interest method, over the period to maturity and unrealized gains and losses are excluded from earnings. We consider as current assets those investments which will mature in the next 12 months. The remaining investments are considered non-current assets.

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

## Inventories

Inventories are stated at the lower of cost (including materials, direct labor and applicable overhead) or market. Cost is determined by using the first-in, first-out method. The following table details the major components of inventory (in thousands):

	December 31,	
	2011	2010
Raw materials	\$ 9,074	\$ 7,888
Work in process	4,843	3,985
Finished goods	10,665	5,527
Total inventories	\$ 24,582	\$ 17,400

## Accounts Payable

We reflect disbursements as trade accounts payable until such time as payments are presented to our bank for payment. At December 31, 2011 and 2010, disbursements totaling approximately \$155,000 and \$282,000, respectively, had not been presented for payment to our bank.

## Income Taxes

We account for income taxes utilizing Accounting Standards Codification (ASC) 740, Income Taxes (“ASC 740”). ASC 740 requires the asset and liability method for the recording of deferred income taxes, whereby deferred tax assets and liabilities are recognized based on the tax effects of temporary differences between the financial statement and the tax bases of assets and liabilities, as measured at current enacted tax rates. When appropriate, we evaluate the need for a valuation allowance to reduce deferred tax assets.

ASC 740 also requires the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements and prescribes a recognition threshold and measurement attributes of income tax positions taken or expected to be taken on a tax return. Under ASC 740, the impact of an uncertain tax position taken or expected to be taken on an income tax return must be recognized in the financial statements at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority. An uncertain income tax position will not be recognized in the financial statements unless it is more-likely-than-not of being sustained.

Our uncertain tax positions are recorded as “Other non-current liabilities.” We classify interest expense on underpayments of income taxes and accrued penalties related to unrecognized tax benefits in the income tax provision.

## Property, Plant and Equipment

Property, plant and equipment is stated at cost and depreciated using the straight-line method over the estimated useful lives of the related assets. Additions and improvements are capitalized, including all material, labor and engineering costs to design, install or improve the asset. Expenditures for repairs and maintenance are charged to expense as incurred. The following table represents a summary of property, plant and equipment at original cost (in thousands):

	December 31,		Useful Lives
	2011	2010	
Land	\$ 5,260	\$ 5,260	—
Buildings	30,579	29,798	30-40 yrs
Machinery and equipment	79,136	68,731	3-15 yrs



Total property, plant and equipment	\$ 114,975	\$ 103,789
--	------------	------------

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

Depreciation expense of \$6,272,000, \$6,769,000 and \$6,820,000 was recorded for the years ended December 31, 2011, 2010 and 2009, respectively. Depreciation expense is recorded in either cost of goods sold or operating expenses based on the associated assets' usage.

## Patents and Licenses

Costs for patents and licenses acquired are determined at acquisition date. Patents and licenses are amortized over the useful lives of the individual patents and licenses, which are from 7 to 19 years. Patents and licenses are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

## Goodwill

Goodwill represents the excess of cost over the fair value of tangible and identifiable intangible net assets acquired. Annual impairment testing for goodwill is done using a fair-value-based test. Goodwill is also reviewed whenever events or changes in circumstances indicate a change in value may have occurred. We have identified three reporting units where goodwill was recorded for purposes of testing goodwill impairment annually: (1) Atrion Medical Products, Inc., (2) Halkey-Roberts Corporation and (3) Quest Medical, Inc. The total carrying amount of goodwill in each of the years ended December 31, 2011, 2010 and 2009 was \$9,730,000.

## Current Accrued Liabilities

The items comprising current accrued liabilities are as follows (in thousands):

	December 31,	
	2011	2010
Accrued payroll and related expenses	\$ 4,409	\$ 3,833
Accrued vacation	195	171
Accrued professional fees	613	215
Other accrued liabilities	349	431
Total accrued liabilities	\$ 5,566	\$ 4,650

## Revenues

We recognize revenue when our products are shipped to our customers, provided an arrangement exists, the fee is fixed and determinable and collectability is reasonably assured. All risks and rewards of ownership pass to the customer upon shipment. Net sales represent gross sales invoiced to customers, less certain related charges, including discounts, returns and other allowances. Revenues are recorded exclusive of sales and similar taxes. Returns, discounts and other allowances have been insignificant historically.

## Shipping and Handling Policy

Shipping and handling fees charged to customers are reported as revenue and all shipping and handling costs incurred related to products sold are reported as cost of goods sold.

## Research and Development Costs

Research and development costs relating to the development of new products and improvements of existing products are expensed as incurred.

## Advertising

Advertising production costs are expensed as incurred. Costs for print placement media are expensed in the period the advertising first appears. Total advertising expenses were approximately \$98,000, \$117,000 and \$126,000 for the years ended December 31, 2011, 2010 and 2009, respectively.

Atrion Corporation

Notes to Consolidated Financial Statements – (continued)

Stock-Based Compensation

We have stock-based compensation plans covering certain of our officers, directors and key employees. As explained in detail in Note 8, we account for stock-based compensation utilizing the fair value recognition provisions of ASC 718, Compensation-Stock Compensation, (“ASC 718”).

Pension Plan

We terminated our pension plan in 2007 and had settled all obligations under the plan, and no assets, liabilities or stockholders equity accounts remained for the plan, as of December 31, 2009. Prior to final settlement in the fourth quarter of 2009, our pension plan benefits were expensed as applicable employees earned benefits. The recognition of expenses was significantly impacted by estimates made by management, such as discount rates used to value certain liabilities and expected return on assets. We used third-party specialists to assist management in appropriately measuring the expense associated with our pension plan benefits. All unrecognized losses, net of tax, were recorded as accumulated other comprehensive loss within stockholders’ equity.

Comprehensive Income

Comprehensive income includes net income plus other comprehensive income, which for us in 2009 consisted of recognition of a loss as a result of pension plan settlement transactions. There were no other comprehensive income items during 2010 and 2011.

