

# SECURITIES AND EXCHANGE COMMISSION

## FORM DEF 14A

Definitive proxy statements

Filing Date: **1994-01-21** | Period of Report: **1994-03-07**  
SEC Accession No. **0000950114-94-000003**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **PETROLITE CORP**

CIK: **77943** | IRS No.: **430617572** | State of Incorporation: **DE** | Fiscal Year End: **1031**  
Type: **DEF 14A** | Act: **34** | File No.: **000-00685** | Film No.: **94502161**  
SIC: **2890** Miscellaneous chemical products

Mailing Address  
369 MARSHALL AVENUE  
ST LOUIS MO 63119

Business Address  
369 MARSHALL AVENUE  
ST LOUIS MO 63119  
3149613500

SCHEDULE 14A INFORMATION  
PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant  /

Filed by a Party other than the Registrant  /

Check the appropriate box:

/ Preliminary Proxy Statement

/ Definitive Proxy Statement

/ Definitive Additional Materials

/ Soliciting Material Pursuant to Section 240.14a-11(c) or Section 240.14a-12

Petrolite Corporation

-----  
(Name of Registrant as Specified In Its Charter)

Charles R. Miller

-----  
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/ \$125 per Exchange Act Rules 0-11(c) (1) (ii), 14a-6(i) (1), or 14a-6(j) (2).

/ \$500 per each party to the controversy pursuant to Exchange Act Rule 14a-6(i) (3).

/ Fee computed on table below per Exchange Act Rules 14a-6(i) (4) 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:\*1\*

-----

4) Proposed maximum aggregate value of transaction:

-----

\*1\* Set forth the amount on which the filing fee is calculated and state how it was determined.

/ 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:

-----

Notice of  
ANNUAL MEETING  
and  
PROXY STATEMENT  
Annual Meeting of Stockholders  
MARCH 7, 1994

PETROLITE CORPORATION  
369 MARSHALL AVENUE  
ST. LOUIS, MISSOURI 63119  
(314) 961-3500  
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
TO BE HELD MARCH 7, 1994

TO THE STOCKHOLDERS OF  
PETROLITE CORPORATION:

The Annual Meeting of the Stockholders of Petrolite Corporation, a Delaware corporation, will be held at 11:00 o'clock a.m., Central Standard Time, on Monday, March 7, 1994, in Conference Room 1 on the Atrium Level at Boatmen's Plaza, 800 Market Street, St. Louis, Missouri for the following purposes:

1. To elect ten Directors.
2. To transact such other business as may properly come before the meeting or any adjournment or adjournments thereof.

Only stockholders of record at the close of business on January 7, 1994, are entitled to notice of and to vote at the meeting or any adjournment or adjournments thereof.

By order of the Board of Directors  
  
CHARLES R. MILLER  
Secretary

January 20, 1994

IF YOU DO NOT EXPECT TO BE PRESENT AT THE MEETING, PLEASE COMPLETE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ENCLOSED POSTAGE PREPAID ENVELOPE. YOUR GRANT OF THE PROXY WILL NOT AFFECT YOUR RIGHT TO VOTE IN PERSON SHOULD YOU DECIDE TO ATTEND THE MEETING.

PETROLITE CORPORATION  
369 MARSHALL AVENUE  
ST. LOUIS, MISSOURI 63119  
(314) 961-3500  
PROXY STATEMENT  
FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD  
MARCH 7, 1994

This Proxy Statement is furnished in connection with the solicitation of Proxies by the Board of Directors of Petrolite Corporation (hereinafter called the "Company") for use at the Annual Meeting of Stockholders to be held in accordance with the foregoing notice (the "Annual Meeting"). It is anticipated that this Proxy Statement, together with the Proxy and the 1993 Annual Report to Stockholders, will be mailed to the Company's stockholders on or about January 21, 1994.

#### PROXY SOLICITATION

THE ENCLOSED PROXY IS SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY. All Proxies in the enclosed form which are executed properly and returned to the Company will be voted at the Annual Meeting, or any adjournment or adjournments thereof, in accordance with the instructions of such Proxies and, if no contrary instructions are given, FOR the Directors nominated by the Board of Directors. A stockholder executing and returning a Proxy has the power to revoke it at any time before it is exercised by either executing and delivering a later-dated Proxy to the Secretary of the Company, or by delivering a duly-executed written revocation of such Proxy to the Secretary of the Company.

The inspectors of election will treat shares represented by properly signed and returned Proxies that reflect abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum and for purposes of determining the outcome of any question submitted to the stockholders for a vote. Except as otherwise noted herein, abstentions do not constitute a vote "for" or "against" a question and will be disregarded in the calculation of the votes cast.

"Broker non-votes" are those shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote, and as to which the broker or nominee does not have the discretionary power to vote on a particular question. The inspectors of election will treat "broker non-votes" as shares that are present and entitled to vote for purposes of establishing a quorum. For purposes of determining the outcome of any question as to which the broker has physically indicated on the Proxy that it does not have discretionary authority to vote, these shares will be treated as not present and not entitled to vote with respect to that question, even though those shares are considered entitled to vote for quorum purposes and may be entitled to vote on other questions.

Other than the election of Directors, the Company does not know of any matters which are to come before the meeting. If any other matters are presented properly to the meeting for action, it is intended that the persons named in the accompanying form of Proxy, and acting thereunder, will vote in accordance with their best judgment on such matters.

