

SECURITIES AND EXCHANGE COMMISSION

FORM DEF 14A

Definitive proxy statements

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FILER

BOWNE & CO INC

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

Filed by the registrant /X/
Filed by a party other than the registrant / /

Check the appropriate box:
/ / Preliminary proxy statement
/X/ Definitive proxy statement
/X/ Definitive additional materials
/ / Soliciting material pursuant to Rule 14a-11(c) or Rule 14a-12

BOWNE & CO., INC.
(Name of Registrant as Specified in Its Charter)

BOWNE & CO., INC.
(Name of Person(s) Filing Proxy Statement)

Payment of filing fee (Check the appropriate box):
/X/ \$125 per Exchange Act Rule 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(i)(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 transactions 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:

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(1) Amount previously paid:

(2) Form, schedule or registration statement no.:

(3) Filing party:

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TO ASSURE YOUR REPRESENTATION AT THE MEETING,
PLEASE DATE AND SIGN THE ENCLOSED PROXY AND
RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE.

(LOGO)

BOWNE & CO., INC.
345 Hudson Street
New York, New York 10014

(212) 924-5500

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The 1994 Annual Meeting of Stockholders of BOWNE & CO., INC. will be held at the offices of the American Stock Exchange, 13th Floor, 86 Trinity Place, New York, New York, on Thursday, March 24, 1994, beginning at 11:00 A.M. local time, for the following purposes:

1. To elect three nominees to serve as Class I directors of the Company for three-year terms and until their respective successors shall be elected and shall qualify;
2. To ratify the appointment of auditors of the Company for the fiscal year ending October 31, 1994; and
3. To transact such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on February 2, 1994, as the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors,

DOUGLAS F. BAUER
Corporate Secretary

New York, New York
February 7, 1994

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(LOGO)

BOWNE & CO., INC.
345 Hudson Street
New York, New York 10014

(212) 924-5500

PROXY STATEMENT

This Proxy Statement is furnished to the stockholders of BOWNE & CO., INC. (the "Company") in connection with the solicitation of proxies for use at the 1994 Annual Meeting of Stockholders to be held at the offices of the American Stock Exchange, 13th Floor, 86 Trinity Place, New York, New York, on March 24, 1994, beginning at 11:00 A.M. local time, and at any adjournment thereof.

Proxies delivered pursuant to this solicitation are revocable at the option of the persons executing the same, prior to their exercise, by attendance and voting at the Annual Meeting or by written notice delivered to the Corporate Secretary of the Company prior to the meeting, and are solicited by and on behalf of the Board of Directors of the Company. Unless previously revoked, all proxies representing shares entitled to vote which are delivered pursuant to this solicitation will be voted at the meeting by the named attorneys-in-fact and agents, to the extent authorized, in accordance with the directions contained therein. If no such directions are given, the shares represented by such proxies will be voted in favor of the election of directors, the ratification of the appointment of auditors, and in accordance with the discretion of the named attorneys-in-fact and agents on other matters that may properly come before the meeting.

The cost of this solicitation will be borne by the Company. Proxies may be solicited by personal interview, telephone and telegraph, as well as by use of the mails. Banks, brokerage houses and other custodians, nominees or fiduciaries

will be requested to forward soliciting material to their principals and to obtain authorization for the execution of proxies, and will be reimbursed for their reasonable out-of-pocket expenses incurred in that connection. Employees of the Company participating in the solicitation of proxies will not receive any additional remuneration.

On February 2, 1994, the record date for the Annual Meeting, the Company had outstanding 17,314,636 shares of the Common Stock, and there were no outstanding shares of any other class of stock. Each holder of the Common Stock is entitled to one vote for each share of such stock held by him. Only stockholders of record at the close of business on February 2, 1994, will be entitled to vote at the Annual Meeting. A majority of the outstanding shares, whether present in person or by proxy, is required to constitute a quorum to transact business at the meeting. The abstention of a stockholder on any issue submitted to a vote and a proxy given by a broker who fails or is not authorized to vote on that issue will both be counted in determining the presence of a quorum but not in tabulating the vote on that issue, and thus neither will have an effect on the outcome of the vote. Votes will be tabulated by The Bank of New York.

The Company intends to cause this Proxy Statement to be mailed to its stockholders of record on or about February 7, 1994.

Principal Stockholders of the Company

As of the record date for the Annual Meeting, the following named individuals, who are both directors of the Company, and the following group including all the directors and officers of the Company owned beneficially the numbers of shares and the percentages of the outstanding Common Stock of the Company shown respectively below. The inclusion here of shares owned directly or indirectly by family members or trusts for their benefit is not an admission of beneficial ownership. Shares of the Common Stock are the only voting securities of the Company outstanding.

