CRAWFORD & CO
Form DEF 14A
March 27, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

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

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

Crawford & Company

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

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(1) Amount Previously Paid:

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(4) Date Filed:

March 27, 2009

Dear Shareholder:

You are cordially invited to attend the Company s 2009 Annual Meeting of Shareholders, which will be held on Tuesday, May 5, 2009, beginning at 2:00 p.m. Eastern Time at the Company s headquarters, 1001 Summit Boulevard, N.E., Atlanta, Georgia 30319.

The official Notice of Annual Meeting of Shareholders, Proxy Statement and form of Proxy are included with this letter and contain information about the meeting and the various matters on which you are being asked to vote.

As is our custom, a brief report will be made immediately after the annual meeting on the Company s 2008 activities and the outlook for 2009. We hope you will be able to attend the annual meeting. **Whether or not you plan to attend, it is important that you sign and return your Proxy promptly, as your vote is important to the Company.**

On behalf of our Board of Directors, officers, and employees, we wish to thank you for your continued interest in and support of Crawford & Company.

Sincerely,

Jeffrey T. Bowman
President and Chief Executive Officer

CRAWFORD & COMPANY

P.O. Box 5047

Atlanta, Georgia 30302

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

May 5, 2009

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Crawford & Company (the Company) will be held at the Company s headquarters, 1001 Summit Boulevard, N.E., Atlanta, Georgia, 30319, on Tuesday, May 5, 2009, at 2:00 p.m. Eastern Time, for the following purposes:

1. To elect nine (9) directors to serve until the next annual meeting of shareholders and until their successors are elected and qualified;

2. To vote on an amendment to the Crawford & Company Executive Stock Bonus Plan to increase the number of shares of Class A Common Stock available under the Plan by 4,000,000;

3. To vote on the adoption of the Crawford & Company International Employee Stock Purchase Plan;

4. To vote on the adoption of the Crawford & Company Non-Employee Director Stock Plan;

5. To ratify the appointment of Ernst & Young LLP as independent auditors for the Company for the 2009 fiscal year; and

6. To transact any and all other such business as may properly come before the meeting or any adjournment or postponement thereof.

Information relating to the above matters is set forth in the accompanying Proxy Statement dated March 27, 2009. Only shareholders of record of Class B Common Stock of the Company as of the close of business on March 5, 2009 are entitled to vote at the annual meeting or any adjournment or postponement thereof. Shares of Class A Common Stock of the Company are not entitled to be voted at the annual meeting.

By Order of The Board of Directors,

Allen W. Nelson,
Secretary

Atlanta, Georgia

March 27, 2009

It is important that your shares of Class B Common Stock be represented at the annual meeting whether or not you are personally able to be present. Accordingly, please complete and sign the enclosed Proxy and return it in the accompanying postage prepaid envelope. Signing and returning the Proxy will not affect your right to vote in person at the annual meeting.

This Proxy is being solicited with respect to shares of Class B Common Stock of the Company by the Board of Directors of the Company. Proxies are not being solicited with respect to the shares of Class A Common Stock of the Company.

CRAWFORD & COMPANY

P.O. Box 5047

Atlanta, Georgia 30302

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

To be Held on May 5, 2009

The Annual Meeting of Shareholders, and any adjournment or postponement thereof (the Annual Meeting), will be held at the headquarters of the Company, located at 1001 Summit Boulevard, N.E., Atlanta, Georgia 30319 on Tuesday, May 5, 2009 at 2:00 p.m., Eastern Time. We are first mailing or delivering, or making available on the Internet at www.edocumentview.com/CRDB, this Proxy Statement and the form of Proxy to shareholders on or about March 27, 2009. Our Annual Report to Shareholders for the fiscal year ended December 31, 2008 is also being delivered with the Proxy Statement.

Why am I being furnished this Proxy Statement and Proxy?

You are being furnished this Proxy Statement and the accompanying Proxy Card, or Proxy, because you own shares of the Company s Class B Common Stock. A Proxy is a legal designation of another person to vote the stock that you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document is also called a proxy, a proxy card or a form of proxy.

All of the Company s shareholders on the Record Date, described below, are being furnished a copy of the Notice of Annual Meeting. However, only shareholders of the Company s Class B Common Stock are entitled to vote on the matters subject to a vote at the Annual Meeting. The Proxy Statement describes the proposals which will be voted on at the Annual Meeting. It also gives you information so that you can make an informed voting decision.

When you sign and return the Proxy, you appoint J.T. Bowman, W.B. Swain and A.W. Nelson as your representatives at the Annual Meeting. Messrs. Bowman, Swain and Nelson will vote your shares of Class B Common Stock at the Annual Meeting as you have instructed them on the Proxy. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is a good idea to complete, sign and return your Proxy, vote by telephone or vote over the Internet in advance of the Annual Meeting just in case your plans change.

Who is furnishing the Proxy Statement and Proxy

The Board of Directors of the Company is furnishing this Proxy Statement and Proxy to solicit proxies on its behalf to vote at the Annual Meeting.

What is the record date?

Only shareholders of record of our Class B Common Stock as of the close of business on March 5, 2009, which we refer to as the Record Date are entitled to notice of, and to vote at, the Annual Meeting.

I own shares of Class A Common Stock. Why did I receive this Proxy Statement?

For information only, this Proxy Statement is being mailed to shareholders of our Class A Common Stock as of the Record Date. Shares of Class A Common Stock are not entitled to vote at the Annual Meeting. Accordingly, no Proxy is being requested and no Proxy should be returned with respect to such shares.

How many shares of Class B Common Stock are outstanding? How many votes is each share of Class B Common Stock entitled to at the Annual Meeting?

As of the Record Date, we had outstanding 24,697,172 shares of Class B Common Stock, each share being entitled to one vote on each matter to be acted upon at the Annual Meeting.

How many votes do you need to hold the Annual Meeting?

In order for us to conduct business at the Annual Meeting, we must have a quorum at the Annual Meeting, which means that a majority of the issued and outstanding shares of Class B Common Stock as of the Record Date must be present. Your vote will be counted as present for purposes of determining the presence of a quorum if you:

- vote over the Internet or by telephone,
- properly submit a Proxy (even if you do not provide voting instructions), or
- attend the Annual Meeting and vote in person.

Abstentions and broker non-votes will be counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a registered holder (such as a broker or bank) holding shares in street name for a beneficial owner does not vote on a particular proposal because the registered holder does not have discretionary voting power for that particular item and has not received voting instructions from the beneficial owner. Please note that banks and brokers which have not received voting instructions from their clients may vote their clients shares on the election of directors and the ratification of the appointment of independent auditors.

On what items am I being asked to vote?

You are being asked to vote on five items:

- the election of nine (9) directors;
- the approval of an amendment to the Crawford & Company Executive Stock Bonus Plan to increase the number of shares of Class A Common Stock available under such plan by 4,000,000;
- the adoption of the Crawford & Company International Employee Stock Purchase Plan;
- the adoption of the Crawford & Company Non-Employee Director Stock Plan; and
- the ratification of Ernst & Young LLP as our independent auditors for the Company s 2009 fiscal year.

How may I vote on all of the matters to be considered at the Annual Meeting?

With respect to the election of directors, you may:

- vote FOR all nominees;
- WITHHOLD AUTHORITY to vote for one or more of the nominees and vote FOR the remaining nominees; or
- WITHHOLD AUTHORITY to vote for all nine nominees.

Each share of Class B Common Stock is entitled to cast an affirmative vote for up to nine (9) Director nominees. Cumulative voting is not permitted. The nine nominees for Director who receive the highest number of votes cast, in person or by Proxy, at the Annual Meeting will be elected as Directors. Votes withheld, abstentions, and broker non-votes, will have no effect on the outcome of the election of Directors.

With respect to the other proposals to be voted at the Annual Meeting, you may:

- vote FOR the proposal;
- vote AGAINST the proposal; or
- ABSTAIN from voting on the proposal.

The vote required to approve each proposal is a majority of the shares of Class B Common Stock present in person or represented by Proxy. For these purposes, abstentions are neither counted as votes cast for or against a proposal.

In addition, to satisfy the New York Stock Exchange, or NYSE, listing standards, each of the proposals relating to the amendment to the Company s Executive Stock Bonus Plan and the adoption of each of the Company s International Employee Stock Purchase Plan and Non-Employee Director Stock Plan must also receive the affirmative vote of a majority of the votes cast on such proposal, provided that the total number of votes cast on each matter must represent greater than 50% of the Company s outstanding shares entitled to vote. For purposes of the NYSE listing standards, abstentions are counted as votes cast on this proposal and, as a result, have the same effect as a vote against the relevant proposal.

How do I vote?