The Company will bear the entire cost of preparing, assembling, printing and mailing this Proxy Statement, the Proxy, and any additional material which may be furnished to brokerage houses, banks, fiduciaries and custodians to forward to their principals, and the Company may reimburse them for their expense in so doing. The Company will not pay any commission or remuneration to any person for any solicitation of Proxies.

2

5

#### VOTING SECURITIES

Stockholders of record at the close of business on January 7, 1994, are entitled to notice of and to vote at the Annual Meeting. The Company had outstanding on that date 11,294,271 shares of capital stock (after deducting 907,326 held in treasury). Each outstanding share of capital stock is entitled to one vote on all matters coming before the Annual Meeting. The presence, either in person or by Proxy, of persons entitled to cast a majority of such votes constitutes a quorum for the transaction of business at the Annual Meeting.

<TABLE>

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following tabulation shows the holdings of each person who owns of record, or who is known by the Company to own beneficially, more than five percent (5%) of the Company's capital stock. Except as indicated otherwise, these beneficial owners possess sole voting and sole dispositive power with respect to the total number of shares

reported.

<CAPTION>

NAME AND ADDRESS OF BENEFICIAL OWNER -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF CLASS -----
<S> Wm. S. Barnickel & Company P.O. Box 190189 St. Louis, MO 63119-6189	<C> 5,337,360 (1)	<C> 47.3%
Boatmen's Bancshares, Inc. 100 North Broadway St. Louis, MO 63102	953,747 (1) (2)	8.4%
Mitchell Hutchins Institutional Investors Inc. 1285 Avenue of the Americas New York, NY 10019	741,377 (3)	6.6%

</TABLE>

The following tabulation sets forth the number and percentage of shares of the Company's capital stock beneficially owned, directly or indirectly, by each of the Company's Directors, Director Nominees, and Named Executive Officers and by the Directors and Executive Officers of the Company as a group. Except as noted otherwise, such persons possess sole voting and sole dispositive power with respect to the entire number of shares reported. With respect to the Directors, except for Mr. Cornelsen and Mr. Nasser, the amount shown includes 2,000 shares deemed to be outstanding pursuant to stock options that are presently exercisable.

DIRECTORS, DIRECTOR NOMINEES AND NAMED EXECUTIVE OFFICERS

<TABLE>

DIRECTORS AND DIRECTOR NOMINEES

<CAPTION>

NAME OF BENEFICIAL OWNER -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF CLASS -----
<S> Paul F. Cornelsen	<C> 3,100	<C> *
Andrew B. Craig, III	3,000	*
Louis Fernandez	3,000	*
Paul H. Hatfield	500	*
Michael V. Janes	126,300 (4)	1%
William E. Maritz	3,000	*
James E. McCormick	3,000	*
William E. Nasser	14,463 (5)	*
Richard L. O'Shields	500	*
Thomas P. Reidy	3,000	*

<FN>

- - - - -

\*Less than 1%

</TABLE>

3

6

<TABLE>

NAMED EXECUTIVE OFFICERS

<CAPTION>

NAME OF BENEFICIAL OWNER -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF CLASS -----
<S> Jasper S. Titone	<C> 13,423 (5)	<C> *
Toby R. Graves	3,520 (5)	*
Richard J. Seidel	10,302 (5)	*
Ralph J. Churchill	471 (5)	*
All Directors and Officers as a group (21 persons)	223,508 (6)	2%

<FN>

- - - - -

\*Less than 1%

Note (1): Ninety percent of the outstanding capital stock of Wm. S. Barnickel & Company is held by a trust established under the will of William S. Barnickel, deceased, of which Michael V. Janes and Boatmen's Trust Company, a subsidiary of Boatmen's Bancshares, Inc., serve as co-trustees. The co-trustees share voting and dispositive power over the trust assets. The death of Genevieve B. Janes on August 27, 1993, terminated the trust. The assets of the trust, including the shares of Wm. S. Barnickel & Company, continue to be held by the trustees pending distribution of the trust assets. The remaining shares of stock of Wm. S. Barnickel & Company are held by two other trusts, of which Boatmen's Trust Company serves as Trustee.

Note (2): Shares shown are held by Boatmen's Bancshares, Inc., and its subsidiary companies, which companies have shared voting power over 140,434 shares and shared dispositive power over 221,304 shares. Information presented as of November 30, 1993.

Note (3): Mitchell Hutchins Institutional Investors Inc. possesses shared voting and dispositive power over all of the shares shown. Information presented as of February 11, 1993.

Note (4): Includes 60,800 shares held in trust over which Mr. Janes, as one of three co-trustees, shares voting and investment powers, and includes 2,700 shares with respect to which Mr. Janes disclaims beneficial ownership. Excludes 5,337,360 shares held by Wm. S. Barnickel & Company, 90% of the capital shares of which are held by a trust established under the will of William S. Barnickel, deceased. Mr. Janes serves as one of two co-trustees of such trust and has shared voting and dispositive power with respect to the trust assets. (See Note (1)). Mr. Janes is a Director and Officer of Wm. S. Barnickel & Company.

Note (5): The amount shown includes shares which are deemed to be outstanding pursuant to stock options that are presently exercisable or are exercisable within sixty days of January 7, 1994, as follows: Mr. Nasser, 5,000; Mr. Titone, 7,500; Dr. Graves, 1,000; Mr. Seidel, 6,000. The amount shown includes shares of capital stock held in trust for the benefit of individual Officers through the Company Employees' Savings Plan, as follows: Mr. Nasser, 3,805; Mr. Titone, 1,736; Dr. Graves, 1,729; Mr. Seidel, 3,445; Dr. Churchill, 471. The participants share investment authority with the Plan trustee, and the shares are voted by the Plan trustee. (Savings Plan information presented as of September 30, 1993.)