New Accounting Pronouncements

In September 2011, the Financial Accounting Standards Board, or FASB, issued authoritative guidance in ASC 350 Intangibles - Goodwill and Other intended to simplify goodwill impairment testing. Entities will be allowed to perform a qualitative assessment on goodwill impairment to determine whether it is more likely than not (defined as having a likelihood of more than 50 percent) that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. This guidance is effective for goodwill impairment tests performed in interim and annual periods for fiscal years beginning after December 15, 2011, with early adoption permitted. We have chosen to adopt this standard as of December 31, 2011, and it had no effect on our financial statements.

From time to time, new accounting pronouncements applicable to us are issued by the FASB or other standards setting bodies, which we will adopt as of the specified effective date. Unless otherwise discussed, we believe the impact of recently issued standards that are not yet effective will not have a material impact on our consolidated financial statements upon adoption.

Fair Value Measurements

Accounting standards use a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. These tiers are: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists therefore requiring an entity to develop its own assumptions.

As of December 31, 2011 and 2010, we held certain investments that were required to be measured for disclosure purposes at fair value on a recurring basis. These investments are considered Level 2 assets. The fair value of our investments is estimated using recently executed transactions and market price quotations. At December 31, 2011 and 2010, the fair value of our investments approximated or exceeded the carrying value of the investments (see Note 2).

The carrying values of our other financial instruments including cash and cash equivalents, money market accounts, accounts receivable, accounts payable, accrued liabilities, and accrued income and other taxes approximated fair value due to their liquid and short-term nature.

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

## Concentration of Credit Risk

Financial instruments that potentially subject us to concentrations of credit risk consist primarily of cash, cash equivalents, investments and accounts receivable.

Our cash is held in high credit quality financial institutions. As of December 31, 2011, \$4.5 million in cash and cash equivalents was invested in a money market mutual fund and \$20.1 million in cash and cash equivalents was deposited at two major financial institutions in the United States. At times, deposits held with financial institutions exceed the amount of FDIC insurance provided on such deposits. Generally, these deposits may be redeemed upon demand and, therefore, bear minimal risk. At December 31, 2011, our uninsured cash and cash equivalents totaled approximately \$23.0 million.

We have invested a portion of our cash in debt instruments of corporations with strong credit ratings.

For accounts receivable, we perform ongoing credit evaluations of our customers' financial condition and generally do not require collateral. We maintain reserves for possible credit losses. As of December 31, 2011 and 2010, we had allowances for doubtful account balances of approximately \$42,000 and \$36,000, respectively. The carrying amount of the receivables approximates their fair value. Our largest customer accounted for 12.9%, 14.1% and 15.0% of operating revenues in 2011, 2010 and 2009, respectively. That same customer accounted for 6.7%, 16.2% and 16.1% of accounts receivable as of December 31, 2011, 2010 and 2009, respectively. No other customer exceeded 10% of our operating revenues for the years then ended, or accounts receivable as of, December 31, 2011, 2010 or 2009.

## (2) Investments

As of December 31, 2011 and 2010, we held certain investments that were required to be measured for disclosure purposes at fair value on a recurring basis. These investments were considered Level 2 investments. We consider as current assets those investments which will mature in the next 12 months. The remaining investments are considered non-current assets. The amortized cost and fair value of our investments that are being accounted for as held-to-maturity securities, and the related gross unrealized gains and losses, were as follows as of the dates shown below ( in thousands):

	Cost	Gross Unrealized		Fair value
		Gains	Losses	
As of December 31, 2011:				
Short-term Investments:				
Corporate bonds	\$ 20,279	\$ 44	\$ 8	\$ 20,315
Long-term Investments:				
Corporate bonds	\$ 10,336	—	\$ 55	\$ 10,281
As of December 31, 2010:				
Short-term Investments:				
Corporate bonds	\$ 10,715	\$ 178	—	\$ 10,893
Long-term Investments:				
Corporate bonds	\$ 20,291	\$ 602	—	\$ 20,893



## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

At December 31, 2011, the length of time until maturity of these securities ranged from three to 34 months.

## (3) Patents and Licenses

Purchased patents and licenses paid for the use of other entities' patents are amortized over the useful life of the patent or license. The following tables provide information regarding patents and licenses (dollars in thousands):

December 31, 2011			December 31, 2010		
Weighted Average Original Life (years)	Gross Carrying Amount	Accumulated Amortization	Weighted Average Original Life (years)	Gross Carrying Amount	Accumulated Amortization
14.88	\$ 11,690	\$ 10,691	14.76	\$ 11,668	\$ 10,419

Aggregate amortization expense for patents and licenses was \$272,000 for 2011, \$272,000 for 2010 and \$343,000 for 2009. Estimated future amortization expense for each of the years set forth below ending December 31, is as follows (in thousands):

2012	\$ 162
2013	\$ 162
2014	\$ 162
2015	\$ 162
2016	\$ 162

## (4) Line of Credit

We have a revolving credit facility with a money center bank which is secured by substantially all our inventories, equipment and accounts receivable. Effective October 1, 2011, our credit facility was amended to increase the maximum principal amount of our revolving line of credit from \$25.0 million to \$40.0 million. Interest under the credit facility is assessed at 30-day, 60-day or 90-day LIBOR, as selected by us, plus one percent (1.30 percent at December 31, 2011) and is payable monthly. We had no outstanding borrowings under the credit facility at December 31, 2011 or 2010. The credit facility amendment also extended the termination date for advances under the revolving line of credit to October 1, 2016. At any time during the term, we may convert any or all outstanding amounts under the credit facility to a term loan with a maturity of two years. Our ability to borrow funds under the credit facility from time to time is contingent on meeting certain covenants in the loan agreement, the most restrictive of which is the ratio of total debt to earnings before interest, income tax, depreciation and amortization. At December 31, 2011, we were in compliance with all of those covenants.



## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

## (5) Income Taxes

The items comprising income tax expense are as follows (in thousands):

		Year ended December 31,			
		2011	2010	2009	
Current	—	Federal	\$ 9,973	\$ 9,916	\$ 7,421
	—	State	880	831	712
			10,853	10,747	8,133
Deferred	—	Federal	2,372	293	560
	—	State	212	(4 )	48
			2,584	289	608
Total income tax expense			\$ 13,437	\$ 11,036	\$ 8,741

Temporary differences and carryforwards which have given rise to deferred income tax assets and liabilities as of December 31, 2011 and 2010 are as follows (in thousands):

	2011	2010
Deferred tax assets:		
Benefit plans	\$ 1,021	\$ 695
Inventories	506	495
Other	206	89
Total deferred tax assets	\$ 1,733	\$ 1,279
Deferred tax liabilities:		
Property, plant and equipment	\$ 9,147	\$ 6,359
Patents and goodwill	2,719	2,466
Other	14	17
Total deferred tax liabilities	\$ 11,880	\$ 8,842
Net deferred tax liability	\$ 10,147	\$ 7,563
Balance Sheet classification:		
Non-current deferred income tax liability	\$ 10,902	\$ 8,188
Current deferred income tax asset	755	625
Net deferred tax liability	\$ 10,147	\$ 7,563

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

Total income tax expense differs from the amount that would be provided by applying the statutory federal income tax rate to pretax earnings as illustrated below (in thousands):

	Year ended December 31,		
	2011	2010	2009
Income tax expense at the statutory federal income tax rate	\$ 13,816	\$ 11,196	\$ 8,954
Increase (decrease) resulting from:			
State income taxes	710	538	421
Section 199 manufacturing deduction	(996 )	(957 )	(491 )
Other, net	(93 )	259	(143 )
Total income tax expense	\$ 13,437	\$ 11,036	\$ 8,741

A reconciliation of the beginning and ending balances of the total amounts of gross unrecognized tax benefits as required by ASC 740 is as follows (in thousands):

Gross unrecognized tax benefits at January 1, 2009	\$1,022
Increases in tax positions for prior years	204
Increases in tax positions for current year	332
Lapse in statute of limitations	(393 )
Gross unrecognized tax benefits at December 31, 2009	\$1,165
Decreases in tax positions for prior years	(14 )
Increases in tax positions for current year	322
Lapse in statute of limitations	(53 )
Gross unrecognized tax benefits at December 31, 2010	\$1,420
Decreases in tax positions for prior years	(77 )
Increases in tax positions for current year	134
Lapse in statute of limitations	(216 )
Gross unrecognized tax benefits at December 31, 2011	\$1,261

As of December 31, 2011 all of the unrecognized tax benefits, which were comprised of uncertain tax positions, would impact the effective tax rate if recognized. Unrecognized tax benefits that are affected by statutes of limitation that expire within the next 12 months are immaterial.

We are subject to United States federal income tax as well as to income tax of multiple state jurisdictions. We have concluded all United States federal income tax matters for years through 2005. In January 2009, the Internal Revenue Service began examining certain of our United States federal income tax returns for 2006, 2007 and 2008. This audit is ongoing and we believe we have adequately reserved for the costs and liabilities that may arise as a result of this examination. All material state and local income tax matters have been concluded for years through 2007.

We recognize interest and penalties, if any, related to unrecognized tax benefits in income tax expense. The liability for unrecognized tax benefits included accrued interest of \$77,000, \$84,000 and \$61,000 at December 31, 2011, 2010 and 2009, respectively. Tax expense for the years ended December 31, 2010 included net interest expense of \$23,000. Tax expense for the year ended December 31, 2009 and 2011 included a net interest benefit of \$12,000 and \$7,000, respectively.



## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

## (6) Stockholders' Equity

Our Board of Directors has at various times authorized repurchases of our stock in open-market or negotiated transactions at such times and at such prices as management may from time to time decide. On August 16, 2011, our Board of Directors terminated the stock repurchase program that was adopted in April 2000 and replaced it with a new stock repurchase program pursuant to which we can repurchase up to 200,000 shares of our common stock from time to time in open market or privately-negotiated transactions. A total of 58,105 shares remained eligible for repurchase under the April 2000 program when it was terminated. The new stock repurchase program has no expiration date but may be terminated by the Board of Directors at any time. In 2011 we repurchased 8,000 shares under the new program leaving a balance of 192,000 shares available for repurchase as of December 31, 2011. In 2010 we repurchased 9,995 shares in the open market. No repurchases were made in 2009.

We have increased our quarterly cash dividend payments in September of each of the past three years. The quarterly dividend was increased to \$.36 per share in September 2009, to \$.42 per share in September 2010 and to \$.49 in September 2011. On January 29, 2010 and December 23, 2010 we also made special cash dividend payments to stockholders of \$6.00 and \$3.00 per share, respectively.

We have a Rights Plan, which is intended to protect the interests of stockholders in the event of a hostile attempt to take over the Company. The rights, which are not presently exercisable and do not have any voting powers, represent the right of our stockholders to purchase at a substantial discount, upon the occurrence of certain events, shares of our common stock or of an acquiring company involved in a business combination with us. This plan, which was adopted in August 2006, expires in August 2016.

## (7) Income Per Share

The following is the computation of basic and diluted income per share:

	Year ended December 31,		
	2011	2010	2009
	(In thousands, except per share amounts)		
Net Income	\$ 26,038	\$ 20,952	\$ 16,843
Weighted average basic shares outstanding	2,019	2,018	1,979
Add: Effect of dilutive securities	12	12	36
Weighted average diluted shares outstanding	2,031	2,030	2,015
Net Income per share			
Basic	\$ 12.90	\$ 10.38	\$ 8.51
Diluted	\$ 12.82	\$ 10.32	\$ 8.36

As required by ASC 260, Earnings per Share, unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents are considered participating securities and, therefore, are included in the computation of basic income per share pursuant to the two-class method.

Incremental shares from stock options, unvested restricted stock, restricted stock units and deferred stock units were included in the calculation of weighted average diluted shares outstanding using the treasury stock method.