You may attend the Annual Meeting and vote your shares in person, or you may choose to submit your Proxy by any of the following methods:

Voting by Mail. If you choose to vote by mail, simply complete the enclosed Proxy, date and sign it, and return it in the postage-paid envelope provided. Your shares will be voted in accordance with the instructions on your Proxy unless it is revoked.

Voting by Telephone. You may vote your shares by telephone by calling the toll-free telephone number provided on the Proxy. Telephone voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on the Proxy. The procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by telephone, you should not return your Proxy.

Voting by Internet. You also may vote your shares through the Internet by signing on to the website identified on the Proxy and following the procedures described on the website. Internet voting is available 24 hours a day, and the procedures are designed to authenticate votes cast by using a personal identification number located on the Proxy. The procedures allow you to give a proxy to vote your shares and to confirm that your instructions have been properly recorded. If you vote by Internet, you should not return your Proxy.

What if I return my Proxy but do not provide voting instructions?

If you properly execute and return your proxy but do not indicate any voting instructions with respect to one or more matters to be voted upon at the Annual Meeting, your shares will be voted in accordance with the recommendation of the Board of Directors as to all such matters.

If you sign your Proxy and return it without marking any voting instructions, your shares will be voted FOR the election of all Director nominees, FOR the amendment to the Crawford & Company Executive Stock Bonus Plan, FOR the adoption of the Crawford & Company International Employee Stock Purchase Plan, FOR the adoption of the Crawford & Company Non-Employee Director Stock Plan, and FOR the ratification of the appointment of Ernst & Young LLP as independent auditors of the Company for the 2009 fiscal year, as well as in the discretion of the persons named as proxies on all other matters that may properly come before the Annual Meeting.

Are voting procedures different if I hold my shares in the name of a broker, bank or other nominee?

If you are a shareholder whose shares are held in street name , (*i.e.*, in the name of a broker, bank or other record holder), you must either direct the record holder of your shares how to vote your shares or obtain a Proxy, executed in your favor, from the record holder to be able to vote at the Annual Meeting.

We encourage shareholders who hold shares in street name to provide instructions to that record holder by voting their Proxy. Providing voting instructions ensures that your shares will be voted at the Annual Meeting. If shares are held through a brokerage account, the brokerage firm, under certain circumstances, may vote the shares without instructions. On certain routine matters, such as the election of directors, brokerage firms have authority under NYSE rules to vote their customers shares if the customers do not provide voting instructions. When a brokerage firm votes its customers shares on a routine matter without receiving voting instructions, these shares are counted both for establishing a quorum to conduct business at the meeting and in determining the number of shares voted for or against the routine matter. The proposal relating to the election of directors and the proposal to ratify the appointment of Ernst & Young LLP as our independent auditors for the year 2009 are considered routine matters.

On non-routine matters, if the brokerage firm has not received voting instructions from the shareholder, the brokerage firm cannot vote the shares on that proposal, which is considered a broker non-vote. Broker non-votes will be counted for purposes of establishing a quorum to conduct business at the Annual Meeting but not for determining the number of shares voted for or against the non-routine matter. The proposals to amend the Crawford & Company Executive Stock Bonus Plan, to adopt the Crawford & Company International Employee Stock Purchase Plan, and to adopt the Crawford & Company Non-Employee Director Stock Plan, are each considered non-routine matters.

What if I change my mind after I return my Proxy?

Any shareholder giving a Proxy has the power to revoke it at any time before it is voted by the execution of another Proxy bearing a later date or by written notification to the Secretary of the Company. Shareholders who are present at the Annual Meeting will have the opportunity to revoke their Proxy and vote in person if they so desire.

How can I obtain a copy of the 2008 Annual Report to Shareholders and the 2008 Annual Report on Form 10-K?

Our Annual Report to Shareholders for the fiscal year ended December 31, 2008 is enclosed herewith. The Annual Report forms no part of the material for the solicitation of proxies. Our Annual Report on Form 10-K for 2008, filed with the Securities and Exchange Commission, or SEC, and our Annual Report to Shareholders, are available free of charge upon written request to the Secretary, Crawford & Company, P. O. Box 5047, Atlanta, Georgia 30302 and on the Company s web site www.crawfordandcompany.com. The Annual Report on Form 10-K (including all exhibits) is also available on the SEC s website at www.sec.gov.

Who is paying for the expenses of this solicitation?

The cost of solicitation of proxies will be borne by the Company. In an effort to have as large a representation at the Annual Meeting as possible, special solicitation of proxies may, in certain instances, be made personally, or by telephone, electronic mail or by mail by one or more of our employees. We may also reimburse brokers, banks, nominees or other fiduciaries for the reasonable clerical expenses of forwarding the proxy material to their principals, the beneficial owners of the Company s Class A or Class B Common Stock.

PROPOSAL 1 ELECTION OF DIRECTORS

Nominees and Voting

Our Board of Directors has fixed the number of Directors constituting the full Board at nine and has nominated the nine persons listed below as Directors, to hold office until the next annual meeting and until their successors are elected and qualified. Each nominee, except Charles H. Ogburn, was elected by the shareholders at the last annual meeting on May 6, 2008. Mr. Ogburn is a member of the present Board of Directors and was appointed as a member of the Board on February 3, 2009. If, at the time of the Annual Meeting, any of the nominees should be unable to serve, the persons named in the Proxy will vote for substitute nominees selected by the Board of Directors. We have no reason to believe that any of the nominees will not be available for election as a Director and, except as described below, we have no reason to believe that any Director will not serve his full term until the next annual meeting and until his successor is elected and qualified.

Nominee Information

The following table gives certain information as to each person nominated by our Board of Directors for election as a Director:

Name	Age	Principal Occupation And Directorships	Director Since
Thomas W. Crawford	66	Chairman of the Board of the Company; Director of Duck Creek Technologies, Inc.	2005
P. George Benson	62	President of the College of Charleston, Director of Nutrition 21, Inc., and AGCO, Inc.	2005
Jeffrey T. Bowman	55	President and Chief Executive Officer of the Company.	2008
Jesse C. Crawford	60	President of Crawford Communications, Inc., a full-service provider of teleproduction services including audio/video production and post production, multimedia title design, satellite services, animation, and special effects.	1986
James D. Edwards	65	Retired Partner of Arthur Andersen LLP, Director of IMS Health Incorporated, Cousins Properties, Inc., Transcend Services, Inc., and Huron Consulting Group, Inc.	2005
J. Hicks Lanier	68	Chairman of the Board and Chief Executive Officer of Oxford Industries, Inc., a manufacturer of apparel products; Director of Genuine Parts Company, and SunTrust Banks, Inc.	1976
Charles H. Ogburn	53	Executive Director & Global Head of Corporate Investments of Arcapita, Inc., an international private equity firm; Director of Caribou Coffee Company.	2009
Clarence H. Ridley	66	Chairman of the Board of Haverty Furniture Companies, Inc. a furniture retailer, Trustee of RidgeWorth Funds.	2004
E. Jenner Wood, III	57	Chairman of the Board, President and Chief Executive Officer of SunTrust Bank, Central Group; Director of Oxford Industries, Inc., and Georgia Power Company.	1997

Mr. T.W. Crawford was appointed Chairman of the Board effective January 1, 2008 and, prior to that from September 1, 2004 was President and Chief Executive Officer of the Company. From June 1998 until his retirement in January 2003, he was President of the Retail Distribution division of Prudential Financial, Inc., a provider of financial products and services, and from May 2004 until September 2004, he was Chairman of The Bodie Group, Inc., a business consulting firm. Mr. T.W. Crawford has agreed to remain as Chairman of the Board of the Company until December 31, 2009, at which time he will resign from the Board. Dr. Benson was appointed to his present position February of 2007. From June 1998 until January 2007 he was Dean of the Terry College of Business at the University of Georgia. Mr. Bowman was appointed President and Chief Executive Officer of the Company effective January 1, 2008. Prior to that, from January 1, 2006 he was Chief Operating Officer Global Property & Casualty of the Company in charge of the U.S. Property & Casualty and

International Operations segments. From April 1, 2001 to December 31, 2005, he was President of Crawford & Company International, Inc. managing the Company s international operations. The principal occupation or employment of each of the other Director nominees during the past five years has been indicated in the above table. There are no family relationships among the Director nominees.

Shareholder Vote

Each share of Class B Common Stock may:

vote FOR the election of the 9 nominees for director;

WITHHOLD AUTHORITY to vote for one or more of the nominees and vote FOR the remaining nominees; or

WITHHOLD AUTHORITY to vote for the 9 nominees.

The 9 nominees receiving the highest number of affirmative votes will be elected as directors. This number is called a plurality. Cumulative voting is not permitted. Votes withheld, or abstentions, and broker non-votes, will have no effect on the outcome of the election of directors.