PRINCIPAL STOCKHOLDERS

<TABLE>
<CAPTION>

Name	Number of Shares	Percent of Outstanding
<S>	<C>	<C>
Edmund A. Stanley, Jr.....	1,100,000	6.4%
Thomas O. Stanley.....	1,829,234	10.6%
All directors and executive officers as a group.....	3,593,971	20.8%

</TABLE>

Certain executive officers of the Company are trustees of its Employees' Stock Purchase Plan and as such have the right to vote the shares held by that plan on behalf of participants in the plan. Accordingly, they may be deemed to be beneficial owners of the 454,346 shares held by the plan as of the record date for the meeting, and those shares are therefore included in the total shown above as beneficially owned by all directors and officers as a group. Two of the trustees are also participants in the plan. The shares shown above as owned by all directors and executive officers as a group also include options to purchase 117,787 shares under the Company's Stock Option Plans which are currently exercisable by them or will become exercisable within sixty days after the record date of the Annual Meeting.

The Company has also learned that Fidelity Management and Research Corporation, which has offices at 82 Devonshire Street, Boston, Massachusetts 02109-3605, filed a quarterly report with the Securities and Exchange Commission on September 30, 1993, under Section 13(f) of the Securities Exchange Act of 1934, which indicated that the firm and twenty-five related investment managers held an aggregate of 1,325,800 shares of the Company's Common Stock without voting power, as well as another 5,600 shares with sole voting power. Together these holdings represented 7.7% of the Company's shares outstanding on the record date. The Company believes that these shares were acquired in the ordinary course of the filer's investment management business for the benefit of several mutual funds including the Fidelity Magellan Fund and the Fidelity

Balanced Fund.

The Company knows of no other person who may be deemed to own beneficially more than 5% of the outstanding Common Stock. Interested persons may write to either of the two individual stockholders named above or to any other director or executive officer of the Company in care of the Corporate Secretary of the Company.

Election of Directors

Action will be taken at the Annual Meeting for the election of three nominees to be Class I directors, each to serve for a three-year term and until his or her successor is duly elected and qualifies. The Board of Directors recommends a vote in favor of each of its three nominees: Richard H. Koontz, Beverley B. Wadsworth and Richard R. West. The election will be determined as to each nominee by a plurality of the votes duly cast by stockholders entitled to vote at the Annual Meeting.

Indicated in the table below are the principal occupations for the last five years of the three nominees in Class I and of the other seven incumbent directors, one of whom has chosen not to stand for election to another term. Their beneficial ownership of the outstanding Common Stock of the Company as of the record date for the Annual Meeting is also shown in the table.

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THE BOARD OF DIRECTORS

<TABLE>
<CAPTION>

Name(1)	Principal Occupation and Directorships	Age	Director of the Company Since	Shares of Common Stock Beneficially Owned(2)

<S>		<C>	<C>	<C>
NOMINEES FOR ELECTION AS CLASS I DIRECTORS, WHOSE TERMS WILL EXPIRE IN 1997:				
Richard H. Koontz.....	Chairman of the Board, President and Chief Executive Officer of the Company	53	1984	113,905 (3)
Beverley B. Wadsworth.....	Director, Amsterdam Nursing Home Corporation; and also Director and Vice President, Cass County Iron Company; formerly Chairman of the Board and President, Continental Guaranty & Credit Corporation	53	1990	3,000
Richard R. West.....	Professor of Finance, New York University; formerly also Dean of the School of Business, New York University; also director of Vornado Inc., Smith Corona Corporation, Alexander's Inc. and several mutual funds of Merrill Lynch Asset Management, Inc.	55	1994 (4)	1,000

Class II directors, whose terms will expire in 1995:

John R. Haire(5).....	Chairman of the Committee of Independent Directors, The Dean Witter Group of Investment Companies; formerly President, Council for Aid to Education, Inc.; also director of Washington National Corporation and several investment companies managed by Dean Witter Reynolds, Inc.	68	1979	2,520
Thomas O. Stanley(6).....	Retired; formerly Staff Vice President, Research Programs, RCA Laboratories	66	1968	1,829,234 (7)

Class III directors, whose terms will expire in 1996:

Edward H. Meyer.....	Chairman of the Board and President, Grey Advertising Inc; also director of The May Department Stores Company, Harman International Industries, Inc., Ethan Allen Interiors Inc. and several mutual funds of Merrill Lynch Asset Management, Inc.	67	1983	2,400
H. Marshall Schwarz.....	Chairman of the Board and Chief Executive Officer, United States Trust Corporation; formerly President thereof; also director of Atlantic Mutual Companies	57	1986	400
Wendell M. Smith.....	Chairman of the Board, President and Chief Executive Officer, Baldwin Technology Company, Inc.; also director of American Maize Products Corporation	58	1992	
Edmund A. Stanley, Jr. (5) (6).	Chairman of the Executive Committee of the Company; formerly its Chairman of the Board; also President, Town Creek Foundation, Inc. and President, The Robert Bowne Foundation, Inc.	69	1968	1,100,000 (8)

Class I director, whose term will expire on the date of the Annual Meeting(9):

Bertram J. Cohn.....	Managing Director, First Manhattan Com- pany; formerly Limited Partner thereof; also director of Orion Capital Corporation	68	1977	4,854
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</TABLE>