Note (6): The amount shown includes 48,700 shares which are deemed to be outstanding pursuant to stock options that are presently exercisable, or are exercisable within sixty days of January 7, 1994. The amount shown includes 21,714 shares held in trust for the benefit of individual Officers through the Company Employees' Savings Plan. (Savings Plan information presented as of September 30, 1993.)

</TABLE>

ELECTION OF DIRECTORS

Ten Directors, comprising the entire membership of the Board of Directors of the Company, are to be elected at the Annual Meeting. Unless contrary instructions are given, Proxies will be voted for the following named persons, each to hold the office of Director for the ensuing year, subject to the provisions of the By-Laws. If, for unforeseen reasons, any of such nominees should be unable to serve as Director, it is intended that Proxies not limited to the contrary will be voted in favor of the election as Director of such other person or persons as the Proxy holder may determine.

<TABLE>

The following information is submitted with respect to nominees for election as Director. Unless indicated otherwise, each person listed below has served in his present occupation for at least five years.

<CAPTION>

NAME	NOTES	AGE	CURRENT POSITIONS AND OFFICE WITH THE COMPANY	SERVED AS DIRECTOR SINCE
Paul F. Cornelsen.....	(1) (3)	70	Director	1979
Andrew B. Craig, III.....	(1) (3)	62	Director	1989
Louis Fernandez.....	(2)	69	Director	1983
Paul H. Hatfield.....		58	-	-
Michael V. Janes.....	(1) (2)	52	Director	1988
William E. Maritz.....	(3) (4)	65	Director	1986
James E. McCormick.....	(2) (4)	66	Director	1992
William E. Nasser.....	(1)	54	Chairman of the Board, President and Chief Executive Officer	1988
Richard L. O'Shields.....		68	-	-
Thomas P. Reidy.....	(3) (4)	65	Director	1985

<FN>  
- - - - -

Note (1): Member, Executive Committee of Board of Directors.

Note (2): Member, Audit Committee of Board of Directors.

Note (3): Member, Compensation Committee of Board of Directors.

Note (4): Member, Nominating Committee of Board of Directors.

</TABLE>

BUSINESS EXPERIENCE DURING THE PAST FIVE YEARS AND DIRECTORSHIPS OF NOMINEES FOR ELECTION AS DIRECTORS

PAUL F. CORNELSEN: Mr. Cornelsen, a Director of the Company since 1979, previously served as Chairman and Chief Executive Officer of MiTek, Inc. (formerly MiTek Industries, Inc.), an international parent company whose subsidiaries principally manufacture engineered components for the building construction industry. He also is a Director of DEKALB Genetics Corporation.

ANDREW B. CRAIG, III: Mr. Craig, a Director of the Company since 1989, is Chairman, President and Chief Executive Officer of Boatmen's Bancshares, Inc. He also is a Director of Anheuser-Busch Companies, Inc., and a Trustee of Washington University in St. Louis.

LOUIS FERNANDEZ: Dr. Fernandez, a Director of the Company since 1983, previously served as Chairman, President and Chief Executive Officer of Celgene Corporation. He formerly was the Chairman of Monsanto Company. He also is a Director of Boehringer Ingelheim Corporation, IMCERA

Group, Inc., A. G. Edwards and Sons, Inc., Alteon, Inc., and Arcturus Pharmaceutical Corporation.

PAUL H. HATFIELD: Mr. Hatfield is President and Chief Executive Officer of Protein Technologies International, a Ralston Purina Company based in St. Louis, Missouri. Protein Technologies International is technology based, with its primary product line of soy protein based food ingredients marketed with direct account management, sales and technical support people in over forty countries. He also is a director of DEKALB Genetics Corporation, Japan American Society, and Stout Industries.

MICHAEL V. JANES: Mr. Janes, a Director of the Company since 1988, is engaged in private investments. He also is a Director of Wm. S. Barnickel & Company and Gross & Janes Company.

5

8

WILLIAM E. MARITZ: Mr. Maritz, a Director of the Company since 1986, is Chairman and Chief Executive Officer of Maritz, Inc., a performance improvement, travel, communications, training and marketing research company. He also is a Director of General American Life Insurance Company, Brown Group, Boatmen's Bancshares, Inc., and a Trustee of Washington University in St. Louis.

JAMES E. MCCORMICK: Mr. McCormick, a Director of the Company since 1992, previously served as President and Chief Operating Officer of Oryx Energy Company and as President and Chief Operating Officer of Sun Exploration and Production Company. He also is a Director of Lone Star Technology, B. J. Services, Snyder Oil Corporation and Texas Commerce Bank.

WILLIAM E. NASSER: Mr. Nasser, a Director of the Company since 1988, was elected Chairman and Chief Executive Officer of the Company in February, 1992. He has served as President of the Company since May, 1988. He has been with the Company since 1962, serving previously as Vice President and General Manager of Petrolite's Specialty Polymers Group. He also is a Director of The Boatmen's National Bank of St. Louis and Energy BioSystems Corporation.

RICHARD L. O'SHIELDS: Mr. O'Shields previously served as Chairman and Chief Executive Officer of Panhandle Eastern Corporation, operator of one of the major interstate gas pipeline systems in the nation. He also is a Director of Daniel Industries, Inc., and a member of the National Advisory Board for First Commercial Bank of Little Rock, Arkansas.