The Board of Directors unanimously recommends a vote FOR its nominees for Directors.

CORPORATE GOVERNANCE

Director Independence

Our Corporate Governance Guidelines provide that a majority of our Directors will be independent Directors under the NYSE corporate governance listing standards, as in effect from time to time. In addition, our Corporate Governance Guidelines include certain categorical independence standards to assist the Board in determining Director independence. The full text of our Corporate Governance Guidelines can be found on our website at www.crawfordandcompany.com by clicking on the Corporate Governance tab, and are available in print to any shareholder that requests it.

As required by our Corporate Governance Guidelines, the Board of Directors reviewed and analyzed the relationships of each Director and Director nominee with the Company and its management. The purpose of the review was to determine whether any particular relationships or transactions involving Directors or Director nominees, or their respective affiliates or immediate family members, were inconsistent with a determination that the Director is independent for purposes of serving on the Board and any of its Committees.

As a result of this review, the Board has determined, pursuant to the listing standards of the NYSE and our Corporate Governance Guidelines, that all Directors standing for election are independent for purposes of serving on the Board of Directors, except Mr. T.W. Crawford and Mr. Bowman, who are employees of the Company. In addition, all of the members of the Audit Committee and the Nominating/Corporate Governance/Compensation Committee are independent. The company with which Mr. Wood is affiliated, SunTrust Banks, Inc., is a customer of the Company and, in the ordinary course of its business, provides certain banking services to the Company, including as an agent and lender under the Company s credit facility. The Board has determined that the payments to or from the Company with respect to SunTrust Banks, Inc., as a percentage of either entity s consolidated gross revenue are immaterial and, because the Company s credit facility was entered into in the ordinary course of SunTrust s business, such loans were and are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with other parties, such loans do not involve more than the normal risk of collectibility or present other unfavorable features, such relationships do not affect Mr. Wood s independence. For additional information regarding this relationship, see Information with Respect to Certain Business Relationships and Related Transactions.

Standing Committees and Attendance at Board and Committee Meetings

The Board of Directors has three standing committees: the Audit Committee; the Executive Committee; and the Nominating/Corporate Governance/Compensation Committee. Mr. Ogburn was elected as a Director by the

Board of Directors on February 3, 2009 and is not currently a member of any Committee. Mr. Prince, who currently serves on the Executive Committee and Audit Committee, and Mr. Johnson, who currently serves on the Audit Committee, are not standing for re-election to our Board, and will cease to be Directors and members of any Committees immediately after the Annual Meeting. As a result, we expect to reexamine the membership of our Committees at the Board of Directors meeting to be held immediately following the Annual Meeting.

The Executive Committee. The Executive Committee currently consists of Mr. J.C. Crawford as Chairman, and Messrs. Bowman, T.W. Crawford, Prince and Wood as members. The Executive Committee may exercise all the authority of the Board of Directors between its meetings with respect to all matters not specifically reserved by law to the Board of Directors. The Executive Committee held four meetings during 2008.

The Audit Committee. The Audit Committee currently consists of Mr. Edwards as Chairman, and Messrs. Johnson, Lanier and Prince as members. The Board has determined that all of the members of the Audit Committee are independent under the NYSE listing standards and Rule 10A-3 under the Securities Exchange Act of 1934 (the Exchange Act). In addition, the Board has determined that Mr. Edwards and Mr. Johnson are Audit Committee Financial Experts as defined by Item 401(h) of Regulation S-K under the Exchange Act. In making such determination, the Board took into consideration, among other things, the express provision in Item 407(d) of SEC Regulation S-K that the determination that a person has the attributes of an audit committee financial expert shall not impose any greater responsibility or liability on that person than the responsibility and liability imposed on such person as a member of the Audit Committee and the Board of Directors, nor shall it affect the duties and obligations of other Audit Committee members or the Board.

The Audit Committee has adopted a written charter, approved by our Board of Directors. The Audit Committee appoints or discharges our independent auditors, reviews with the independent auditors the audit plan and results of the audit engagement, reviews the scope and results of our internal auditing procedures and the adequacy of our accounting controls, approves professional services provided by the independent auditors, reviews the independence of the independent auditors, and approves the independent auditor s audit and non-audit fees.

The Audit Committee also reviews and approves related party transactions in accordance with the Company s Related Party Transactions Policy. The Company s Related Party Transactions Policy is designed to eliminate conflicts of interest and improper valuation issues, and applies to the Company s Directors, officers, shareholders holding 5% or more of the Company s stock and family members or controlled affiliates of such persons. For purposes of the Company s Related Party Transactions Policy, a related party transaction is a transaction between the Company and any related party, other than transactions generally available to all employees and certain de minimis transactions.

The Audit Committee held five meetings during 2008.

The Nominating/Corporate Governance/Compensation Committee. The Nominating/Corporate Governance/Compensation Committee currently consists of Mr. Lanier as Chairman, and Messrs. Benson, Ridley and Wood as members. The Board of Directors has determined that all members of the Nominating/Corporate Governance/Compensation Committee are independent under the NYSE listing standards. The Nominating/Corporate Governance/Compensation Committee has adopted a written charter, approved by the Board of Directors. The Nominating/Corporate Governance/Compensation Committee identifies and evaluates nominees for Director according to the guidelines stated in this written charter. The Nominating/Corporate Governance/Compensation Committee actively reviews and selects Director nominees for the Board, advises and makes recommendations to the Board on all matters concerning corporate governance and directorship practices and formulates and approves the salary, grants of stock options, performance share units and restricted stock and other compensation to the Chief Executive Officer and, upon recommendation of the Chief Executive Officer, salaries, grants of stock options, performance share units and restricted stock and other compensation for all other officers of the Company. The Nominating/Corporate Governance/Compensation Committee will also consider Director candidates recommended by shareholders. See Communications with the Board, Board Attendance at Annual Meetings, Shareholder Nominees below. This Committee held three meetings in 2008. For additional information about the Nominating/

Corporate Governance/Compensation Committee s processes and its role, as well as the role of executive officers and compensation consultants in determining compensation, see Compensation Discussion and Analysis below.

Executive Sessions of Non-Management Directors

Non-management and independent Directors are required to meet regularly without management participation. Mr. T.W. Crawford was the presiding Director for each of the scheduled meetings during 2008, and does not meet the independence requirements. Due to Mr. T.W. Crawford s presence at each of these meetings, none of the meetings qualified as a meeting of non-management and independent Directors.

Meetings of the Board of Directors

During 2008, the Board of Directors held four meetings. Each of the Company s Directors attended at least seventy-five percent (75%) of the aggregate number of meetings of the Board of Directors and any Committees thereof of which such Director was a member (during the period that he served).

Corporate Governance Guidelines, Committee Charters and Code of Business Conduct

The Company s Corporate Governance Guidelines, Committee Charters, and Code of Business Conduct are available on its website at www.crawfordandcompany.com under the tab Corporate Governance, and are also available without charge in print to any shareholder who makes a request by writing to Corporate Secretary, Legal Department, Crawford & Company, 1001 Summit Boulevard, N.E., Atlanta, Georgia 30319.

Director Compensation

The following table provides compensation information for the year ended December 31, 2008 for each non-management member of our Board of Directors. During 2008, each Director of the Company received a quarterly fee of $5,000, as well as $1,000 for each Board and Committee meeting attended. The Chairman of each Committee received an additional fee of $5,000 per quarter with the exception of the Chairman of the Audit Committee, who received $6,000 per quarter. In addition, each non-employee Director elected at the 2008 annual meeting of shareholders received an option for 3,000 shares of the Company s Class A Common Stock at an exercise price of $4.40 per share, the fair market value of the Class A Common Stock on that date. The options are non-transferable; are exercisable at any time after grant; and lapse on the date the holder is no longer a Director, if that occurs on or before the fifth anniversary of the grant date, or otherwise on the tenth anniversary of the grant date. See Summary Compensation Table for information relating to Mr. Bowman s compensation. Mr. Ogburn was not a Director in 2008, and thus received no compensation from the Company.

DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash	Stock Awards	Stock Option Awards(1)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
Thomas W. Crawford	$ 29,000		$			$ 400,000(2)	$ 429,000
P. George Benson	28,000		7,643				35,643
Jesse C. Crawford	49,000		7,643				56,643
James D. Edwards	53,000		7,643				60,643
Robert T. Johnson(3)	29,000		7,643				36,643
J. Hicks Lanier	53,000		7,643				60,643
Larry L. Prince(3)	34,000		7,643				41,643
Clarence H. Ridley	28,000		7,643				35,643
E. Jenner Wood, III	25,000		7,643				32,643

(1) Amounts calculated utilizing the provisions of Statement of Financial Accounting Standards (SFAS) No. 123R, Share-based Payment (SFAS 123(R)), excluding the normal reduction for estimated forfeiture. See Note 9 of the consolidated financial statements in the Company s Annual Report for year ended December 31, 2008 regarding assumptions underlying the valuation of equity awards. The full grant date fair value of the awards made to each Director in 2008, computed in accordance with SFAS 123(R), was $7,643. The awards were made pursuant to the terms of the Company s 2007 Non-Employee Director Stock Option Plan. At fiscal year end December 31, 2008 the aggregate number of option awards outstanding for each non-employee Director was as follows: Mr. Benson 36,000; Mr. J.C. Crawford 36,000; Mr. Edwards 39,000; Mr. Johnson 39,000; Mr. Lanier 42,000; Mr. Prince 42,000; Mr. Ridley 42,000; Mr. Wood 42,000.

(2) Mr. T.W. Crawford was an employee of the Company during 2008, and received a salary of $400,000 in that capacity.

(3) Not standing for re-election at Annual Meeting.

Communications with our Board, Board Attendance at Annual Meetings, Shareholder Nominees

Individuals may communicate with our Board by sending a letter to Board of Directors, Crawford & Company, P. O. Box 1261, Tucker, Georgia 30085-1261. Your letter will be shared with all members of our Board and may, at the discretion of our Board, be shared with Company management, unless your letter requests otherwise. Communications that are specifically intended for non-management Directors should be addressed to Chairman of the Executive Committee, Board of Directors, Crawford & Company at this same address.

The Company encourages all Directors to attend the Company s annual meeting and schedules the annual meeting to accommodate all Directors. The Company also holds a full Board meeting the same day as the annual meeting to further encourage all Directors to attend the annual meeting. At the last annual meeting, all then-current Directors attended.

Any shareholder who certifies that he or she is the continuous record owner of at least one percent (1%) of the common stock of the Company for at least one year prior to the submission of a candidate and who provides a written statement that he or she intends to continue ownership of the shares through the date of the applicable annual meeting of shareholders may submit a nomination for Director. The candidate must meet the qualifications stated in the Company s by-laws and the submission must be made to the Nominating/Corporate Governance/Compensation Committee at P. O. Box 1261, Tucker, Georgia 30085, no more than 180 days and no less than 120 days prior to the anniversary date of this Proxy Statement. The Nominating/Corporate Governance/Compensation Committee will review all candidates submitted by Shareholders for consideration as nominees pursuant to its general practices and the guidelines stated in its charter before determining whether to submit any nominee to the full Board of Directors for consideration.

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis explains our compensation philosophy, objectives, policies and practices with respect to our CEO, CFO and the other three most highly-compensated executive officers as determined in accordance with applicable SEC rules and as set out in the Summary Compensation Table below, whom we collectively refer to as our named executive officers. The fundamental philosophy of the Nominating/Corporate Governance/Compensation Committee, which we refer to in this section as the Compensation Committee, with respect to executive compensation is to ensure that our compensation programs will enable us to attract and retain key executives critical to our long-term success, through the establishment of a performance-oriented environment that rewards the achievement of both short- and long-term strategic management goals, with the attendant enhancement of shareholder value. The Compensation Committee regularly reviews these compensation programs, and makes adjustments as appropriate to accomplish these objectives.

Role of the Compensation Committee

The role of the Compensation Committee, among other responsibilities, is to (1) annually review the Company s goals and objectives relative to CEO and senior executive officer compensation, including, as the Compensation Committee deems appropriate, consideration of the Company s performance and relative shareholder return, the value and construct of compensation packages for comparable officers at comparable companies and the awards given to the Company s senior executive officers in past years, (2) annually review, evaluate and update, as appropriate, the components of the Company s compensation program in view of those goals and objectives, and set compensation levels for the Company s senior executive officers, (3) annually evaluate the CEO s and the other senior executives performance in light of established goals and objectives, and approve compensation to be paid with respect to such performance, including certifying the degree of achievement of performance goals where called for under the terms of performance-based compensation programs, (4) review and approve the adoption, terms and operation of the Company s compensation plans for senior executives, including incentive compensation plans and equity-based plans, and (5) in light of the foregoing, to consider and grant bonuses, stock options, performance share units, restricted stock and other discretionary awards, as appropriate, under the Company s incentive compensation and equity-based plans. Our Compensation Committee also provides other functions to our Company, including by acting as our Nominating and Corporate Governance Committee, as described elsewhere in this Proxy Statement.

The Compensation Committee generally does not follow a precise formula for allocating between these three key elements of compensation to its senior executive officers. Each element of compensation operates independently of the other and is designed to motivate towards, and reward, a different segment of results, thus the Compensation Committee does not believe it is appropriate that payment (or lack thereof) of one element generally should impact payment of any other elements. However, the Compensation Committee reviews information that compares each element of senior executive compensation, both separately and in the aggregate, to amounts paid for positions with similar duties and responsibilities at comparable or peer group companies. The Compensation Committee s objective generally is to target total compensation at approximately the median, or midpoint, among comparable companies.

Role of Executive Officers in Executive Compensation Matters

Our senior executive officers also play an important role with respect to the setting and determination of the annual cash portion of senior executive compensation, including base salary and any annual cash incentive compensation. These senior executive officers make recommendations to our Compensation Committee with respect to the setting of performance goals under our incentive compensation plans and the assessment of the performance of employees who are direct reports to such officers. As a result of regular interaction, the senior executive officers are able to provide personal insight as to the performance of their direct reports as well as overall performance trends of employees of the Company. Our Compensation Committee relies on this information in connection with its overall assessment as to the adequacy and appropriateness of both individual executive compensation as well as the compensation plans of the Company as a whole. Our Compensation Committee considers any such recommendations when determining overall individual compensation. Our Compensation Committee approves ranges of cash compensation for our senior executive officers (other than our CEO) and within those constructs, due to the nature of the working relationship between the CEO and such other employees, and the nature and level of the regular interaction, believes it is appropriate for our CEO to make the final determination with respect to such decisions within those ranges.

Compensation Consultants

The Compensation Committee s Charter provides for the Compensation Committee to retain and terminate, as deemed necessary, any compensation consultant to be used to assist in the evaluation of Director, CEO or executive compensation. The Compensation Committee has the sole authority to select such consultant and to approve the consultant s fees and other retention terms. In 2007, with the Compensation Committee s approval, management engaged Mercer Human Resource Consulting (Mercer) to review and advise the Company and the Compensation Committee on executive and general compensation matters for the Company. Mercer performed a comprehensive pay analysis of the Company s overall compensation programs. That pay analysis focused on the elements of the Company s compensation, as enumerated below, and is referred to in the following discussion as applicable.

The materials presented by Mercer to our Compensation Committee included data from a number of published compensation sources as well as Mercer proprietary sources. For benchmarking purposes, Mercer focused on financial services and insurance firms with (i) gross annual premiums in the $2 billion to $6 billion range or (ii) assets in the $4 billion to $9 billion range. The Compensation Committee was not provided with the names of the companies included in the surveys.

Our Compensation Committee determined, with Mercer s input, that base salary compensation for our named executive officers generally met or exceeded comparable market levels, but that annual incentives and long-term incentives were below market levels. As a result, and because the Committee determined it was in the best interests of the Company to maintain its market competitiveness for executive talent, the Compensation Committee took action in 2008 to increase annual and long-term incentives described under Annual Incentive Compensation and Long-term Incentive Compensation below. Based on Company performance during 2007, the Compensation Committee elected to phase-in over multiple years the increase in annual and long-term incentives, and both remained below market levels for 2008.

Elements of Compensation

In 2008, there were three key elements in the Company s executive compensation program:

Pay Element	What the Element Rewards	Purpose of the Pay Element
Base Salary	Individual job performance and merit.	Provide competitive level of guaranteed cash compensation. Reward performance (at individual and Company levels).
Annual Incentives	Achievement of targeted revenue, operating earnings (1), accounts receivable management or other performance objectives.	Provide focus on meeting annual financial and other operational goals that are designed to lead to our long-term success.
Long-term Incentives	Delivery of shareholder value. Vesting periods designed to encourage employee retention.	Provide a blended focus on: Increase in stock price; Increase in earnings per share; Net income; and Executive ownership of stock.

(1) The term operating earnings as referred to in this section is discussed and defined in Note 10 to the Consolidated Financial Statements in our 2008 Annual Report on Form 10-K.

In executing its role, the Compensation Committee considers a variety of factors in making compensation decisions, including recommendations from senior executive officers and any compensation consultants, the recent historical performance of the individual executive officers, the Company s historical financial results and shareholder return, cumulative compensation history (to the extent that it impacts pay receivable currently and in the future) and internal pay equity (*i.e.*, compensation levels of our senior executives relative to each other), all as described below.