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- (1) See "Certain Committees of the Board" for memberships on committees.
 - (2) The following directors each own in excess of 1% of the outstanding Common Stock of the Company: Edmund A. Stanley, Jr. (6.4%), and Thomas O. Stanley (10.6%). No other director or nominee owns in excess of 1%.
 - (3) Includes options to purchase 48,825 shares which are currently exercisable by Mr. Koontz under the Company's Stock Option Plans or will become exercisable within sixty days after the record date of the Annual Meeting, but excludes shares held by the Employees' Stock Purchase Plan referred to under "Principal Stockholders of the Company," of which he is a trustee.
 - (4) Mr. West was elected by the Board to fill the vacancy created by the retirement of Franz von Ziegesar from the Board as of January 15, 1994.
 - (5) The Company's by-laws provide that no director may continue to serve on the Board of Directors, and no other person may be nominated or elected to the Board, after he or she has attained the age of seventy. In view of this provision, Edmund A. Stanley, Jr., and Mr. Haire have advised the Company that they currently intend to step down from the Board on or before July 9, 1994 and February 11, 1995 respectively, and may not therefore serve out the entire terms for which they have been elected. A vacant seat on the Board may be filled by a candidate elected by the remaining directors until the next following Annual Meeting of Stockholders.
 - (6) Edmund A. Stanley, Jr., and Thomas O. Stanley are brothers.
 - (7) Includes 318,230 shares held by Mr. Stanley's spouse, as to which shares he disclaims beneficial ownership.
 - (8) Includes 300,000 shares held by Mr. Stanley's spouse, as to which shares he disclaims beneficial ownership.
 - (9) Because Mr. Cohn will not be replaced after his current term expires, the Board will consist for the foreseeable future of nine members, which was for many years its traditional number.
-

Certain Committees of the Board

The Board of Directors has four standing committees, the function and present membership of which are as identified below.

The Executive Committee has much of the authority of the Board of Directors other than for fundamental corporate changes or actions which require the vote of the full Board according to New York State law or the Company's by-laws. The members are Edmund A. Stanley, Jr. (Chairman), Bertram J. Cohn (retiring), John R. Haire and Richard H. Koontz.

The Audit Committee selects independent public accountants to serve as the Company's auditors, reviews with the chief financial officer of the Company and the auditors the scope and results of their audit, the fees charged and the other activities performed by the auditors for the Company, and reviews internal controls and inquires into special accounting and related matters. The members are Beverley B. Wadsworth (Chairman), Bertram J. Cohn (retiring), Wendell M. Smith and Thomas O. Stanley.

The Compensation and Nominating Committee reviews and approves salaries and benefits for the executive officers of the Company and the chief operating officer of each subsidiary, as well as significant changes in retirement and other employee benefit plans, prior to submission to the Board of Directors for approval. The Committee also considers and recommends for Board approval candidates for the Board of Directors who have been suggested by management, other members of the Board, stockholders and other interested parties. Stockholders may suggest Board candidates by writing to the Chairman of the Committee, in care of the Corporate Secretary of the Company. The members of the Committee are Edward H. Meyer (Chairman), John R. Haire, H. Marshall Schwarz, Wendell M. Smith, Edmund A. Stanley, Jr., and Beverley B. Wadsworth.

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The Finance Committee reviews the investment portfolio and financial reports of the Company, approves its investment policies and the allocation of assets to various investment programs of the Company, and reviews the investment performance of the fund managers of the trusts for the Company's Pension Plan, Profit-Sharing Plan and Employees' Stock Purchase Plan. The members are Thomas O. Stanley (Chairman), Edward H. Meyer and H. Marshall Schwarz.

Meetings, Attendance and Fees

During the Company's fiscal year ended October 31, 1993, the full Board of Directors had five meetings. The Audit, Finance, and Compensation and Nominating Committees each met twice. The Executive Committee did not meet but took action four times during the year with resolutions unanimously adopted by the written consent of its members. No member of the Board attended fewer than 75% of the aggregate number of meetings of the Board and the committees on which he or she served, except that Wendell M. Smith was unable to attend two meetings that had been respectively scheduled prior to his election to the Board and his appointment to a committee.

Directors who are not officers or employees of the Company are currently paid an annual retainer of \$13,500, plus a fee of \$750 for each Board meeting attended. The annual fee for members of the Executive Committee who are not officers or employees is \$1,000. Those directors who serve on the Audit, Finance, and Compensation and Nominating Committees are paid a fee of \$750 for each committee meeting attended, and the chairman of each such committee a fee of \$1,250 for each meeting at which he or she presides. All directors are offered reimbursement for travel expenses, if any, incurred in connection with Board and committee meetings attended.

The Company has a retirement plan for non-management members of the Board who are not entitled to benefits under the Company's Pension Plan for employees. Under this retirement plan, the amount of the benefit will be five times the aggregate of annual retainer payments made by the Company to an eligible director during his or her last twelve months of Board service, subject to certain vesting rules. The director will be eligible to receive this benefit in five annual installments after he or she either reaches the age of sixty or retires from the Board, whichever occurs later. There are also provisions for distribution of the unpaid benefit in the event of a director's death or a change of corporate control.

Compensation Committee Interlock and Insider Participation

No directors other than those identified above as members of the

Compensation and Nominating Committee served on that Committee during the 1993 fiscal year. No member of that Committee was an officer or employee of the Company or any of its subsidiaries during the year, but one member of the Committee, Edmund A. Stanley, Jr., had been President of the Company prior to his retirement from that office in 1974. None of the executive officers of the Company has served on the board of directors or on the compensation committee of any other entity, any officer of which served either on the Board of Directors or on the Compensation and Nominating Committee of the Company, except for one charitable foundation which is exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and which is affiliated with the Company.