Atrion Corporation

Notes to Consolidated Financial Statements – (continued)

(8) Stock Plans

At December 31, 2011, we had four stock-based compensation plans which are described more fully below. We account for our plans under ASC 718, and the disclosures that follow are based on applying ASC 718. ASC 718 requires that cash flows from the use of stock-based compensation resulting from tax benefits in excess of recognized compensation cost (excess tax benefits) be classified as financing cash flows. We recorded \$79,000, \$1,239,000 and \$121,000 of such excess tax benefits as financing cash flows in 2011, 2010 and 2009, respectively.

Our 1997 Stock Incentive Plan (the “1997 Plan”) provides for the grant to key employees of incentive and nonqualified stock options, stock appreciation rights, restricted stock and performance shares. In addition, under the 1997 Plan, outside directors (directors who are not employees of the Company or any subsidiary) each received automatic annual grants of nonqualified stock options to purchase 2,000 shares of common stock until 2005 when that plan was amended to provide that no additional stock options may be granted to outside directors thereunder. Under the 1997 Plan, 624,425 shares, in the aggregate, of common stock were reserved for grants. The purchase price of shares issued on the exercise of incentive options was required to be at least equal to the fair market value of such shares on the date of grant. The purchase price for shares issued on the exercise of nonqualified options and restricted and performance shares was fixed by the Compensation Committee of the Board of Directors. The options granted become exercisable as determined by the Compensation Committee and expire no later than 10 years after the date of grant.

Our Amended and Restated 2006 Equity Incentive Plan (the “2006 Plan”) provides for the grant to key employees, non-employee directors and consultants of incentive and nonqualified stock options, restricted stock, restricted stock units, deferred stock units, stock appreciation rights, performance shares and other stock-based awards. Under the 2006 Plan, 200,000 shares, in the aggregate, of common stock have been reserved for awards. The purchase price of shares issued on the exercise of options must be at least equal to the fair market value of such shares on the date of grant. The purchase price for restricted and performance shares is fixed by the Compensation Committee of the Board of Directors. The options granted become exercisable and expire as determined by the Compensation Committee except that incentive options expire no later than 10 years after the date of grant.

In May 2007, we adopted our Deferred Compensation Plan for Non-Employee Directors and 2,500 shares of our common stock were reserved for issuance thereunder. This plan, as amended (the “Deferred Compensation Plan”), allows our non-employee directors to elect to receive stock units in lieu of all or part of the cash fees they are receiving for their services as directors. On the first business day of each calendar year, each participating non-employee director is credited with a number of stock units equal to the cash fees such director has elected to forego for such year divided by the closing price of our common stock on the next preceding date on which shares of our stock were traded. The stock units are converted to shares of our common stock on a one-for-one basis at a future date as elected in advance by the director, but no later than the January following the year in which the director ceases to serve on the Board of Directors, and the shares are delivered to the director.

In May 2007, we also adopted our Non-Employee Director Stock Purchase Plan (as amended, the “Director Stock Purchase Plan”) pursuant to which our non-employee directors may elect to receive on the first business day of the calendar year fully-vested stock and restricted stock in lieu of some or all of their fees payable to them during such year. The foregone fees are converted into shares of fully-vested stock and restricted stock on the first business day of such calendar year based on the closing price of our common stock on the next preceding date on which shares of our stock were traded. The restricted stock vests in equal amounts on the first day of the next three succeeding calendar quarters, provided the non-employee director is then serving on our Board of Directors. At the time the Director Stock Purchase Plan was adopted, 2,500 shares were reserved for the issuance thereunder. As of December 31, 2011, there

remained 1,180 shares reserved for issuance under such plan.

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

Option transactions for the three years ended December 31, 2011 are as follows:

	Shares	Weighted Average Exercise Price
Options outstanding at January 1, 2009	99,000	\$ 51.96
Granted in 2009	--	--
Exercised in 2009	(14,000 )	\$ 42.29
Options outstanding at December 31, 2009	85,000	\$ 53.56
Granted in 2010	--	--
Exercised in 2010	(62,792 )	\$ 42.80
Options outstanding at December 31, 2010	22,208	\$ 83.96
Granted in 2011	25,000	\$ 181.44
Exercised in 2011	--	--
Options outstanding at December 31, 2011	47,208	\$ 135.58
Exercisable options at December 31, 2009	66,750	\$41.49
Exercisable options at December 31, 2010	14,208	\$68.65
Exercisable options at December 31, 2011	18,208	\$77.99

All unvested options outstanding at December 31, 2011 are expected to vest. As of December 31, 2011, there remained 97,826 shares for which options may be granted in the future under the 2006 Plan. The following table summarizes information about stock options outstanding at December 31, 2011:

Range of exercise prices	Options Outstanding			Options Exercisable	
	Number outstanding	Weighted average contractual life remaining	Weighted average exercise price	Number exercisable	Weighted average exercise price
\$26.13-\$43.75	8,000	1.8 years	\$ 35.73	8,000	\$35.73
\$111.06-\$111.50	14,208	1.4 years	\$111.12	10,208	\$111.10
\$181.44	25,000	6.4 years	\$181.44	--	--
	47,208	4.1 years	\$135.58	18,208	\$77.99

We estimate the fair value of stock options granted using the Black-Scholes option-pricing formula and a single option award approach. None of our grants includes performance-based or market-based vesting conditions. The expected life represents the period that our stock-based awards are expected to be outstanding and was determined based on historical experience of similar awards, giving consideration to the contractual terms of the stock-based awards, vesting schedules and expectations of future employee behavior. The fair value of stock-based payments, funded with options, is valued using the Black-Scholes valuation method with a volatility factor based on our historical stock trading history. We base the risk-free interest rate using the Black-Scholes valuation method on the implied yield currently available on U. S. Treasury securities with an equivalent term. We base the dividend yield used in the Black-Scholes valuation method on our dividend history.





## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

There were no options granted in 2010 and 2009. The fair value for the options granted in 2011 was estimated at the date of grant using a Black-Scholes option pricing model with the following weighted average assumptions for 2011:

	2011	2010	2009
Risk-free interest rate	1.7%	--	--
Dividend yield	1%	--	--
Volatility factor	25.0%	--	--
Expected life	5 years	--	--

The weighted average grant date fair value of the options granted in 2011 was \$40.64. There were no options exercised in 2011. The total intrinsic values of options exercised during 2010 and 2009 were \$7.5 million and \$.6 million, respectively. The total intrinsic values of options outstanding and options currently exercisable at December 31, 2011, were \$4.9 million and \$3.0 million, respectively.