THOMAS P. REIDY: Mr. Reidy, a Director of the Company since 1985, is the President and Chief Executive Officer of Reidy International, Inc., an oil and gas exploration company.

#### BOARD OF DIRECTORS AND COMMITTEES OF THE BOARD OF DIRECTORS

During fiscal year 1993, the Company's Board of Directors held eight meetings. The Board has established the following standing Committees: Executive Committee, Audit Committee, Compensation Committee, and Nominating Committee. Each Director attended at least 75% or more of the aggregate of the meetings of the Board of Directors and of the Committees of the Board of Directors on which he served.

The Executive Committee (established in 1963) met three times in fiscal year 1993. The Committee exercises the powers of the Board in directing the management of the business and affairs of the Company between meetings of the Board (except for certain matters reserved to the Board).

The Audit Committee (established in 1975) met three times in fiscal year 1993. The Committee reviews the scope and procedures of the audit activities of both the independent accountants and the Company's internal auditors, and reviews the reports on their examinations, together with any recommendations concerning internal controls. It also reviews reports from the Company's financial management, general counsel, independent auditors and internal auditors on compliance with corporate policies and the adequacy of the Company's internal accounting controls. In order to assure complete independence, the Committee meets regularly with the independent accountants, both prior to and subsequent to the annual audit. The Committee also reviews the scope of the non-audit professional services provided by the independent accountants. The Committee also is responsible for recommending to the full Board the firm of independent accountants to be retained each year.



The Compensation Committee (established in 1977) met five times in fiscal year 1993. The Committee, which is composed solely of outside Directors, reviews the competency and effectiveness of the management of the Company, reviews the soundness and adequacy of the Company's compensation programs, approves compensation for senior Officers of the Company, reviews the adequacy of compensation of senior management of the Company, and formulates and administers the Company's special compensation programs. The Committee members are "disinterested persons" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934. The Committee administers the Company's stock incentive plans.

The Nominating Committee (established in 1991) did not meet in fiscal year 1993. The Committee recommends individuals for election to the Board. The Committee will consider nominees

6

9

recommended by stockholders to be considered for the 1995 Annual Meeting of Stockholders. Any such recommendations must be submitted in writing to the corporate office no later than October 5, 1994.

#### CERTAIN TRANSACTIONS

During fiscal year 1993, the Company and its subsidiaries engaged, in the ordinary course of business, in various types of transactions with other corporations with which Directors of the Company are associated either as Officers or Directors. It is expected that the Company and its subsidiaries will continue to engage in such transactions. The Company does not consider the amounts involved in such transactions to be material in relation to the businesses of such other corporations or the interests of the Directors involved.

#### COMPENSATION OF EXECUTIVE OFFICERS COMPENSATION COMMITTEE REPORT TO STOCKHOLDERS

The Compensation Committee of the Board of Directors (the "Committee") reviews the competency and effectiveness of the management of the Company, reviews the soundness and adequacy of the Company's compensation and benefit programs, and administers the Company's stock incentive plans. In fulfilling these responsibilities the Committee evaluates the performance of the Chief Executive Officer and other executive officers and determines their compensation levels in terms of base salary, variable incentive compensation, stock options, and related benefits, all subject to Board approval.

#### COMPENSATION PHILOSOPHY

The Company's base and incentive compensation programs reward individual and team performance on both quantitative and qualitative factors. The Company's philosophy of total compensation is to combine a competitive base salary with incentive plans that link Company financial results to individual compensation, thus aligning the Company's compensation system with shareholder value.

Base salaries are competitive with market rates and are based on an internal evaluation of the responsibilities required of each position. Increases to base salaries are based on annual supervisor reviews and are intended to recognize individual performance that contributes to Company growth.

The Company's incentive compensation programs for fiscal year 1993 linked the total compensation of the Company's key employees to increases in sales revenues, pretax earnings, and year-to-year increases in return on sales. Since 1988, when participation in incentive compensation plans was limited to less than 20% of executives and sales personnel, the Company has broadened participation in these plans to include key division support employees, marketing and technical support employees, corporate executives, and key corporate managers. Presently about 60% of all salaried employees are included in such plans, all designed to reward increases in profitability and shareholder value.

The Company's total compensation approach reflects its divisional structure. The performance of each of the Company's strategic business units is measured separately, and year-end incentive compensation payments for division employees are awarded accordingly. Incentive payments for corporate executives and key corporate managers are linked to the overall performance of the Company.

Within the divisions, year-end incentive compensation payments for fiscal year 1993 were based on an employee's job function. For division

executives, marketing, technical, and other key division personnel, incentive compensation payments were linked to the employee's contribution to overall profitability. For division sales personnel, incentive compensation payments were based on the increase in sales contribution dollars (defined as sales revenues less certain costs) over the prior year.

7

10

Incentive compensation payments to division staff support, marketing, and technical support employees were based either on the increase in regional contribution to the Company's profits or on the increase in the Division's pretax earnings and return on sales. Incentive compensation payments to key division management employees were based on pretax earnings growth, increased return on sales, and performance against the annual business plan.

Corporate executives and key corporate managers were eligible to receive incentive compensation payments based on the growth in pre-tax earnings and in return on sales, which were based on the business plans. The operation of the Company's incentive plans and the potential payments thereunder were provided in writing to eligible employees at the beginning of each fiscal year.