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Executive Compensation

The following table summarizes the aggregate cash compensation, including incentive compensation, paid by the Company to the Chief Executive Officer and to each of the other four most highly compensated executive officers of the Company during the last three fiscal years:

SUMMARY COMPENSATION TABLE

<TABLE>
<CAPTION>

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation	
		Salary	Bonus	Shares Underlying Options	All Other Compensation(*)
<S>	<C>	<C>	<C>	<C>	<C>
Richard H. Koontz..... President and CEO	1993 1992 1991	\$325,000 310,000 300,000	\$450,000 350,000 230,000	20,000 20,226 20,000	\$ 143,439 112,190 60,266
James P. O'Neil..... Vice President, Finance	1993 1992 1991	150,000 140,000 140,000	140,000 100,000 60,000	7,500 5,000 --	38,754 30,768 18,971
Brendan Keating..... Vice President	1993 1992 1991	140,000 135,000 130,000	120,000 85,000 50,000	6,000 15,000 10,000	32,946 26,729 16,771
Allen D. Marold..... Vice President, Human Resources and Administration	1993 1992 1991	130,000 125,000 125,000	115,000 90,000 40,000	5,000 4,000 --	30,056 25,978 15,633
Thomas J. Vos..... Vice President, Marketing	1993 1992 1991	130,000 130,000 125,000	105,000 80,000 45,000	5,000 9,000 5,000	28,030 25,827 16,040

</TABLE>

(*) The amounts listed in this column represent the total of the Company's contributions under its Profit-Sharing Plan and under its Employees' Stock Purchase Plan, as well as certain payments made under a supplemental arrangement related to the former. The Profit-Sharing Plan is a defined contribution plan meeting regulatory requirements, under which contributions are determined annually by the boards of directors of the participating subsidiaries, subject to limitations imposed by Internal Revenue Service regulations. The Employees' Stock Purchase Plan, also a defined contribution plan meeting regulatory requirements, permits employees of participating subsidiaries, if they qualify and elect to participate, to contribute up to \$100 per month and provides for matching contributions by the Company equal to one half of such amounts. The aggregate of all contributions to the Employees' Stock Purchase Plan is invested by the trustees in shares of the Company's Common Stock, and dividends thereon are likewise reinvested. The supplemental arrangement was adopted with respect to key employees who would otherwise be adversely affected by the limits imposed by the Employee Retirement Income Security Act of 1974, as amended, upon the Company's contributions to the Profit-Sharing Plan.

The figures listed in the table exclude non-cash compensation which is not properly categorized as salary or bonus. Such non-cash compensation included customary perquisites and did not exceed 10% of the compensation listed for any executive officer of the Company. The cost to the Company of group employee benefit plans for medical, hospitalization and dental benefits, long-term disability insurance and other fringe benefits with respect to executive officers of the Company is also excluded from the figures listed because the plans under which such benefits are paid are available generally to all salaried employees of the Company and do not discriminate in favor of the executive officers of the Company.

Two successive Stock Option Plans have been adopted by the Board of Directors of the Company and approved by its stockholders, both providing for the grant of incentive stock options to the five executive officers of the Company identified above, as well as to other key employees, to purchase shares of the Company's Common Stock. The 1981 Stock Option Plan expired by its terms as of December 16, 1991, although a number of options granted thereunder remain outstanding. The 1992 Stock Option Plan was approved by the stockholders on March 26, 1992. An option granted under either of these plans may be exercised until the tenth anniversary of the date when granted, unless the option has terminated earlier in accordance with its provisions. When each option may be exercised during that term was or will be determined by the Board or by the Compensation and Nominating Committee of the Board on the date of that grant, although the Board or the Committee may, at its discretion, accelerate the exercisability of any outstanding option. The purchase price of shares purchased pursuant to options granted under either of the plans may not be less than the fair market value of the Common Stock of the Company, determined as provided in the plans, on the date of the grant.

During the 1993 fiscal year, options were granted under the 1992 Stock Option Plan to each of the five previously identified executive officers of the Company. In each case, the option price was the fair market value of the Common Stock as determined by taking the mean between the highest and the lowest sales prices reported on the American Stock Exchange on December 17, 1992, the date of the grant. The options allow each holder to purchase 50% of the covered shares on and after the fourth anniversary of the grant, and the remaining 50% on and after the fifth anniversary. The individual grants were as follows:

OPTION GRANTS IN LAST FISCAL YEAR

<TABLE>
<CAPTION>

Name	Number of Shares Underlying Options Granted	% of Total Options Granted to Employees in Fiscal Year	Exercise Price Per Share	Expiration Date	Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term(*)	
					5%	10%
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Mr. Koontz.....	20,000	18.3%	\$14.875	Dec. 16, 2002	\$187,096	\$474,138
Mr. O'Neil.....	7,500	6.9%	14.875	Dec. 16, 2002	70,161	177,802
Mr. Keating.....	6,000	5.5%	14.875	Dec. 16, 2002	56,129	142,242
Mr. Marold.....	5,000	4.6%	14.875	Dec. 16, 2002	46,774	118,535
Mr. Vos.....	5,000	4.6%	14.875	Dec. 16, 2002	46,774	118,535