Base Salary Compensation

The Compensation Committee has approved a comprehensive Wage and Salary Administration Policy applicable to employees of the Company and its U.S. subsidiaries. This policy includes a program for grading each position, including executive officer positions, to ensure appropriate levels of base salary for each position and internal and external pay equity as compared to benchmarked companies. The policy sets forth grade levels and salary ranges for those grade levels, and provides for annual merit adjustments tied to individual job performance as measured through annual performance reviews. Based on a variety of data (including published national surveys, recent and anticipated Company performance and other relevant information), the Compensation Committee annually considers merit based salary increase budgets as a percent of current salaries and any increases in salary ranges for the next fiscal year. If determined to be appropriate, the Compensation Committee establishes guidelines for individual salary adjustments based on the individual s performance review, as described above under Role of Executive Officers in Executive Compensation Matters.

With respect to certain executive officers, including the named executive officers, the Company deemed it appropriate to enter into written employment arrangements with such persons. These employment arrangements typically provide for, among other things, a minimum base salary, which was determined based on, among other things, negotiations with the applicable person, and the Compensation Committee s overall compensation philosophy discussed above, at the time of hire or the entry into such agreement, as applicable. The base salaries for all employees other than the CEO are determined consistent with the foregoing.

Annual Incentive Compensation

The parameters for annual incentive compensation are set by our Compensation Committee in annual incentive bonus programs adopted by the Compensation Committee or in letter or employment agreements entered into with specific employees as described above.

For 2008, the Compensation Committee adopted a comprehensive Short-Term Incentive Plan (STIP) applicable to, among others, the named executive officers. The STIP, together with the Crawford & Company 2007 Management Team Incentive Compensation Plan (the Management Team Incentive Compensation Plan), approved by the shareholders at the 2007 annual meeting, are intended to continue the direct linkage between our performance and compensation to the persons who are most responsible for such performance in accordance with the Compensation Committee s overall compensation philosophy discussed above. Under the terms of the STIP, each participating employee is provided clear goals that can include corporate, segment and individual targets, weighted appropriately for the employee s position in the Company. Achievement of STIP performance targets is designed to result in the payment of meaningful cash bonuses. If Company, segment or individual targeted goals, as applicable and as discussed below, are exceeded, the STIP allows for payment of up to 200% of the STIP bonus amounts. With respect to certain senior executives (*i.e.,* those potentially subject to Internal Revenue Code Section 162(m) (discussed below)), bonuses under the STIP that are designed to be fully deductible are also subject to the additional terms and conditions of the Management Team Incentive Compensation Plan, as the Compensation Committee determined that it would not be appropriate that any such amounts would subject the Company to additional tax obligations. Notwithstanding any individual employee s goals, for 2008 the Compensation Committee determined that overall Company performance, as determined by consolidated operating earnings, was the most meaningful target. As a result, and after consideration and review of the Company s expected results, 2008 STIP awards would only be considered earned if consolidated operating earnings equaled or exceeded $50,717,600.

Annual incentive awards for each of the named executive officers are discussed below. Target bonus levels for the named executive officers were determined after taking into account, among other market-competitive factors, the information provided by Mercer as to the level and amount of the Company s historical annual incentive compensation.

Mr. Bowman

The 2008 STIP award granted by the Compensation Committee for Mr. Bowman provided for a target bonus of 65% of his base salary, or $455,000. Based on his level of responsibility and Company oversight obligations, the Compensation Committee determined that it was appropriate to correlate Mr. Bowman s performance metrics solely to corporate-wide performance, and targets were based on three categories, as such metrics are deemed critical to the Company s overall success: (1) revenues, (2) operating earnings and (3) workdays outstanding in total billed and unbilled accounts receivable. 20% of his STIP award was based on revenues, 60% was based on operating earnings and 20% was based on workdays outstanding in total billed and unbilled accounts receivable. Mr. Bowman s 2008 STIP award was earned only if achievement of the performance metrics exceeded specified threshold levels. If these target levels were achieved, Mr. Bowman was entitled to 100% of the 2008 STIP award. If maximum levels of the performance metrics were achieved, Mr. Bowman was entitled to 200% of the 2008 STIP award. If the achievement of performance metrics was in between threshold and target levels, or in between target and maximum levels, Mr. Bowman was entitled to a ratable portion of the 2008 STIP award based upon linear formulas.

	Threshold	Target	Maximum
Revenues	$969,012,350	$1,020,013,000	$1,122,014,300
Operating Earnings	$57,057,300	$63,397,000	$95,095,500
Workdays outstanding in Total Accounts Receivable	83.4 days or less	81.3 days or less	73.9 days or less

Based on the actual performance of the Company during 2008, Mr. Bowman s STIP award was $595,831.

Mr. Swain

The 2008 STIP award granted by the Compensation Committee for Mr. Swain provided for a target bonus of 47.5% of his base salary, or $190,000 for the reasons discussed above applicable to Mr. Bowman. Mr. Swain s performance metrics and threshold, target and maximum goals were identical to Mr. Bowman s, discussed above. Based on the actual performance of the Company during 2008, Mr. Swain s STIP award was $248,808.

Mr. Muress

The 2008 STIP award granted by the Compensation Committee to Mr. Muress provided for a target bonus of 47.5% of his base salary, or $360,980. Based upon his level of seniority in the Company and his specific oversight responsibilities, the Compensation Committee determined that it was appropriate that Mr. Muress performance metrics were based 30% on the metrics outlined above for Messrs. Bowman and Swain, and 70% on the UCA division performance, which consists of portions of the Company s International Operations segment from the United Kingdom, Australia, continental Europe, the Middle East, Africa and Asia. The Company does not separately report financial results for the UCA division. Mr. Muress UCA division performance metrics were, in turn, based on three categories which were deemed indicative of the UCA division s overall success: (1) revenues, (2) operating earnings and (3) workdays outstanding in total billed and unbilled accounts receivable. 20% of his STIP award attributable to UCA division performance was based on revenue, 60% based on operating earnings, and 20% based on workdays outstanding in total billed and unbilled accounts receivable.

Mr. Muress 2008 STIP award was earned only if achievement of the performance metrics exceeded specified threshold levels. If these target levels were achieved, Mr. Muress was entitled to 100% of the 2008 STIP award. If maximum levels of the performance metrics were achieved, Mr. Muress was entitled to 200% of the 2008 STIP award. If the achievement of performance metrics was in between threshold and target levels, or in between target and maximum levels, Mr. Muress was entitled to a ratable portion of the 2008 STIP award based upon linear formulas.

	Threshold	Target	Maximum
Revenues	$276,370,200	$290,916,000	$320,007,600
Operating Earnings	$22,411,800	$24,902,000	$37,353,000
Workdays outstanding in Total Accounts Receivable	101.7 days or less	99.2 days or less	90.2 days or less

Based on the actual performance of the Company and the UCA division during 2008, Mr. Muress STIP award was $515,506.

Mr. Isaac

Employees of The Garden City Group, Inc. (GCG), the Company s wholly owned subsidiary, such as Mr. Isaac, did not participate in the 2008 STIP. Instead, the annual incentive compensation for Mr. Isaac was determined under his employment agreement which links his bonus to the pre-tax income of GCG. Pre-tax income of GCG is determined before taxes but after expense and interest on borrowed funds (if any) at the Company s prevailing rate of interest. For 2008 and later performance years, growth is measured comparing the pre-tax income in the relevant performance year to the average actual pre-tax income in the three preceding years. No amount is payable if cumulative performance exhibits less than 10% growth. His employment agreement provides for a threshold, target and maximum bonus of $200,000, $400,000 and $600,000, respectively. However, in 2008, no annual incentive compensation was paid to Mr. Isaac as cumulative performance did not exhibit at least 10% growth.

Mr. Frawley

The 2008 STIP award granted by the Compensation Committee to Mr. Frawley provided for a target bonus of 47.5% of his base salary, or $244,625. Based upon his level of seniority in the Company and his specific oversight responsibilities, the Compensation Committee determined that it was appropriate that Mr. Frawley s performance metrics were based 30% on the metrics outlined above for Messrs. Bowman and Swain, and 70% on the Americas division performance, which consists of the Company s U.S., Canadian, Caribbean and Latin American Property & Casualty operations. The Company does not separately report financial results for the Americas division, which encompasses the Company s U.S. Property & Casualty segment as well as a portion of the Company s International Operations segment. Mr. Frawley s Americas division performance metrics were, in turn, based on three categories which were deemed indicative of the Americas division s overall success: (1) revenues, (2) operating earnings and (3) workdays outstanding in total billed and unbilled accounts receivable. 20% of his STIP award attributable to Americas division performance was based on revenue, 60% based on operating earnings, and 20% based on workdays outstanding in total billed and unbilled accounts receivable.