#### COMPENSATION REPORT

The Company's total compensation philosophy is premised on the integration of base salary, variable incentive compensation, stock option grants and other benefits to offer appropriate compensation to Company employees. The following is a summary of the compensation reported for fiscal year 1993:

#### BASE SALARY

In reviewing base salaries, the Committee relies on independent industry surveys to assess salary competitiveness. The base salaries offered to the Company's executive officers tend to fall between the 60th and 75th percentile of the ranges identified by industry surveys. The Committee believes the Company's competitors for executive talent are not limited to those that would be included in a peer group reviewed to compare stockholder returns. For this reason, the companies analyzed for compensation purposes are not necessarily the same as the peer group index in the Comparison of Five Year Cumulative Total Return graph included in this Proxy Statement.

Approved salary increases are awarded annually on February 1 to ensure fairness across the Company and to reflect both the previous fiscal year's operating results and individual employee performance. In 1993 about 68% of all salaried employees received some percentage increase in base salary.

#### VARIABLE COMPENSATION INCENTIVE PLANS

The Company provides opportunities for compensation above the base salary level through its incentive compensation plans.

#### ANNUAL INCENTIVE PLAN

Participants in this plan were selected by the Committee from officers and key employees of the Company and its affiliates. The total number of participants may not exceed 5% of the Company employees worldwide. Annual incentive compensation payments were based on target amounts, which ranged from 20% to 70% of a participant's base salary, selected by the Committee when an individual was designated to participate in the Plan. The actual annual incentive compensation payment was based on pretax earnings and return on sales for the fiscal year.

For fiscal year 1993, 90% of key division management employees and 94% of corporate executives and key corporate managers received an incentive compensation payment. These payments were based on an increase in pretax earnings of 26.5% and an increase in return on sales of 18.5% from the previous year and, at the division level, actual results compared to the business plan. Fully 63% of the target amounts for fiscal year 1993 were paid out to the participants. By comparison, 90% of eligible sales, marketing, technical, and divisional staff employees received an incentive payment under other incentive plans established by the Company and described previously in this report.

#### 1993 STOCK INCENTIVE PLAN

During fiscal year 1993 the Committee limited the options granted under this Plan to the Chief Executive Officer and key senior managers. The option grants are designed to retain these key

8

11

managers and to motivate them to improve the Company's long-term market performance, thus aligning more closely their interests with those of stockholders.

The Committee considered data on general manufacturing industry practices in determining the number of stock options to be granted. The data included a survey of long-term incentive plans maintained by companies with annual sales under \$1 billion. The Committee set the long-term incentive amounts at a level consistent with the 50th percentile of amounts shown in the survey.

The figure calculated then was converted into a number of stock options using the Black-Scholes option pricing model. The number of stock options was multiplied by four to reflect a four-year up-front grant. The Committee then adjusted the figures to reflect the Committee's judgment about each optionee's relative job scope and responsibility with the Company. Because the number of options granted under the Company's 1987 Stock Incentive Plan varied only slightly from optionee to optionee, the number of options granted under the 1987 Plan were not a factor considered in granting options under the 1993 Plan.

The Committee granted options in two groups with different performance criteria. The performance criteria are summarized in the footnotes to the table showing Options Granted in FY 1993 on page 11 of this proxy statement.

In the event that any person or group, as defined in Sections 13(d) or 14(d)(2) of the Securities Exchange Act of 1934, as amended, other than the Company, acquires directly or indirectly ownership of 51% or more of the outstanding capital stock of the Company or acquires substantially all of its assets, all stock options granted under the 1993 Plan will become exercisable for a period of one year, regardless of whether the applicable performance targets have been met.

#### COMPENSATION OF THE CHIEF EXECUTIVE OFFICER

In reviewing the fiscal 1993 base salary for the Company's Chairman and Chief Executive Officer, Mr. William E. Nasser, the Committee considered the demonstrated leadership he brings to the Company based on his 30 years of experience with the Company. The Committee considered his development and implementation of policies and practices that are consistent with the strategic operating principles and that contributed to eight consecutive quarters of improvement in profitability and shareholder return prior to February 1, 1993. An assessment of CEO compensation within other companies of similar size and profitability, both inside and outside the industry, also was reviewed.

In addition, the Committee noted that Mr. Nasser's base salary had not been increased since February, 1990. In light of all these factors, Mr. Nasser's base salary was increased 6.3% in February, 1993. The Committee undertook a similar assessment in recommending the grant of stock options to Mr. Nasser, subject to the performance criteria discussed in the table showing Options Granted in FY 1993.

Finally, based on the Company's 1993 achievements, including sales growth of 10.6%, an increase in pretax earnings of 26.5%, a growth in earnings per share of 25.5%, and Mr. Nasser's personal performance, the Committee recommended and the Board approved an incentive compensation payment of \$193,463, which was 58.6% of his base salary.

This Compensation Committee Report shall not be deemed incorporated by reference by any general statement incorporating by reference this Proxy Statement into any filing under the Securities Act or Exchange Act, except to the extent the Company specifically incorporates this report by reference, and otherwise shall not be deemed filed under such Acts.

Andrew B. Craig, III  
William E. Maritz  
Thomas P. Reidy  
Paul F. Cornelsen, Chairman

9

## COMPENSATION OF EXECUTIVE OFFICERS

## SUMMARY COMPENSATION TABLE

The following table sets forth information concerning the compensation for services to the Company in all capacities for the fiscal years ended October 31, 1993, October 31, 1992, and October 31, 1991, of those persons who were, respectively at October 31, 1993, (i) the Company's Chief Executive Officer and (ii) the four other most highly compensated Executive Officers of the Company whose annual salary and bonus for the fiscal year ended October 31, 1993, exceeded \$100,000 (collectively the "Named Executive Officers").