</TABLE>

(*) This presentation is intended to disclose the potential value which would accrue to the option holder if the option were exercised the day before it will expire and if the value per share had appreciated at a compounded annual rate of either 5% or 10%, as indicated above each column. The application of an absolute mathematical formula results in a higher potential realizable value for options granted at a time when the market value is relatively high. The assumed rates of appreciation of 5% and 10% are prescribed by the rules of the Securities and Exchange Commission on disclosure of executive compensation. The Company does not advocate or

necessarily agree that these rates are indicative of future growth in the market price of the Common Stock.

No options granted under the aforementioned 1992 Stock Option Plan have yet become exercisable. Three of the Company's five previously identified executive officers exercised stock options granted under the aforementioned 1981 Stock Option Plan during the 1993 fiscal year. In the following table, where those exercises are listed, amounts have been calculated to represent the realized values using the closing prices of the Common Stock on the American Stock Exchange for the respective dates of exercise:

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AGGREGATED OPTIONS EXERCISED IN LAST FISCAL YEAR
AND FISCAL YEAR-END OPTION VALUES

<TABLE>
<CAPTION>

Name	Number of Shares Acquired on Exercise	Value Realized	Number of Unexercised Options at Fiscal Year-End		Value of Unexercised In-the-Money Options at Fiscal Year-End	
			Exercisable	Unexercisable	Exercisable	Unexercisable
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Mr. Koontz.....	27,750	\$355,125	41,325	94,601	\$353,047	\$584,356
Mr. O'Neil.....	6,455	69,356	16,995	31,250	113,323	194,719
Mr. Keating.....	--	--	5,492	37,500	29,402	243,375
Mr. Marold.....	964	11,207	17,500	21,000	145,062	131,000
Mr. Vos.....	--	--	18,000	31,000	143,688	206,625

The Company has no employment contract with any of the five previously identified executive officers and, except as described below, no compensatory arrangement with any of those officers under which benefits will become payable as a result of the termination of employment or a change of corporate control. The Company does not grant stock appreciation rights or award restricted stock to any of its executive officers, and has not adjusted or amended the exercise price of any stock option previously granted. The Company also has no long-term incentive plan under which the award of benefits is a function of changes in the market price of the Common Stock or other performance criteria.

Along with most other employees of the Company, the five previously identified executive officers participate in the Company's Pension Plan, which is a defined benefit plan meeting regulatory requirements. Benefits under the Pension Plan, payable upon normal retirement at the age of sixty-five as a life annuity or an actuarial equivalent thereof, are based upon age, length of service and an average of the participant's five highest consecutive years of compensation.

The Company also has a Supplemental Retirement Program for the five previously identified executive officers, as well as certain other key employees, which is a non-qualified program governed by individualized agreements between each of those individuals and the Company. The program provides supplemental benefits that are generally computed at 50% of the average of the participant's annual salary and bonus for the immediately preceding five years, less the benefit payable from the aforementioned Pension Plan. The program normally gives full supplemental benefits to participants who retire after attaining the age of sixty-five or partial benefits at retirement after the age of fifty-five based upon the actual years of service. The occurrence of certain events resulting in a change of corporate control may accelerate the vesting and payment of partial benefits. In addition, there are provisions for benefits in the event of death or disability while employed, regardless of the age of the participant.

Inasmuch as the five previously identified executive officers of the Company will, by their normal retirement at the age of sixty-five, have become fully vested under both the Pension Plan and the Supplemental Retirement Program

described above, their respective years of service will not be a factor in calculating the annual benefits that will become payable to them at normal retirement. Those benefits may be estimated, depending upon their respective average compensation, from the following table:

RETIREMENT BENEFIT TABLE

<TABLE>
<CAPTION>

Average Remuneration	Annual Benefit
-----	-----
<S>	<C>
\$150,000	\$ 75,000
200,000	100,000
300,000	150,000
400,000	200,000
500,000	250,000
600,000	300,000
700,000	350,000

</TABLE>

The following table indicates the beneficial ownership of the Common Stock by each of the five previously identified executive officers of the Company as of the record date for the Annual Meeting, except as otherwise noted:

SECURITY OWNERSHIP OF NAMED OFFICERS

<TABLE>
<CAPTION>

Name	Number of Shares (*)	Percent of Outstanding	Nature of Ownership
-----	-----	-----	-----
<S>	<C>	<C>	<C>
Mr. Koontz.....	113,905	Less than 1%	Direct
Mr. O'Neil.....	28,550	Less than 1%	Direct
Mr. Keating.....	6,821	Less than 1%	Direct
Mr. Marold.....	20,389	Less than 1%	Direct
Mr. Vos.....	21,649	Less than 1%	Direct

</TABLE>

(*) The figures in the table include options to purchase shares which are currently exercisable by each named owner under the Company's Stock Option Plans or which will become exercisable within sixty days after the record date for the Annual Meeting, together with shares held by the Employees' Stock Purchase Plan for the benefit of each named owner. Although the most recent balances reported by the Employees' Stock Purchase Plan as of the date hereof did not yet include contributions made during the fiscal quarter ended January 31, 1994, such contributions represented not more than an additional 50 shares for any participant named in the table.