During each of 2010 and 2011, we made one award of restricted stock under the 2006 Plan. Under the terms of the 2010 award, the restrictions lapse over a two-year period. Under the terms of the 2011 award, the restrictions lapse over a five-year period. In both cases, during the vesting period, holders of restricted stock have voting rights and earn dividends, but the shares may not be sold, assigned, transferred, pledged or otherwise encumbered. Unvested shares are generally forfeited on termination of employment unless otherwise provided in the participant's employment agreement or, in certain instances, if the termination is in connection with a change in control. Changes in restricted stock for the years ended December 31, 2009, 2010 and 2011 were as follows:

	Shares	Weighted Average Award Date Fair Value Per Share
Restricted stock at January 1, 2009	8,500	\$ 90.31
Granted in 2009	--	--
Vested in 2009	(2,500 )	\$ 113.90
Restricted stock at December 31, 2009	6,000	\$ 91.46
Granted in 2010	200	\$ 150.23
Vested in 2010	(2,500 )	\$ 144.94
Restricted stock at December 31, 2010	3,700	\$ 97.29
Granted in 2011	7,500	\$ 181.44
Vested in 2011	(2,600 )	\$ 185.13
Restricted stock at December 31, 2011	8,600	\$ 172.89

All shares of unvested restricted stock outstanding at December 31, 2011 are expected to vest. The total intrinsic value of unvested restricted stock awards at December 31, 2011, 2010 and 2009 was \$2,066,000, \$664,000 and \$934,000, respectively. The total fair value of restricted stock vested during 2011, 2010 and 2009 was \$481,000, \$362,000 and \$285,000, respectively.

During 2011 and 2009, restricted stock units were granted to certain employees under the 2006 Plan. All of these stock units are convertible to shares of stock on a one-for-one basis when the restrictions lapse, which is generally after a five-year period. Unvested stock units are forfeited on termination of employment. During the vesting period, holders of all restricted stock units earn dividends as additional units. During 2011, 2010 and 2009, certain

non-employee directors elected to receive stock units in lieu of cash fees for their services as members of the Board of Directors. Changes in stock units for the three years ended December 31, 2011 were as follows:

-41-

---

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

	Restricted Stock Units	Weighted Average Award Date Fair Value Per Unit	Directors' Stock Units	Weighted Average Award Date Fair Value Per Unit
Unvested stock units at January 1, 2009				
Granted in 2009	10,117	\$ 96.09	--	
Vested in 2009	825	\$ 102.08	81	\$ 99.35
Unvested stock units at December 31, 2009	--		(81 )	\$ 99.35
Granted in 2010	736	\$ 157.43	60	\$ 155.04
Forfeited in 2010	(469 )	\$ 104.94	--	
Vested in 2010	--		(60 )	\$ 155.04
Unvested stock units at December 31, 2011	11,209	\$ 100.19	--	
Granted in 2011	6,171	\$ 181.33	42	\$ 180.73
Vested in 2011	--		(42 )	\$ 180.73
Unvested stock units at December 31, 2011	17,380	\$ 129.00	--	

All unvested restricted stock units at December 31, 2011 are expected to vest. No restricted stock units vested during 2011. The total intrinsic value of all outstanding stock units which were not convertible at December 31, 2011, including 254 stock units held for the accounts of non-employee directors, was \$4,236,000. The total fair value of directors' stock units that vested was \$8,000, \$9,000 and \$8,000 during 2011, 2010 and 2009, respectively. As of December 31, 2011, there remained 1,765 shares of common stock reserved for issuance at the end of deferral periods of stock units which may be credited in the future to non-employee directors.

Compensation related to stock options is based on the fair value of stock options granted using the Black-Scholes option-pricing formula and a single option award approach. Compensation related to restricted stock and restricted stock units is based on the fair market value of the stock on the date of the grant. These fair values are then amortized on a straight-line basis over the requisite service periods of the entire awards, which is generally the vesting period. For the years ended December 31, 2011, 2010 and 2009, we recorded share-based compensation expense as a "General and Administrative expense" in the amount of \$1,047,000, \$606,000 and \$668,000, respectively, for all of the above mentioned share-based compensation arrangements. The total tax benefit recognized in the income statement from share-based compensation arrangements for the years ended December 31, 2011, 2010 and 2009, was \$359,000, \$204,000 and \$226,000, respectively.

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

Unrecognized compensation cost information for our various share-based compensation types is shown below as of December 31, 2011:

	Unrecognized Compensation Cost	Weighted Average Remaining Years in Amortization Period
Stock options	\$930,000	4.3
Restricted stock	1,245,000	4.3
Restricted stock units	1,077,000	4.2
Total	\$3,252,000	

We have a policy of utilizing treasury shares to satisfy stock option exercises, stock unit conversions and restricted stock awards.

## (9) Revenues From Major Customers

We had one major customer which represented approximately \$15.1 million (12.9 percent), \$15.3 million (14.1 percent) and \$15.1 million (15.0 percent) of our net revenues during 2011, 2010 and 2009, respectively.

## (10) Industry Segment and Geographic Information

We operate in one reportable industry segment: developing and manufacturing products primarily for medical applications and have no foreign operating subsidiaries. We have other product lines which include pressure relief valves and inflation systems, which are sold primarily to the aviation and marine industries. Due to the similarities in product technologies and manufacturing processes, these products are managed as part of our medical products segment. Our revenues from sales to customers outside the United States totaled approximately 42 percent, 40 percent and 39 percent of our net revenues in 2011, 2010 and 2009, respectively. We have no assets located outside the United States.