&lt;TABLE&gt;

## SUMMARY COMPENSATION TABLE

&lt;CAPTION&gt;

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG-TERM COMPENSATION		
		SALARY	BONUS (1)	OTHER ANNUAL COMPENSATION	RESTRICTED STOCK UNIT (S) (2)	STOCK OPTION GRANTS (3) #	ALL OTHER COMPENSATION (4)
William E. Nasser Chairman of the Board, President and Chief Executive Officer	1993	\$330,000	\$193,463	-	-	220,000	\$2,800
	1992	\$315,000	-	\$6,875	-	-	\$1,800
	1991	\$315,000	\$176,400	-	\$33,045	-	\$1,800
Jasper S. Titone Group Vice President-Chemicals	1993	\$158,875	\$ 73,935	-	-	90,000	\$2,800
	1992	\$147,333	\$ 25,219	-	-	-	\$1,800
	1991	\$140,000	\$ 36,519	-	\$22,030	-	\$1,800
Toby R. Graves Vice President, General Manager, Polymers Division	1993	\$156,000	\$ 43,872	-	-	60,000	\$1,300
	1992	\$142,166	-	-	-	-	-
	1991	\$122,000	\$ 48,156	-	\$ 2,400	-	-
Richard J. Seidel Vice President, General Manager, Petresco Division	1993	\$147,499	\$ 56,000	-	-	24,000	\$2,800
	1992	\$142,333	-	-	-	-	\$1,800
	1991	\$135,000	\$ 12,150	-	\$21,537	-	\$1,800
Ralph J. Churchill Vice President, Special Projects	1993	\$135,250	\$ 50,861	-	-	30,000	\$2,800
	1992	\$129,166	-	-	-	-	\$1,800
	1991	\$120,000	-	-	-	-	\$1,800

&lt;FN&gt;

- - - - -

- (1) The amounts reflect the incentive compensation paid under the Annual Incentive Plan for the fiscal years noted. See the Compensation Committee's Report to stockholders beginning on Page 7 for a description of this Plan.
- (2) The amounts reflect the value of the final payment on restricted stock units made during the fiscal year, plus the dividend equivalents paid during the fiscal year on those units prior to their distribution.
- (3) The options were granted pursuant to the Petrolite 1993 Stock Incentive Plan. See the Compensation Committee's Report to stockholders beginning on Page 7 of this Proxy Statement.
- (4) Reflects the cash value of contributions by the Company to the Employees' Savings Plan (a defined contribution savings plan) as a match to a portion of the employee's contributions under the Plan. Due to a change in the Plan during the fiscal year, the actual cash value of the Company's contribution for fiscal year 1993 only may exceed the Plan year maximum.

&lt;/TABLE&gt;

The following table sets forth information concerning options granted under the Petrolite 1993 Stock Incentive Plan to the Chief Executive Officer and the Named Executive Officers during the fiscal year ended October 31, 1993.

<TABLE>

OPTIONS GRANTED IN FISCAL YEAR 1993

<CAPTION>

NAME	INDIVIDUAL GRANTS					
	NUMBER OF SECURITIES UNDERLYING OPTIONS GRANTED	PERCENT OF TOTAL OPTIONS GRANTED IN FISCAL YEAR (3)	EXERCISE PRICE (\$/SH)	EXPIRATION DATE	GRANT DATE PRESENT VALUE (4)	
<S>	<C>	<C>	<C>	<C>	<C>	
William E. Nasser.....	150,000 (1) 70,000 (2) ----- 220,000	34.4%	\$32.875 \$32.875	6/09/2003 6/09/2003	\$ 754,500 385,000 ----- \$1,139,500	
Jasper S. Titone.....	60,000 (1) 30,000 (2) ----- 90,000	14.1%	\$32.875 \$32.875	6/09/2003 6/09/2003	\$ 301,800 150,500 ----- \$ 452,300	
Toby R. Graves.....	40,000 (1) 20,000 (2) ----- 60,000	9.0%	\$32.875 \$32.875	6/09/2003 6/09/2003	\$ 201,200 100,600 ----- \$ 301,800	
Richard J. Seidel.....	16,000 (1) 8,000 (2) ----- 24,000	3.7%	\$32.875 \$32.875	6/09/2003 6/09/2003	\$ 80,480 40,240 ----- \$ 120,720	
Ralph J. Churchill.....	20,000 (1) 10,000 (2) ----- 30,000	5.0%	\$32.875 \$32.875	6/09/2003 6/09/2003	\$ 100,600 50,300 ----- \$ 150,900	

<FN>

-----

(1) The option becomes exercisable in five equal annual installments beginning five (5) market days after the first anniversary of the option grant so long as the value of the Company's stock (market price plus dividends paid) shows an average annual growth rate of not less than ten percent (10%) with respect to the first anniversary date and shows an average annual compound growth rate of not less than ten percent (10%) from the date of the option grant with respect to each succeeding annual anniversary date; or shows, with respect to any anniversary date, an average annual compound growth rate of ten percent (10%) from the date of the option grant. The option becomes fully exercisable for one day after the fifth anniversary of the grant date.