Report of the Compensation and Nominating Committee
of the Board of Directors on Executive Compensation

The Compensation and Nominating Committee of the Board of Directors submits this report as a summary of policies and practices applicable to the compensation of the Company's executive officers, including the five individuals named on the preceding pages, during the Company's most recently completed fiscal year. In the Committee's opinion, the compensation received by the Company's executive officers during fiscal 1993 was consistent with the long-standing policies that govern the compensation of the Company's key executives and was altogether appropriate and in keeping with the best interests of the Company, its employees and shareholders.

The Company is the industry leader in a highly specialized field characterized by strong competitive pressures and stringent requirements for personalized service, confidentiality, accuracy and fast turnaround in the

preparation, printing and distribution of financial, corporate and commercial documentation. To attain and maintain this position through the employment and retention of capable key executives, the Company has established an executive compensation program which properly recognizes each executive's contributions to the Company's operating performance based upon the

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attainment of targeted profitability as well as the accomplishment of planned objectives. The policy of the Company is to keep salaries for its key executives, including that of the Chief Executive Officer, at modest but competitive levels. These salaries are augmented by incentive compensation which appropriately recognizes individual performance during the year that has resulted primarily in the achievement of targeted levels of profitability and also, to a lesser degree, in the accomplishment of certain defined, strategic objectives both quantitative and qualitative. Those objectives are the successful integration of new products and services and newly acquired business units, introduction of new technologies, improvement of internal organization, heightening of quality awareness, operational efficiencies, significant cost-reductions, and in some cases other objectives. A careful application of these guidelines during fiscal 1993 determined the aggregate compensation disclosed on the preceding pages for the named individuals as well as the remuneration for other key executives of the Company.

With respect to the Chief Executive Officer's incentive compensation, the primary determinant is reaching a predetermined, targeted level of net income for the Company. This performance is measured by employing a formula which uses net income as its basis. The Committee decided to provide an additional amount of incentive compensation to the Chief Executive Officer. This additional amount was principally attributable to net income having exceeded the targeted level and also reflected our subjective assessment of certain qualitative factors which resulted in the long-term strengthening of the Company including the specific strategic objectives listed in the preceding paragraph.

Periodic incentive stock option grants are proposed by the Chief Executive Officer for the Company's key employees other than himself and are subject to approval by the Committee. The Committee may also establish an incentive stock option grant for the Chief Executive Officer. The purpose of the successive option plans described elsewhere in this Proxy Statement is not only to retain capable executive officers and other key employees, but also to provide an inducement for them to promote the best, long-term interests of the Company and its shareholders through their ownership of the Common Stock. The number of options granted in each case is determined by the grantee's individual performance and opportunity for contribution to the overall profitability of the Company. Value added to the Company through these sustained efforts is reflected in an appreciating equity position for each optionee as his or her options become exercisable on an incremental basis over a period of years.

During fiscal 1993, all the actions and recommendations of this Committee which required Board approval were ratified unanimously by the full Board of Directors. Furthermore, it should be noted that the specific profit targets, strategic objectives, details of the formula used in calculating the Chief Executive Officer's incentive compensation, and other quantitative or qualitative factors involved confidential business information, and the specific disclosure thereof may have a substantial adverse effect on the Company.

This report was submitted on January 5, 1994 by the undersigned, being all the members of the Compensation and Nominating Committee:

Edward H. Meyer, Chairman
John R. Haire
H. Marshall Schwarz
Wendell M. Smith
Edmund A. Stanley, Jr.
Beverley B. Wadsworth

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Performance Graph

The following graph compares on a cumulative basis the yearly percentage change over the last five fiscal years in (a) the total stockholder return on the Company's Common Stock with (b) the total return on the Standard & Poor's 500 Index ("S&P 500") and (c) the total return on the Standard & Poor's Commercial Services Index ("S&P Commercial Services"). Such yearly percentage change has been measured by dividing (i) the sum of (A) the amount of dividends for the measurement period, assuming dividend reinvestment, and (B) the difference between the price per share at the end and that at the beginning of the measurement period, by (ii) the price per share at the beginning of the measurement period. The S&P 500 has been selected as a broad equity market index. Inasmuch as Standard and Poor's Inc. has included the Company in its commercial services classification, the S&P Commercial Services Index has been chosen as an industry index. The latter includes the capital-weighted performance results of those companies in the commercial services classification that are also included in the S&P 500. The price of each unit has been set at \$100 on October 31, 1988, for the preparation of the graph.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN
AMONG BOWNE & CO., INC., S&P 500 AND S&P COMMERCIAL SERVICES
(FISCAL YEARS ENDING OCTOBER 31)

<TABLE>
<CAPTION>

MEASUREMENT PERIOD (FISCAL YEAR COVERED)	BOWNE & CO., INC.	S&P	
		COMMERCIAL SERVICES	S&P 500
<S>	<C>	<C>	<C>
1988	\$100.00	\$100.00	\$100.00
1989	93.98	106.04	126.40
1990	72.40	81.79	116.94
1991	108.85	95.92	156.12
1992	122.47	94.72	171.66
1993	177.97	87.04	197.31

</TABLE>

The immediately preceding sections entitled "Report of the Compensation and Nominating Committee of the Board of Directors on Executive Compensation" and "Performance Graph" do not constitute soliciting material for purposes of Rule 14a-9 of the Securities and Exchange Commission, will not be deemed to have been filed with the Commission for purposes of Section 18 of the Securities Exchange Act of 1934, and are not to be incorporated by reference into any other filing made by the Company with the Commission.