Mr. Frawley s 2008 STIP award was earned only if achievement of the performance metrics exceeds specified threshold levels. If these target levels were achieved, Mr. Frawley was entitled to 100% of the 2008 STIP award. If maximum levels of the performance metrics were achieved, Mr. Frawley was entitled to 200% of the 2008 STIP award. If the achievement of performance metrics was in between threshold and target levels, or in between target and maximum levels, Mr. Frawley was entitled to a ratable portion of the 2008 STIP award based upon linear formulas.

	Threshold	Target	Maximum
Revenues	$298,829,150	$314,557,000	$346,012,700
Operating Earnings	$23,206,500	$25,785,000	$38,677,500
Workdays outstanding in Total Accounts Receivable	74.6 days or less	72.7 days or less	66.1 days or less

Based on the actual performance of the Company and the Americas division during 2008, Mr. Frawley s STIP award was $342,711.

Long-Term Incentive Compensation

After consulting with Mercer and the evaluation of other competitive considerations, the Compensation Committee has designed the long-term incentive compensation program with a goal of incentivizing management towards the long-term future success of the Company. Long-term incentive compensation is payable in shares of the Company s Class A Common Stock pursuant to the terms of the Company s Executive Stock Bonus Plan. Under the terms of that plan, officers and other key employees of the Company may be granted performance share unit awards, restricted stock awards, or stock option awards (collectively Awards). The Compensation Committee makes all determinations regarding Awards under these plans to the CEO and approves Awards for other executive officers, including the other named executive officers, based on recommendations of the CEO. The number of shares of the Company s Class A Common Stock covered by such Awards is generally based upon the grade level of the officer or other key employee consistent with the Company s Wage and Salary Administration Policy, but generally without regard to the individual s stock ownership, as the Compensation Committee did not feel it was appropriate to change incentives or condition Awards based upon any specific individual s circumstances which may not be known or understood by the Compensation Committee. In addition to Awards under the Company s comprehensive annual long-term incentive compensation plans, performance share unit awards, restricted stock awards, or stock option awards may be granted by the Compensation Committee to the CEO and the other named executive officers (as discussed in further detail below under Employment and Change-in-Control Arrangements).

For 2008, long-term compensation for specified key employees of the Company (the Long-Term Incentive Plan or LTIP) was awarded under the terms of the Company s Executive Stock Bonus Plan and the Management Team Incentive Compensation Plan. With respect to certain senior executives (*i.e.,* those potentially subject to Internal Revenue Code Section 162(m)), LTIP awards that are intended to be fully deductible are also subject to the additional terms and conditions of the Management Team Incentive Compensation Plan, as the Compensation Committee determined that it would not be appropriate that any such amounts would subject the Company to additional tax obligations.

Under the terms of the 2008 LTIP, each executive officer was granted an award of performance share units that were eligible to be earned based on the earnings per share of the Company for 2008. If the Company s 2008 earnings per share was at least $0.38, 50% of these performance share units would have been earned. If the Company s 2008 earnings per share was $0.44, 100% of these performance share units would have been earned. If the Company s 2008 earnings per share was $0.50, 150% of these performance share units would have been earned. If the Company s 2008 earnings per share exceeded $0.56, 200% of these performance share units would have been earned. The percentage of performance share units earned would have been adjusted ratably for earnings per share between $0.38 and $0.56. None of these performance share units would have been earned for earnings per share of less than $0.38. The earnings per share levels were determined by setting the threshold amount equal to the lower-end of the earnings per share guidance publicly forecast by the Company for 2008 and setting the maximum amount equal to stretch targets in excess of the Company s internal budget. The Company s earnings per share for 2008 was $0.62, thus 200% of the performance share units were earned. Earned performance share units are payable in shares of the Company s Class A Common Stock, subject to vesting requirements at a rate of 33 $^{1}/3$% of the earned award per year.

Long-term incentive compensation for each of the named executive officers is discussed below. Target awards for the named executive officers were determined after taking into account, among other market-competitive factors, the information provided by Mercer as to the type, level and amount of the Company s historical long-term incentive compensation.

CEO Mr. Bowman

The 2008 LTIP award granted by the Compensation Committee to Mr. Bowman provided for a grant of up to 150,000 performance share units. Based on the Company s 2008 earnings per share, 150,000 of the performance share units were earned.

CFO Mr. Swain

The 2008 LTIP award granted by the Compensation Committee to Mr. Swain provided for a grant of up to 90,000 performance share units. Based on the Company s 2008 earnings per share, 90,000 of the performance share units were earned.

Mr. Muress

The 2008 LTIP award granted by the Compensation Committee to Mr. Muress provided for a grant of up to 60,000 performance share units. Based on the Company s 2008 earnings per share, 60,000 of the performance share units were earned.

In addition to the 2008 LTIP award, effective as of March 24, 2006, Mr. Muress was awarded a grant of 50,000 performance share units under the Company s Executive Stock Bonus Plan, with any earned portion of the award payable in shares of the Company s Class A Common Stock. Performance goals for this award were based on compound growth during a five-year period, beginning in 2006 and ending in 2010, with accelerated payment if growth targets were achieved before 2009. The growth targets were a measure of the increase in pre-tax income for the Company s United Kingdom operations. The Company does not separately report financial results for its United Kingdom operations. If growth of 7.5% was achieved, then 25% of the award would be earned. If growth of 10% was achieved, then 50% of the award would be earned. If growth of 15% was achieved, then 100% of the award would be earned. As of the close of the 2008 period, growth of 15% was achieved, thus 100% of the award was earned. 25,000 of the performance share units vested as of October 31, 2008. The remaining 25,000 of the performance share units will vest as of October 31, 2010.

Mr. Isaac

Employees of GCG did not participate in the 2008 LTIP. Instead, Mr. Isaac s employment agreement provides for a performance share unit grant of up to a maximum of 312,000 units under the Company s Executive Stock Bonus Plan, with any earned portion of the award payable in shares of the Company s Class A Common Stock. Based on applicable performance goals, Mr. Isaac is eligible to earn the performance share units based on compound annual growth rate (CAGR) in GCG pre-tax income growth for two different periods, January 1, 2006 through December 31, 2008 (2006-2008 period), and January 1, 2006 through December 31, 2010 (2006-2010 period). For the 2006-2008 period, 75,000 units were earned if 10% CAGR in GCG pre-tax income was achieved, 150,000 units were earned if 15% CAGR in GCG pre-tax income was achieved, and 187,200 units were earned if 20% CAGR in GCG pre-tax income was achieved. For the 2006-2010 period, 125,000 units minus the number of units earned in the 2006-2008 period are earned if 10% CAGR in GCG pre-tax income is achieved and 250,000 units minus the number of units earned in the 2006-2008 period are earned if 15% or 20% CAGR in GCG pre-tax income is achieved. The agreement also provides for an additional supplemental unit grant up to a maximum of 62,000 units during the first two months of 2007 based on performance in a 2007 through 2010 period. Based on GCG performance for the 2006-2008 period, Mr. Isaac earned and was entitled to payment of 150,000 of the performance share units.

Mr. Frawley

The 2008 LTIP award granted by the Compensation Committee to Mr. Frawley provided for a grant of up to 60,000 performance share units. Based on the Company s 2008 earnings per share, 60,000 of the performance share units were earned.

Other Elements of Compensation

Our named executive officers are eligible to participate in other compensation plans offered to our employees. Mr. Swain participates in a noncontributory qualified retirement plan that was frozen as of December 31, 2002. All U.S. based named executive officers are also eligible to participate in a qualified 401(k) plan and a nonqualified supplemental executive retirement plan. Our named executive officers are also offered the opportunity to participate in a nonqualified deferred compensation plan.

Impact of Internal Revenue Code Section 162(m)

Internal Revenue Code Section 162(m) provides that annual compensation in excess of $1 million paid to certain executive officers is not deductible for the Company unless it is performance-based. It is the policy of the Compensation Committee to have incentive compensation for the Company s named executive officers qualify for full tax deductibility for the Company to the extent feasible and consistent with our overall compensation philosophy. The Company s Management Team Incentive Compensation Plan, effective for 2008 and future years, is designed to allow the Compensation Committee to structure short-term incentive compensation (annual bonus) and long-term incentive compensation (equity-based awards) under that plan so that the resulting compensation will be qualified performance-based compensation eligible for deductibility without limitation under Code Section 162(m). However, the Compensation Committee retains the discretion to pay appropriate compensation, even if it may result in the non-deductibility of certain amounts under federal tax law. No payments made by the Company in 2008 were subject to the non-deductibility limitations of Code Section 162(m).