(2) The option becomes exercisable beginning five (5) market days after the fifth anniversary of the date of the grant with respect to a percentage of shares subject thereto determined by the average of the compound annual growth in the value of the Company's stock (market price plus dividends paid) from the date of the option grant, according to the following schedule:

</TABLE>

<TABLE>

<CAPTION>

PERCENT OF  
SHARES SUBJECT  
TO THE OPTION

FIVE-YEAR AVERAGE

<S>	<C>
Less than 11%.....	0
11% but less than 12%.....	10%
12% but less than 13%.....	20%
13% but less than 14%.....	30%
14% but less than 15%.....	60%
15% and above.....	100%

<FN>  
(3) Includes 28,000 options granted to Directors and Advisory Directors during the fiscal year.

(4) Calculated in accordance with the Black-Scholes option pricing model. The following assumptions were used: Expected volatility, .1790; risk-free rate of return, 5.50%; dividend yield, 4.65%; time of exercise, 10-year term. No adjustment was made for non-transferability or risk of forfeiture, although the options are subject to performance criteria as outlined in Notes (1) and (2).

</TABLE>

11

14

AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND FISCAL YEAR END  
OPTION VALUES

The following table sets forth information with respect to the Chief Executive Officer and the Named Executive Officers concerning options held as of October 31, 1993. Neither the Chief Executive Officer nor any of the Named Executive Officers exercised options during fiscal year 1993.

<TABLE>

OPTION VALUES AT END OF FISCAL YEAR 1993

<CAPTION>

NAME	NUMBER OF UNEXERCISED OPTIONS AT OCTOBER 31, 1993		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS AT OCTOBER 31, 1993 (1)	
	EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
<S>	<C>	<C>	<C>	<C>
William E. Nasser.....	5,000	220,000	\$33,750	\$1,402,500
Jasper S. Titone.....	7,500	90,000	\$74,375	\$ 573,750
Toby R. Graves.....	1,000	60,000	\$67,500	\$ 382,500
Richard J. Seidel.....	6,000	24,000	\$59,500	\$ 153,000
Ralph J. Churchill.....	-	30,000	\$ -	\$ 191,255

<FN>

- - - - -

(1) Calculated on the basis of the fair market value of the underlying securities as of October 31, 1993, (\$39.25 per share) minus the exercise price. The terms under which the options will become exercisable are set out in the footnotes to the Options Granted table.

</TABLE>

RETIREMENT BENEFITS

The Company's Retirement Plan is a defined benefit plan with benefits determined on the basis of years of service and the average covered

remuneration for the five highest consecutive years of service in the last ten years. Covered remuneration is the annual compensation of an individual, which includes annual base salary and amounts paid under the Company's Annual Incentive Plan. Estimated annual benefits payable upon retirement (assuming normal retirement date) to persons participating in the Plan are set forth below:

<TABLE>

APPROXIMATE ANNUAL RETIREMENT BENEFIT

<CAPTION>

FINAL AVERAGE ANNUAL EARNINGS	YEARS OF PARTICIPATION IN PLAN			
	10 YEARS	20 YEARS	30 YEARS	40 YEARS
<S>	<C>	<C>	<C>	<C>
\$100,000.....	\$14,600	\$ 29,200	\$ 43,800	\$ 56,600
150,000.....	22,400	44,800	67,200	86,500
200,000.....	30,100	60,200	90,300	116,400
250,000.....	37,900	75,800	113,700	146,300
300,000.....	45,600	91,200	136,800	176,100
350,000.....	53,400	106,800	160,200	206,000
400,000.....	61,100	122,200	183,300	235,900
450,000.....	68,900	137,800	206,700	265,800
500,000.....	76,600	153,200	229,800	295,600

</TABLE>

The benefits shown above are based on a straight life annuity with a five year guaranty and are paid in addition to any Social Security benefits to which the individual may be entitled. The compensation covered by the Plan for the Chief Executive Officer and the Named Executive Officers is shown in the Summary Compensation Table under the headings "Salary" and "Bonus." Years of credited service to October 31, 1993, for the Chief Executive Officer and the Named Executive Officers are: Mr. Nasser, 30; Mr. Titone, 10; Dr. Graves, 20; Mr. Seidel, 7; Dr. Churchill, 3.

The Internal Revenue Code limits the amount of annual benefits payable from the pension trusts; the limit is currently \$115,641 per year, subject to annual cost of living adjustments. To the extent that any individual's annual retirement income benefit exceeds such limits, it may be paid out of Company funds.

STOCK PRICE PERFORMANCE GRAPH

The graph below compares the cumulative total return of the Company, the S&P 500 Index, and the Specialty Chemical Value Line Index (dividends reinvested). The graph assumes \$100 was invested on October 31, 1988 in Petrolite Corporation stock, the S&P 500 Index and the Specialty Chemical Value Line Index (the "Peer Group").

COMPARATIVE FIVE-YEAR TOTAL RETURNS  
PETROLITE CORP., S&P 500, PEER GROUP  
(PERFORMANCE RESULTS THROUGH 10/31/93)

[ STOCK PRICE PERFORMANCE GRAPH ]

<TABLE>

<CAPTION>

	1988	1989	1990	1991	1992	1993
<S>	<C>	<C>	<C>	<C>	<C>	<C>
PLIT	\$100.00	\$113.68	\$ 94.51	\$105.38	\$128.69	\$205.15
S&P 500	\$100.00	\$126.30	\$116.85	\$156.01	\$171.91	\$197.42
Peer Group	\$100.00	\$122.04	\$125.30	\$193.93	\$239.66	\$293.41

There can be no assurance that the Company's stock performance will continue into the future with the same or similar trends depicted in the graph above. The Company does not make or endorse any predictions as to future stock performance.