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Ratification of Appointment of Auditors

At its meeting held December 16, 1993, the Board of Directors appointed the accounting firm of Ernst & Young to be the auditors of the Company for the fiscal year ending October 31, 1994, subject to the ratification of such appointment by the affirmative vote of the holders of a majority of the outstanding Common Stock entitled to vote at the Annual Meeting. This firm is considered to be a well-qualified firm. Should a majority of the shares duly voted at the Annual Meeting fail to concur in the appointment of Ernst & Young, the selection of auditors will be reconsidered by the Board of Directors.

The Company has been informed that neither Ernst & Young nor any member thereof has any relationship with the Company or its subsidiaries other than that arising from such firm's employment as auditors. Representatives of Ernst & Young are expected to be present at the Annual Meeting and will be afforded an opportunity to make a statement, if they wish, and to respond to appropriate stockholders' questions, if any.

The firm of Ernst & Young has served as the Company's auditors since 1991. The services rendered by Ernst & Young to the Company with respect to the 1993 fiscal year included (1) examination of the consolidated financial statements contained in the Company's Annual Report to Stockholders and in its Annual Report on Form 10-K, (2) examination of the financial statements of the Company's employee benefit plans, (3) consultation on various accounting matters, (4) meetings with the Audit Committee of the Board of Directors, (5) preparation of federal and state tax returns for the Company and its

subsidiaries, (6) tax services in connection with the employee benefit plans, and (7) miscellaneous tax services as required. The Audit Committee annually reviews the services rendered by the Company's auditors and the possible effect thereof on auditor independence and has approved the nature of such services.

The Board of Directors recommends a vote for the ratification of the appointment of Ernst & Young as the Company's auditors for the fiscal year ending October 31, 1994. The vote required for such ratification is a majority of the votes duly cast by stockholders entitled to vote at the Annual Meeting.

Insurance Statement

Pursuant to New York State law, stockholders are advised that the Company has renewed its insurance policy covering directors and officers of the Company and its subsidiaries against certain liabilities they may incur in performing their duties, and also insuring the Company against obligations to indemnify those persons against such liabilities, for one year commencing June 16, 1993. This coverage is provided by Federal Insurance Company with a premium of \$119,780.

Other Matters

Although there is no business, so far as is known to the Company, except that set forth above to be presented for action by the Company's stockholders at the Annual Meeting, it is intended that the shares represented by the proxies solicited herewith will be voted on any other matters and proposals that may properly come before the meeting, or any adjournment thereof, in accordance with the discretion of the persons named therein as attorneys-in-fact and agents unless contrary instructions are received.

Proposals of Security Holders

A proposal by a security holder intended to be presented at the Company's 1995 Annual Meeting of Stockholders and to be included in the Proxy Statement therefor must be received at the Company's principal executive offices at 345 Hudson Street, New York, New York 10014, marked to the attention of the Corporate Secretary, no later than October 11, 1994.

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AVAILABILITY OF FORM 10-K

THE COMPANY WILL PROVIDE TO ANY STOCKHOLDER WITHOUT CHARGE, UPON THE WRITTEN REQUEST OF THAT STOCKHOLDER, A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE FISCAL YEAR ENDED OCTOBER 31, 1993, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. SUCH REQUESTS SHOULD BE ADDRESSED TO: DOUGLAS F. BAUER, CORPORATE SECRETARY, BOWNE & CO., INC., 345 HUDSON STREET, NEW YORK, NEW YORK 10014.

PLEASE DATE AND SIGN THE ENCLOSED PROXY AND RETURN IT
PROMPTLY IN THE ENCLOSED REPLY ENVELOPE TO
WHICH NO POSTAGE NEED BE AFFIXED IF
MAILED IN THE UNITED STATES.

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[LOGO]

Bowne & Co., Inc.
345 Hudson Street
New York, N.Y. 10014

PROXY

This proxy is solicited on behalf of the Board of Directors.

Revoking any prior appointment, the undersigned hereby appoints Richard H. Koontz and Douglas F. Bauer, and each of them, attorneys-in-fact and agents

with power of substitution, to vote as proxy for the undersigned as herein stated, at the Annual Meeting of Stockholders of Bowne & Co., Inc., to be held at the offices of the American Stock Exchange, 86 Trinity Place, New York, New York, on Thursday, March 24, 1994, beginning at 11:00 A.M. local time, and at any adjournment thereof, with respect to the number of shares the undersigned would be entitled to vote if personally present.