A summary of revenues by geographic territory, based on shipping destination, for 2011, 2010 and 2009 is as follows (in thousands):

	Year ended December 31,		
	2011	2010	2009
United States	\$68,156	\$64,854	\$61,198
Canada	17,524	17,792	16,674
Other countries less than 10% of revenues	32,024	25,923	22,771
Total	\$117,704	\$108,569	\$100,643

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

A summary of revenues by product line for 2011, 2010 and 2009 is as follows (in thousands):

	2011	2010	2009
Fluid Delivery	\$45,274	\$39,442	\$35,540
Cardiovascular	34,072	31,280	29,051
Ophthalmology	19,581	19,370	19,452
Other	18,777	18,477	16,600
Total	\$117,704	\$108,569	\$100,643

## (11) Employee Retirement and Benefit Plans

In September 2007, we terminated our pension plan that was maintained for all our regular employees except those of Quest Medical, Inc. and employees hired after May 2005. Prior to termination, our funding policy was to make the annual contributions required by applicable regulations and recommended by our actuary. We used a December 31 measurement date for the plan. Affected employees accrued pension benefits through December 31, 2007, but did not accrue any additional benefits under the plan after that date. However, participants continued to earn interest credits on their account balances until all our obligations to plan participants were settled in October 2009. A pension termination settlement charge of \$989,000 was recorded as a general and administrative expense in the fourth quarter of 2009 when all remaining plan obligations were settled. All assets remaining in the plan after the settlement was completed were transferred to our 401(k) plan in December 2009.

The components of net periodic pension cost for 2009 were as follows (in thousands):

## Components of Net Periodic Pension Cost:

Service cost	\$--
Interest cost	218
Expected return on assets	(215)
Actuarial loss	31
Settlement loss	989
Net periodic pension expense	\$1,023

To determine the above net periodic pension cost, we used actuarial assumptions of 6% for discount rate and 5.25% for expected long-term return on assets.

Our expected long-term rate of return assumption was based upon the plan's actual long-term investment results as well as the long-term outlook for investment returns in the marketplace at the time the assumption was made.

Our pension plan assets were invested during 2009 in a money market account so that the settlement of the termination obligations could be completed after regulatory approvals were received. Final settlement of the plan termination occurred in the fourth quarter of 2009 when benefit distributions totaling \$3.7 million were made to participants. After all plan obligations were settled, the remaining plan assets of \$263,000 were transferred to our 401(k) plan to be used for contributions and plan expenses.

We sponsor a defined contribution 401(k) plan for all employees. Each participant may contribute certain amounts of eligible compensation. We make a matching contribution to the plan. Our contributions under this plan were \$487,000, \$482,000 and \$499,000 in 2011, 2010 and 2009, respectively.

## Atrion Corporation

## Notes to Consolidated Financial Statements – (continued)

## (12) Commitments and Contingencies

From time to time and in the ordinary course of business, we may be subject to various claims, charges and litigation. In some cases, the claimants may seek damages, as well as other relief, which, if granted, could require significant expenditures. We accrue the estimated costs of settlement or damages when a loss is deemed probable and such costs are estimable, and accrue for legal costs associated with a loss contingency when a loss is probable and such amounts are estimable. Otherwise, these costs are expensed as incurred. If the estimate of a probable loss or defense costs is a range and no amount within the range is more likely, we accrue the minimum amount of the range. As of December 31, 2011 we had accrued \$109,000 for legal fees and expenses that we expect to incur in connection with the litigation or arbitration of two such matters.

We had a dispute which was favorably settled in the third quarter of 2007. This settlement was amended in December 2008. The amended settlement agreement provides that we may receive annual payments from 2009 through 2024. We have not recorded \$6.5 million in potential future payments under this settlement as of December 31, 2011 due to the uncertainty of payment.

We have arrangements with three of our executive officers pursuant to which the termination of their employment under certain circumstances would result in lump sum payments to them. Termination under such circumstances at December 31, 2011 could have resulted in payments aggregating \$4.6 million.

## (13) Subsequent Events

We evaluated all events or transactions that occurred after December 31, 2011 and determined we did not have any material recognizable subsequent events.

## (14) Quarterly Financial Data (Unaudited):

Quarter Ended	Operating Revenue	Operating Income	Net Income	Income Per Basic Share	Income Per Diluted Share
(In thousands, except per share amounts)					
03/31/11	\$ 30,589	\$ 10,096	\$ 6,858	\$ 3.40	\$ 3.38
06/30/11	31,139	10,437	7,019	3.48	3.46
09/30/11	30,457	10,004	6,774	3.35	3.33
12/31/11	25,519	7,631	5,388	2.67	2.65
03/31/10	\$ 26,902	\$ 7,038	\$ 4,697	\$ 2.33	\$ 2.31
06/30/10	27,881	8,180	5,431	2.69	2.67
09/30/10	27,156	8,003	5,400	2.68	2.66
12/31/10	26,630	7,755	5,423	2.69	2.67

The quarterly information presented above reflects, in the opinion of management, all adjustments necessary for a fair presentation of the results for the interim periods presented.





ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, evaluated our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of December 31, 2011. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, were effective as of December 31, 2011. There were no changes in our internal control over financial reporting for the fourth fiscal quarter ended December 31, 2011 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management, including our Chief Executive Officer and Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Our internal control system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. All internal control systems, no matter how well designed, have inherent limitations. A system of internal control may become inadequate over time because of changes in conditions or deterioration in the degree of compliance with the policies or procedures. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework. Based on this assessment, our management concluded that, as of December 31, 2011, our internal control over financial reporting was effective.

Grant Thornton LLP, an independent registered public accounting firm, has audited the consolidated financial statements included in this Report and, as part of its audit, has issued the following attestation report on the effectiveness of our internal control over financial reporting.

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
Atrion Corporation

We have audited Atrion Corporation's internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Atrion Corporation's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on Atrion Corporation's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Atrion Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Atrion Corporation and subsidiaries as of December 31, 2011 and 2010, and the related consolidated statements of income, changes in stockholders' equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2011, and our report dated March 12, 2012, expressed an unqualified opinion on those financial statements.

/s/ Grant Thornton LLP

Dallas, Texas  
March 12, 2012

-47-

---

ITEM 9B. OTHER INFORMATION

There was no information required to be disclosed in a report on Form 8-K during the three months ended December 31, 2011 that was not reported.

PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Certain information required by Part III is omitted from this Form 10-K and is incorporated herein by reference to our definitive proxy statement for our 2012 annual meeting of stockholders which we intend to file pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, within 120 days after December 31, 2011.

Directors

The information for this item relating to our directors is incorporated by reference from our definitive proxy statement to be held in connection with our 2012 annual meeting of stockholders.

Executive Officers

The information required by this item relating to executive officers is set forth in Part I of this report.

The information required by Item 405 of Regulation S-K is incorporated by reference from our definitive proxy statement to be filed in connection with our 2012 annual meeting of stockholders.

We have adopted a Code of Business Conduct that applies to all of our directors, officers and employees. The Code of Business Conduct will be provided to any person, without charge, upon request addressed to: Corporate Secretary, Atrion Corporation, One Allentown Parkway, Allen, Texas 75002.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference from our definitive proxy statement to be filed in connection with our 2012 annual meeting of stockholders.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information contained in the section entitled "Securities Ownership" in our definitive proxy statement to be filed in connection with our 2012 annual meeting of stockholders is incorporated herein by reference.

## Equity Compensation Plan Information

The following table provides certain information about securities authorized for issuance under our equity compensation plans as of December 31, 2011:

Plan Category	Number of securities to be issued upon exercise of outstanding options (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (1)	64,588	\$ 77.99	(2) 98,486
Equity compensation plans not approved by security holders(3)	254	-	2,945 (4)
Total	64,842	\$ 77.99	101,431

(1) Consists of shares of our common stock authorized for issuance under our 1997 Stock Incentive Plan and our Amended and Restated 2006 Equity Incentive Plan, or 2006 Plan. The number of shares available for issuance under both plans is subject to equitable adjustment by the Compensation Committee of the Board of Directors in the event of any change in our capitalization, including, without limitation, a stock dividend or stock split. For more information regarding these plans, see Note 8 of the Notes to Consolidated Financial Statements presented in Part II, Item 8 of this Form 10-K.

(2) The deferred stock units and restricted stock units awarded under our 2006 Plan are excluded from the calculation of the weighted average exercise price.

(3) Consists of our Deferred Compensation Plan for Non-Employee Directors, or Deferred Compensation Plan, and our Non-Employee Director Stock Purchase Plan, or Director Stock Purchase plan. For more information regarding these plans, see Note 8 of the Notes to Consolidated Financial Statements presented in Part II, Item 8 of this Form 10-K.

(4) The Deferred Compensation Plan and the Director Stock Purchase Plan do not provide for a specified limit on the number of shares of our common stock that may be issued thereunder. The 2,945 shares shown as available for future issuance (1,765 shares under the Deferred Compensation Plan and 1,180 shares under the Director Stock Purchase Plan) reflect the number of shares initially reserved, in the aggregate, for issuance under those plans less the number of shares of our common stock issued or to be issued with respect to stock units that have been credited to non-employee directors' stock unit accounts under the Deferred Compensation Plan and our stock that has been purchased under the Director Stock Purchase Plan on or before December 31, 2011.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference from our definitive proxy statement to be filed in connection with our 2012 annual meeting of stockholders.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference from our definitive proxy statement to be filed in connection with our 2012 annual meeting of stockholders.

## PART IV

## ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this report on Form 10-K:

1. Financial Statements of the Company:

Report of Independent Registered Public Accounting Firm

Consolidated Statements of Income

Consolidated Balance Sheets

Consolidated Statements of Cash Flows

Consolidated Statement of Changes in Stockholders Equity and Comprehensive Income

2. Financial Statement Schedules:

Schedule II – Consolidated Valuation and Qualifying Accounts

	Allowance for Doubtful Receivables December 31,		
	2011	2010	2009
	(in thousands)		
Beginning balance	\$36	\$61	\$31
Additions charged to expense	40	18	67
Deductions from reserve	(23 )	(43 )	(37 )
Recovery	(11 )	-	-
Ending balance	\$42	\$36	\$61

All other financial statement schedules have been omitted since the required information is included in the consolidated financial statements or the notes thereto or is not applicable or required.

3. Exhibits. Reference as made to Item 15(b) of this report on Form 10-K.

(b) Exhibits



Edgar Filing: MESABI TRUST - Form DEF 14A

Exhibit Numbers	Description
3a	Certificate of Incorporation of Atrion Corporation, dated December 30, 1996 (1)
3b	Bylaws of Atrion Corporation (as last amended on February 20, 2012) (2)
10a*	Atrion Corporation 1997 Stock Incentive Plan (3)
10b*	Form of Award Agreement for Nonqualified Stock Option for Director for 1997 Stock Incentive Plan (4)
10c*	Severance Plan for Chief Financial Officer (5)
10d*	Amended and Restated Employment Agreement for Chairman (6)
10e*	First Amendment to Amended and Restated Employment Agreement for Chairman (7)
10f*	Amended and Restated Atrion Corporation 2006 Equity Incentive Plan (as last amended on May 26, 2011) (8)
10g*	Form of Award Agreement for Incentive Stock Option under the Atrion Corporation 2006 Equity Incentive Plan (9)
10h*	Form of Award Agreement for Non-Qualified Stock Option under the Atrion Corporation 2006 Equity Incentive Plan (10)
10i*	Form of Award Agreement for Restricted Stock under the Atrion Corporation 2006 Equity Incentive Plan (11)
10j*	Form of Award Agreement for Incentive Stock Option Award under Amended and Restated Atrion Corporation 2006 Equity Incentive Plan(12)
10k*	Form of Award Agreement for Non-Qualified Stock Option Award under Amended and Restated Atrion Corporation 2006 Equity Incentive Plan(13)
10l*	Form of Award Agreement for Common Stock Award under Amended and Restated Atrion Corporation 2006 Equity Incentive Plan(14)
10m*	Form of Award Agreement for Restricted Stock Award under Amended and Restated Atrion Corporation 2006 Equity Incentive Plan(15)
10n*	Form of Award Agreement for Restricted Stock Units Award under Amended and Restated Atrion Corporation 2006 Equity Incentive Plan(16)
10o*	Non-Employee Directors Stock Purchase Plan (as amended and restated as of December 2, 2008) (17)
10p*	Form of Stock Purchase Election Form – Non-Employee Director Stock Purchase Plan (18)
10q*	Deferred Compensation Plan for Non-Employee Directors (as amended and restated as of December 2, 2008) (19)
10r*	Form of Deferred Fee Election Form – Deferred Compensation Plan for Non-Employee Directors (20)
10s*	Incentive Compensation Plan for Chief Financial Officer for Calendar Years Beginning 2007 (21)
10t*	Halkey-Roberts Corporation Incentive Compensation Plan (22)
10u*	Change in Control Agreement for President (23)
10v*	Form of Indemnification Agreement for Directors and Executive Officers (24)
13.1	Stock Performance Graph (24)
21	Subsidiaries of Atrion Corporation as of December 31, 2011 (24)
23	Consent of Grant Thornton LLP (24)
31.1	Sarbanes-Oxley Act Section 302 Certification of Chief Executive Officer (24)
31.2	Sarbanes-Oxley Act Section 302 Certification of Chief Financial Officer (24)
32.1	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes – Oxley Act Of 2002 (24)
32.2	Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of The Sarbanes – Oxley Act Of 2002 (24)
101.INS**	XBRL Instance Document
101.SCH**	XBRL Taxonomy Extension Schema Document