#### COMPENSATION OF DIRECTORS

Directors who are not full-time salaried employees of the Company receive an annual retainer of \$18,000 and receive a fee of \$1,000 per meeting for attendance at meetings of the Board of Directors. Directors who serve on Committees of the Board receive a fee of \$750 per meeting for each Committee meeting attended.

Under the Petrolite 1993 Stock Incentive Plan approved by the stockholders on March 1, 1993, each Director who has been a member of the Board of Directors for at least six months receives an option to purchase 2,000 shares of the Company's capital stock on account of his or her election by the stockholders at an annual meeting of the Company. Each such Director who is re-elected to the Board of Directors at subsequent annual meetings of the Company receives an option to purchase an additional 2,000 shares at the time of each such re-election. Under the provisions of the Petrolite 1993 Stock Incentive Plan, the maximum number of shares that may be received by any one Director

13

16 is 10,000. Directors who are employees of the Company receive no additional compensation for service on the Board of Directors or its Committees.

#### INDEPENDENT ACCOUNTANTS

The Company's independent accountants for the fiscal year ended October 31, 1993 are Price Waterhouse, who were selected by the Board of Directors upon the recommendation of the Board's Audit Committee. During fiscal year 1993, the audit services performed by Price Waterhouse included the examination of the Company's consolidated financial statements, limited review of results of operations for quarterly reports, filings with the Securities and Exchange Commission and consultation relating to professional and SEC pronouncements. A representative of Price Waterhouse will be in attendance at the Company's Annual Meeting on March 7, 1994, to respond to appropriate questions of the stockholders.

#### STOCKHOLDER PROPOSALS

Any proposal of a stockholder intended to be presented at the 1995 Annual Meeting of Stockholders must be received at the corporate office no later than October 5, 1994, in order to be included in the Company's Proxy Statement and form of Proxy relating to that meeting.

#### OTHER MATTERS

COMPLIANCE WITH SECTION 16(A) OF THE SECURITIES EXCHANGE ACT OF 1934. The Company's Executive Officers, Directors and persons who own beneficially more than ten percent (10%) of the Company's stock are required under Section 16(a) of the Securities Exchange Act of 1934 to file certain reports of ownership, and changes in ownership, of the Company's stock with the Securities and Exchange Commission and the National Association of Securities Dealers, Inc. Copies of such reports must be filed with the Company. The Company assists these persons in complying with the Act and with the regulations promulgated thereunder.

Based solely on a review of the copies of such forms furnished to the Company, and on written representations of the Executive Officers and Directors, the Company believes that all Section 16(a) filing requirements applicable to its Executive Officers, Directors and greater than ten percent (10%) beneficial owners have been complied with.

ANNUAL REPORT. Copies of the Annual Report for the fiscal year ended October 31, 1993, including financial statements audited by the Company's independent accountants, have been mailed to all stockholders entitled to vote at the Annual Meeting on March 7, 1994. Additional copies of this Report are available on request.

#### PETROLITE CORPORATION

14



## APPENDIX

A Performance Graph appears on page 13 of the printed proxy statement. The information depicted in that graph is restated in the table which immediately follows the graph.

PROXY

PETROLITE CORPORATION

PROXY SOLICITED BY THE BOARD OF DIRECTORS FOR ANNUAL MEETING, MARCH 7, 1994, 11:00 A.M. CENTRAL STANDARD TIME

CONFERENCE ROOM 1 ON THE ATRIUM LEVEL, BOATMEN'S PLAZA, 800 MARKET STREET, ST. LOUIS, MISSOURI 63101

The undersigned hereby constitutes and appoints William E. Nasser, John F. McCartney and Charles R. Miller, and each or any of them, attorneys with full power of substitution, with the powers the undersigned would possess if personally present, to vote all shares of Capital Stock of the undersigned in PETROLITE CORPORATION at the Annual Meeting of Stockholders to be held Monday, March 7, 1994 and at any adjournments thereof on all matters properly coming before the meeting.

Dated ..... , 1994

.....

.....

(THIS PROXY MUST BE SIGNED EXACTLY AS THE NAME APPEARS HEREON. IF ACTING AS ATTORNEY, EXECUTOR, OR TRUSTEE, OR IN A CORPORATE OR REPRESENTATIVE CAPACITY, PLEASE SIGN NAME AND TITLE.)

THIS PROXY WILL BE VOTED AS DIRECTED BELOW OR, IF NO DIRECTION IS INDICATED, WILL BE VOTED FOR ITEM 1, WHICH VOTE IS RECOMMENDED BY THE BOARD OF DIRECTORS.

1. ELECTION OF DIRECTORS

Nominees: Paul F. Cornelsen, Andrew B. Craig, III, Louis Fernandez, Paul H. Hatfield, Michael V. Janes, William E. Maritz, James E. McCormick, William E. Nasser, Richard L. O'Shields, Thomas P. Reidy

(Mark only one)

/ / VOTE FOR all nominees listed above      / / VOTE WITHHELD from all nominees

TO WITHHOLD AUTHORITY TO VOTE FOR ANY INDIVIDUAL NOMINEE, WRITE THAT NOMINEE'S NAME IN THE SPACE PROVIDED BELOW.

.....

- 2. In their discretion, the proxy holders are authorized to vote upon such other business as may properly come before the meeting.

IMPORTANT - THIS PROXY MUST BE SIGNED AND DATED ON THE REVERSE SIDE.