The shares covered by this proxy, when properly executed, will be voted (1) for the election of directors; (2) for the ratification of the appointment of auditors; and (3) in accordance with the discretion of the named attorneys-in-fact and agents on any other matters which may properly come before the meeting, unless instructions to the contrary are indicated on the reverse side hereof.

The undersigned hereby acknowledges receipt of a copy of the Proxy Statement dated February 7, 1994, relating to such Annual Meeting.

(Continued, and to be dated and signed, on the other side)

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Mark boxes /X/ in blue or black ink. Then sign, date and return this card promptly using the enclosed envelope.

1. Election of three Class I Directors:

Richard H. Koontz
Beverley B. Wadsworth
Richard R. West

For all nominees / / Against all nominees / / Exceptions* / /

*To withhold authority to vote for any individual nominee, mark the box for "Exceptions" and strike out that nominee's name.

2. Ratification of the appointment of Ernst & Young as auditors for fiscal 1994:

For / / Against / / Abstain / /

3. The proxies are authorized to vote in accordance with their discretion on any other matters which may properly come before the meeting.

If you have noted an address change or comments on either side of this card, mark here: / /

(Signatures should conform exactly to name imprinted on this card. Executors, administrators, guardians, trustees, attorneys-in-fact and officers signing for corporations should state full title or signatory capacity.)

Dated _____, 1994

Signed _____

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[LOGO]

Bowne & Co., Inc.
345 Hudson Street
New York, N.Y. 10014

PROXY

This proxy is solicited on behalf of the Board of Directors.

Revoking any prior appointment, the undersigned hereby appoints Richard H. Koontz and Douglas F. Bauer, and each of them,

attorneys-in-fact and agents with power of substitution, to vote as proxy for the undersigned as herein stated, at the Annual Meeting of Stockholders of Bowne & Co., Inc., to be held at the offices of the American Stock Exchange, 86 Trinity Place, New York, New York, on Thursday, March 24, 1994, beginning at 11:00 A.M. local time, and at any adjournment thereof, with respect to the number of shares the undersigned would be entitled to vote if personally present.

The shares covered by this proxy, when properly executed, will be voted (1) for the election of directors; (2) for the ratification of the appointment of auditors; and (3) in accordance with the discretion of the named attorneys-in-fact and agents on any other matters which may properly come before the meeting, unless instructions to the contrary are indicated on the reverse side hereof.

The undersigned hereby acknowledges receipt of a copy of the Proxy Statement dated February 7, 1994, relating to such Annual Meeting.

(Continued, and to be dated and signed, on the other side)

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Mark boxes /// or /X/ in blue or black ink. Then sign, date and return this card promptly using the enclosed envelope.

- 1. Election of three Class I Directors:
 - Richard H. Koontz
 - Beverley B. Wadsworth
 - Richard R. West

/ / For all nominees / / Against all nominees / / Exceptions*

*To withhold authority to vote for any individual nominee, mark the box for "Exceptions" and strike out that nominee's name.

- 2. Ratification of the appointment of Ernst & Young as auditors for fiscal 1994:

/ / For / / Against / / Abstain

- 3. The proxies are authorized to vote in accordance with their discretion on any other matters which may properly come before the meeting.

(Signatures should conform exactly to name imprinted on this card. Executors, administrators, guardians, trustees, attorneys-in-fact and officers signing for corporations should state full title or signatory capacity.)

Dated _____, 1994

Signed _____

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[LOGO]

Bowne & Co., Inc.
345 Hudson Street
New York, N.Y. 10014

VOTING INSTRUCTIONS
(Employees' Stock Purchase Plan)

Your signature is solicited on behalf of the Board of Directors.

Revoking any prior instructions, the undersigned participant in the Bowne & Co., Inc. Employees' Stock Purchase Plan (the "Plan"), as beneficial owner of certain shares under the Plan, hereby instructs the Trustees of the Plan and their proxies to vote as indicated on the reverse side hereof at the Annual

Meeting of Stockholders of Bowne & Co., Inc., to be held at the offices of the American Stock Exchange, 86 Trinity Place, New York, New York, on Thursday, March 24, 1994, beginning at 11:00 A.M. local time, and at any adjournment thereof, with respect to the aggregate number of shares held by the Trustees for the account of the undersigned as of February 2, 1994. Any shares under the Plan as to which no such voting instructions are received will be voted by the Trustees in their sole discretion.

The undersigned hereby acknowledges receipt of a copy of the Proxy Statement dated February 7, 1994, relating to such Annual Meeting.

(Continued, and to be dated and signed, on the other side)

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Mark boxes /// or /X/ in blue or black ink. Then sign, date and return this card promptly using the enclosed envelope.

1. Election of three Class I Directors:
Richard H. Koontz
Beverley B. Wadsworth
Richard R. West

/ / For all nominees / / Against all nominees / / Exceptions*

*To withhold authority to vote for any individual nominee, mark the box for "Exceptions" and strike out that nominee's name.

2. Ratification of the appointment of Ernst & Young as auditors for fiscal 1994:

/ / For / / Against / / Abstain

3. The Trustees are authorized to vote in accordance with their discretion on any other matters which may properly come before the meeting.

(Signature should conform exactly to name imprinted on this card.)

Dated _____, 1994

Signed _____