Summary of Cash and Certain Other Compensation

The following table includes information concerning compensation paid to, or accrued by the Company for, our named executive officers at December 31, 2008.

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)(1)	Option Awards ($)(1)	Non-Equity Incentive Plan Compen-sation ($)	Change in Pension Value and Nonqualified Deferred Compen-sation Earnings ($)	All Other Compen-sation ($)(2)	Total ($)
J.T. Bowman	2008	$ 700,000	$	$ 420,148	$ 206,977	$ 595,831	$	$ 95,490	$ 2,018,446
President and Chief	2007	550,000	250,000	72,690	98,066			55,055	1,025,811
Executive Officer	2006	500,000	250,000	75,900	90,266		16,524	55,822	988,512
W.B. Swain	2008	400,000		279,580	3,894	248,808		26,865	959,147
Executive Vice President Chief	2007	307,540		13,298	6,969	40,000		24,618	392,425
Financial Officer	2006	258,500		7,538	9,620	20,000	3,033	23,235	321,926
I.V. Muress(3)	2008	759,957		289,083	3,894	515,506		98,807	1,667,247
Executive Vice President; Chief	2007	639,010		35,868	7,344	585,737		85,930	1,353,889
Executive Officer EMEA/A-P	2006	530,740		31,038	7,804	214,852		83,758	868,192
D.A. Isaac	2008	630,000		681,492	7,642			2,259,564	3,578,698
Executive Vice President; Chief	2007	600,000		422,205	10,509			2,540,679	3,573,393
Executive Officer The Garden City Group, Inc	2006	600,000		524,780	10,870	600,000		3,490,975	5,226,625
K.B. Frawley	2008	515,000		197,647	19,208	342,711		43,445	1,118,011
Executive Vice President; Chief	2007	515,000	200,000	18,237	22,534			42,463	798,234
Executive Officer The Americas	2006	512,690	200,000		18,477		2,370	45,562	779,099

(1) The values of equity-based awards in this column represent the cost recognized for financial statement reporting purposes for the applicable year in accordance with SFAS 123(R). However, pursuant to SEC rules these values are not reduced by an estimate for the probability of forfeiture. The assumptions used to value these awards can be found in Note 9 to the Consolidated Financial Statements in our 2008 Annual Report on Form 10-K.

(2) Represents the following amounts for 2008: (i) Mr. Bowman: $22,000 director s fees; $43,891 Company contribution to the Deferred Compensation Plan under the Company s Supplemental Executive Retirement Plan (SERP), $13,800 Company contribution to the Crawford Savings and Investment Plan, $3,139 in country club dues, $12,480 automobile allowance, and $180 premium payment on term life insurance; (ii) Mr. Swain: $12,885 Company contribution to the Deferred Compensation Plan under the Company s SERP, $13,800 Company contribution to the Crawford Savings and Investment Plan, and $180 premium payment on term life insurance; (iii) Mr. Muress: $75,995 Company contribution to the U.K. pension fund, $22,110 automobile allowance, and $702 premium payments on life and health insurance; (iv) Mr. Isaac: $2,238,564 commissions, $9,000 Company contribution to a 401(k) Investment Plan, and $12,000 automobile allowance; (v) Mr. Frawley: $16,975 Company contribution to the Crawford Deferred Compensation Plan under the Company s SERP, $8,050 Company contribution to the Crawford Savings and Investment Plan, $4,253 for country club dues, $6,646 automobile allowance, $7,341 closing cost on home, and $180 premium payment on term life insurance.

(3) Compensation for Mr. Muress is paid in British pounds sterling and converted to US dollars using the average exchange rate in effect for each particular year.

Grant of Plan-Based Awards

The Company maintains the Executive Stock Bonus Plan under which awards of performance share units, restricted stock or stock options may be granted to specified employees of the Company. The following table sets forth certain information with respect to awards granted during or for the fiscal year ended December 31, 2008 to each of our named executive officers.

			Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards(3)						
Name and Position	**Grant Date(1)**	**Grant Date(2)**	**Threshold ($)**	**Target ($)**	**Maximum ($)**	**Threshold (#)**	**Target (#)**	**Maximum (#)**	**All Other Stock Awards: Number of Shares of Stock or Units (#)**	**All Other Option Awards: Number of Securities Underlying Options (#)**	**Exercise or Base Price of Option Awards ($/sh)**	**Grant Date Fair Value of Stock and Option Awards**
J. T. Bowman	2/27/08	2/27/08						150,000			$	$ 577,500
J. T. Bowman	2/27/08	5/6/08								250,000	4.40	636,900
W. B. Swain	2/27/08	2/27/08						90,000				346,500
W. B. Swain	2/27/08	2/27/08							30,000			115,500
I. V. Muress	2/27/08	2/27/08						60,000				231,000
I. V. Muress	2/27/08	2/27/08							20,000			77,000
K. B. Frawley	2/27/08	2/27/08						60,000				231,000
K. B. Frawley	2/27/08	2/27/08							20,000			77,000

(1) Date of Compensation Committee action on award.

(2) Effective date of award.

(3) These columns show the number of performance share unit awards that will be awarded based on the maximum performance goals being satisfied for 2008.

Outstanding Equity Awards at December 31, 2008

The following table sets forth certain information with respect to the outstanding equity awards at December 31, 2008 for each of our named executive officers.

	Option Awards					Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable (1)(2)	Number of Securities Underlying Unexercised Options (#) Unexercisable (1)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)(16)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($)(16)
J. T. Bowman	3,000			$ 12.50	2/2/2009		$		$
	5,000			11.25	2/1/2010				
	13,000			10.00	1/30/2011				
	22,500			8.82	1/29/2012				
	50,000			8.82	1/29/2009				
	15,000			4.70	1/28/2013				
	24,000	6,000(3)		6.66	2/3/2014				
	100,160	25,040(4)		6.36	9/15/2014				
		250,000(5)		4.40	5/6/2018				
						30,000(8)	202,200		
						600(9)	4,044		
						1,500(10)	10,110		
						1,350(11)	9,099		
						100,000(12)	674,000		
W. B. Swain	2,000			12.50	2/2/2009				
	5,000			11.25	2/1/2010				
	8,000			10.00	1/30/2011				
	7,500			8.82	1/29/2012				
	5,000			4.70	1/28/2013				
	8,000	2,000(3)		6.66	2/3/2014				
						3,600(11)	24,264		
						200(9)	1,348		
						400(10)	2,696		
						900(11)	6,066		
						15,000(13)	101,100		
						60,000(12)	404,400		
I. V. Muress	10,000			5.20	10/29/2012				
	5,000			4.70	1/28/2013				
	8,000	2,000(3)		6.66	2/3/2014				
						10,000(13)	67,400		
						200(9)	1,348		
						500(10)	3,370		
						450(11)	3,033		
						25,000(14)	168,500		
						40,000(12)	269,600		
D. A. Isaac	15,000			11.25	4/27/2009				
	2,000			11.25	2/1/2010				
	2,000			10.00	1/30/2011				

	3,000		9.70	4/24/2011		
	4,500		8.82	1/29/2012		
	3,000		4.70	1/28/2013		
	16,000	4,000(3)	6.66	2/3/2014		
					120(9)	809
					100,000(15)	674,000
					62,000(15)	471,880
K. B. Frawley	15,000	10,000(6)	7.40	4/26/2015		
	10,000	15,000(7)	5.60	2/7/2016		
					10,002(11)	67,413
					10,000(13)	67,400
					40,000(12)	269,600

(1) All options become exercisable 20% per year commencing on first anniversary date of grant, except for Mr. Bowman s 250,000 share grant, which becomes exercisable 33.33% per year commencing on first anniversary date of grant.

(2) All options listed in this column are fully vested.

(3) Fully vests 2/3/09.

(4) Fully vests 9/15/09.

(5) Vests 33.33% per year commencing on 5/6/09, remaining vesting dates are 5/6/10 and 5/6/11.

(6) Vests 20% per year commencing on first anniversary; remaining vesting dates are 4/26/09 and 4/26/10.

(7) Vests 20% per year commencing on first anniversary; remaining vesting dates are 2/7/09, 2/7/10 and 2/7/11.

(8) Vests 20% per year commencing 1/1/07; remaining vesting dates 1/1/09, 1/1/10, and 1/1/11.

(9) Vests 20% per year commencing 12/31/05; remaining vesting date 12/31/09.

(10) Vests 20% per year commencing 12/31/06; remaining vesting dates 12/31/09 and 12/31/10.

(11) Vests 20% per year commencing 12/31/07; remaining vesting dates 12/31/09, 12/31/10 and 12/31/11.

(12) Vests 33.33% per year commencing on 12/31/08, remaining vesting dates 12/31/09 and 12/31/10.