Edgar Filing: MESABI TRUST - Form DEF 14A

101.CAL\*\* XBRL Taxonomy Extension Calculation Linkbase Document  
101.DEF\*\* XBRL Taxonomy Extension Definition Linkbase Document  
101.LAB\*\* XBRL Taxonomy Extension Label Linkbase Document  
101.PRE\*\* XBRL Taxonomy Extension Presentation Linkbase Document

-51-

---

Notes

- (1) Incorporated by reference to Appendix B to the Definitive Proxy Statement of the Company filed January 10, 1997.
- (2) Incorporated by reference to Exhibit 3.1 to the Form 8-K of Atrion Corporation filed February 23, 2012
- (3) Incorporated by reference to Exhibit 4.4(b) to the Form S-8 of Atrion Corporation filed June 10, 1998 (File No. 333-56509).
- (4) Incorporated by reference to Exhibit 4.7 to the Form S-8 of Atrion Corporation filed June 10, 1998 (File No. 333-56509).
- (5) Incorporated by reference to Exhibit 10b to Form 10-Q of Atrion Corporation filed May 12, 2000.
- (6) Incorporated by reference to Exhibit 10.1 to Form 10-Q of Atrion Corporation filed November 6, 2006.
- (7) Incorporated by reference to Exhibit 10.1 to Form 8-K of Atrion Corporation filed May 27, 2011.
- (8) Incorporated by reference to Exhibit 10.1 to Form 10-Q of Atrion Corporation filed on August 4, 2011.
- (9) Incorporated by reference to Exhibit 10.2 to Form 10-Q of Atrion Corporation filed August 8, 2006.
- (10) Incorporated by reference to Exhibit 10.3 to Form 10-Q of Atrion Corporation filed August 8, 2006.
- (11) Incorporated by reference to Exhibit 10.4 to Form 10-Q of Atrion Corporation filed August 8, 2006.
- (12) Incorporated by reference to Exhibit 10.2 to Form 10-Q of Atrion Corporation filed August 4, 2011.
- (13) Incorporated by reference to Exhibit 10.3 to Form 10-Q of Atrion Corporation filed August 4, 2011.
- (14) Incorporated by reference to Exhibit 10.4 to Form 10-Q of Atrion Corporation filed August 4, 2011.
- (15) Incorporated by reference to Exhibit 10.5 to Form 10-Q of Atrion Corporation filed August 4, 2011.
- (16) Incorporated by reference to Exhibit 10.6 to Form 10-Q of Atrion Corporation filed August 4, 2011.
- (17) Incorporated by reference to Exhibit 10l to Form 10-K of Atrion Corporation filed March 13, 2009.
- (18) Incorporated by reference to Exhibit 10.1 to the Form S-8 of Atrion Corporation filed June 27, 2007 (File No. 333-144085).
- (19) Incorporated by reference to Exhibit 10n to Form 10-K of Atrion Corporation filed March 13, 2009.
- (20) Incorporated by reference to Exhibit 10.1 to the Form S-8 of Atrion Corporation filed June 27, 2007 (File No. 333-144086).
- (21) Incorporated by reference to Exhibit 10.5 to Form 10-Q of Atrion Corporation filed August 7, 2007.
- (22) Incorporated by reference to Exhibit 10.6 to Form 10-Q of Atrion Corporation filed August 7, 2007.

(23) Incorporated by reference to Exhibit 10.1 to Form 10-Q of Atrion Corporation filed May 8, 2009.

(24) Filed herewith.

\* Management Contract or Compensatory Plan or Arrangement

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed for purposes of Section 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934. In accordance with Rule 406T of Regulation S-T, the XBRL information in Exhibit 101 of this Form 10-K shall not be subject to liability of Section 18 of the Securities Exchange Act of 1934 and shall not be part of any registration statement or other document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

-52-

---

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Atrion Corporation

By: /s/ David A. Battat  
David A. Battat  
President and Chief  
Executive Officer

Dated: March 12, 2012

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David A. Battat David A. Battat	President and Chief Executive Officer (Principal Executive Officer)	March 12, 2012
/s/ Jeffery Strickland Jeffery Strickland	Vice President, Chief Financial Officer and Secretary-Treasurer (Principal Financial and Accounting Officer)	March 12, 2012
/s/ Emile A Battat Emile A Battat	Chairman	March 12, 2012
/s/ Hugh J. Morgan, Jr. Hugh J. Morgan, Jr.	Director	March 12, 2012
/s/ Roger F. Stebbing Roger F. Stebbing	Director	March 12, 2012
/s/ John P. Stupp, Jr. John P. Stupp, Jr.	Director	March 12, 2012
/s/ Ronald N. Spaulding Ronald N. Spaulding	Director	March 12, 2012