(13) Vests 50% per year commencing 12/31/08; remaining vesting date 12/31/09.

(14) Vests 50% on 12/31/08 and 50% on 12/31/10.

(15) Fully vests 12/31/10.

(16) Market value based on NYSE closing price on December 31, 2008 of $6.74 per share of our Class A Common Stock.

Option Exercises and Stock Vested

The following table provides information concerning the exercise of stock options during the last fiscal year with respect to the named executive officers. It also provides information on stock awards vested during the last fiscal year with respect to the named executive officers.

	Option Awards(1)		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)**
J. T. Bowman			600	$ 4,044
			750	5,055
			450	3,033
			50,000	337,000
			10,000	35,000
W. B. Swain			200	1,348
			200	1,348
			300	2,022
			30,000	202,200
			1,200	8,088
			15,000	101,100
I. V. Muress			200	1,348
			250	1,685
			150	1,011
			25,000	168,500
			20,000	134,800
			10,000	67,400
D. A. Isaac			120	809
			150,000	1,011,000
K. B. Frawley			20,000	134,800
			3,334	22,471
			10,000	67,400

(1) None of the named executive officers exercised stock options in 2008.

Pension Benefits at December 31, 2008

The Company maintains a non-contributory Retirement Plan (the Retirement Plan) for the benefit of substantially all of the U.S. employees of the Company who were employed as of December 31, 2002. The Retirement Plan provides for annual retirement benefits at a normal retirement age of 65 (the Normal Retirement Age) equal to 2% of the participant s total compensation (as defined in the Retirement Plan) for all credited years of service under the Plan. The benefits are not affected by Social Security benefits payable to the participant; however, they are actuarially reduced for retirements before the Normal Retirement Age or if the retiree selects benefits other than an individual life-time annuity. Credited years of service under the Retirement Plan for Mr. Swain is 10 years. Of our named executive officers, only Mr. Swain participates in the Retirement Plan. Effective December 31, 2002, accruals under the Retirement Plan were frozen. In place of the accruals under the now frozen Retirement Plan, the Company may make a discretionary contribution to the Company s Defined Contribution Plan (the Defined Contribution Plan) for eligible employees based on years of service and compensation as well as the Company s financial results. The following table provides information concerning the pension benefits at December 31, 2008 with respect to the named executive officers.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefits ($)	Payments During Last Fiscal Year ($)
J. T. Bowman			$	
W. B. Swain	Crawford & Company Retirement Plan	10	84,541	
I. V. Muress				
D. A. Isaac				
K. B. Frawley				

Nonqualified Deferred Compensation

The Company maintains an unfunded Supplemental Executive Retirement Plan (SERP) for certain executive officers to provide benefits that would otherwise be payable under the Retirement Plan and/or Defined Contribution Plan but for limitations placed on covered compensation and benefits under the Internal Revenue Code. Effective December 31, 2002, accruals under the SERP were also frozen as to the Retirement Plan. The SERP was amended to allow the Company, if it elects to make a discretionary contribution to the Defined Contribution Plan for eligible employees, to also make an additional SERP service contribution to the Deferred Compensation Plan for participants of the SERP. The SERP was subsequently amended to provide for a contribution of 3.5% of compensation in excess of limitations placed on covered compensation and benefits under the Internal Revenue Code for participants of the SERP. The amounts contributed in 2008 for the named executive officers are reflected in the All Other Compensation column of the Summary Compensation Table and footnote 3 thereto. The following table provides information concerning the nonqualified deferred compensation with respect to the named executive officers.

Name	Executive Contributions in Last FY ($)(1)	Registrant Contribution in Last FY ($)(2)	Aggregate Earnings in Last FY ($)(3)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
J. T. Bowman	$	$ 43,891	$ 1,964		$ 71,742
W. B. Swain	28,064	12,885	5,312		109,150
I. V. Muress					
D. A. Isaac					
K. B. Frawley	71,500	16,975	14,235		272,096

(1) These amounts were also included in Salary in the Summary Compensation Table on page 13.

(2) These amounts were also reported in All Other Compensation in the Summary Compensation Table on page 13.

(3) Of these balances, the following amounts were reported in Summary Compensation Tables in prior year proxy statements: Mr. Bowman - $25,887; Mr. Swain - $62,935; and Mr. Frawley - $169,385. This information is provided to clarify the extent to which these balances represent previously reported compensation (rather than additional, currently earned compensation).

EMPLOYMENT AND CHANGE-IN-CONTROL ARRANGEMENTS

The Company has entered into various agreements with certain of the named executive officers that contain provisions regarding employment and change-in-control, as described below:

J. T. Bowman: On February 10, 2006, while Mr. Bowman served in the capacity as chief operating officer of the Company, the Company issued a letter agreement with Mr. Bowman outlining his employment terms. The agreement set his annual base salary at $500,000 (which was subsequently increased), indicated his eligibility to receive up to $250,000 annually as incentive compensation at the sole discretion of the CEO and awarded a restricted stock grant of 50,000 shares of Class A Common Stock under the provisions of the Executive Stock Bonus Plan, vesting at a rate of 20% per year. Currently, 30,000 shares of Class A Common Stock have vested under the terms of that restricted stock award. Mr. Bowman s base salary is currently $700,000. The agreement also provides that in the event that Mr. Bowman s employment with the Company is terminated for reasons other than cause, or in the event of a change-in-control of the Company, the Company agrees to provide to Mr. Bowman one year of his then current base salary. Also, in such an event, all stock options granted to Mr. Bowman will immediately vest and become exercisable for a ninety (90) day period following the date of termination. The agreement also provides that, prior to the severance amounts being paid and options vesting, the Company and Mr. Bowman will agree to mutually acceptable terms of confidentiality, non-solicitation, cooperation and other reasonable and customary terms of a severance agreement. Mr. Bowman has not entered into a new employment agreement with the Company since he was named CEO.

The 2009 STIP award granted by the Compensation Committee for Mr. Bowman provides for a target bonus of 49.0% of his base salary, or $343,000. Mr. Bowman s performance metrics are based solely on corporate-wide performance, and targets are based on three categories, as such metrics are deemed critical to the Company s overall success: (1) revenues, (2) operating earnings and (3) workdays outstanding in total billed and unbilled accounts receivable. 20% of his STIP award is based on revenues, 60% is based on operating earnings and 20% is based on workdays outstanding in total billed and unbilled accounts receivable. Mr. Bowman s 2009 STIP award will be earned only if achievement of the performance metrics exceeded specified threshold levels. If these target levels are achieved, Mr. Bowman will be entitled to 100% of the 2009 STIP award. If maximum levels of the performance metrics are achieved, Mr. Bowman will be entitled to 200% of the 2009 STIP award. If the achievement of performance metrics is in between threshold and target levels, or in between target and maximum levels, Mr. Bowman will be entitled to a ratable portion of the 2009 STIP award based upon linear formulas.

	Threshold	Target	Maximum
Revenues	$929,990,000	$978,937,000	$1,076,831,000
Operating Earnings	$50,264,000	$55,849,000	$86,624,000
Workdays outstanding in Total Accounts Receivable	68.8 days or less	64.0 days or less	57.6 days or less

The 2009 LTIP award granted by the Compensation Committee for Mr. Bowman provides for a grant of up to 100,000 performance share units. If the Company s 2009 earnings per share are at least $0.41, 25,000 of the performance share units will be earned. If the Company s 2009 earnings per share are $0.47, 50,000 of the performance share units will be earned. If the Company s 2009 earnings per share are $0.53, 75,000 of the performance share units will be earned. If the Company s 2009 earnings per share meet or exceed $0.59, 100,000 of the performance share units will be earned. If the earnings per share are in between the specified amounts above, Mr. Bowman shall be entitled to a ratable portion of the performance share units. Earned performance share units are payable in shares of the Company s Class A Common Stock, subject to vesting requirements at a rate of 33 $^{1}/3$% of the earned award per year.

In connection with Mr. Bowman being named CEO, the Committee also approved the grant to Mr. Bowman of a stock option to purchase 250,000 shares of the Company s Class A Common Stock, subject to vesting requirements at a rate of 33⅓% per year, beginning on December 31, 2008.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Payments and Benefits upon Termination	**Change in Control(5)**	**Termination without Cause(5)**	**Retirement**	**Death**	**Disability**	**All Other Terminations**
Compensation:						
Base Salary	$ 700,000	$ 700,000	$	$	$	
Stock Awards(7)	1,565,029	867,776	899,453	899,453	899,453	
Unvested and accelerated	(1)(2)(3)(4)	(3)(4)	(1)(3)	(1)(3)	(1)(3)	
Benefits and Perquisites:						
Life Insurance				600,000		
Disability Benefits					(6)	