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ROGERS CORP
Form DEFR14A
April 17, 2003

SCHEDULE 14A
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934

(Amendment No.)

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 Rule 14a-11(c) or Rule 14a-12

ROGERS CORPORATION

(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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(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date Filed:

[LOGO] ROGERS
CORPORATION

One Technology Drive / P.O. Box 188 / Rogers, CT 06263-0188 / 860.774.9605

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

The Annual Meeting of Stockholders of Rogers Corporation, a Massachusetts corporation, will be held on Thursday, April 24, 2003, at 10:30 A.M. in the Boardroom on the 26th floor of Fleet Bank, 777 Main Street, Hartford, Connecticut, for the following purposes:

1. To fix the number of and to elect a board of directors for the ensuing year.
2. To transact such other business as may properly come before the meeting.

Stockholders entitled to receive notice of and to vote at the meeting are determined as of the close of business on March 5, 2003, the record date fixed by the board of directors for such purpose.

Regardless of whether or not you plan to attend the meeting, you can be sure your shares are represented at the meeting by promptly signing, dating and returning your proxy card in the enclosed pre-addressed, postage-paid return envelope. If your shares are registered in the name of a bank or brokerage firm, you may be able to vote your shares electronically over the internet or by telephone. If for any reason you desire to revoke or change your proxy, you may do so at any time before it is voted.

We cordially invite you to attend the meeting.

By Order of the Board of Directors
Robert M. Soffer, Clerk
March 20, 2003

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Proxy Statement

March 20, 2003

We are providing you with this proxy statement in connection with the solicitation of proxies by the board of directors of Rogers Corporation for the Annual Meeting of Stockholders to be held on Thursday, April 24, 2003, at 10:30 A.M. in the Boardroom on the 26th floor of Fleet Bank, 777 Main Street, Hartford, Connecticut.

If you are a stockholder of record as of the close of business on March 5, 2003, you are entitled to vote at the meeting and any adjournment thereof. As of that date, 15,570,444 shares of capital stock, \$1 par value per share, of Rogers were outstanding. You are entitled to one vote for each share owned. Execution of a proxy will not in any way affect your right to attend the meeting and vote in person. Any stockholder submitting a proxy has the right to revoke it any time before it is exercised by filing a written revocation with the Clerk of Rogers, by executing a proxy with a later date, or by attending and voting at the meeting.

If you sign your proxy card, but do not give voting instructions, the proxy will be voted FOR fixing the number of directors for the ensuing year at nine and the election of the nominees to the board of directors shown on the next page under the heading "NOMINEES FOR DIRECTOR".

The presence, in person or by proxy, of the holders of a majority of the shares of capital stock entitled to vote at the meeting is necessary to constitute a quorum. Abstentions and broker "non-votes" are counted as present and entitled to vote for purposes of determining a quorum. A broker "non-vote" occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner. Under the rules of the stock exchange applicable to member firms, brokers will have discretionary authority to vote shares held in their name to fix the size of the board and for the election of directors even if they do not receive instructions from the beneficial owners.

With regard to the election of directors, votes may be cast for all nominees or withheld from all nominees or any particular nominee. Votes withheld in connection with the election of one or more directors will not be counted as votes cast for such individuals. Those nominees receiving the nine highest number of votes will be elected, even if such votes do not constitute a majority of the votes cast.

We do not expect any matters other than those set forth in the accompanying Notice of Annual Meeting of Stockholders to be presented at the meeting. If any other matter should be presented at the meeting upon which a vote properly may be taken, shares represented by all proxies properly executed and received will be voted with respect to this matter in accordance with the judgment of the persons named as proxies.

This proxy statement and the accompanying proxy are first being mailed to you on or about March 24, 2003. In addition, we are enclosing a copy of our 2002 annual report.

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Proposal 1: Election of Directors

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The directors of Rogers are elected annually and hold office until the next Annual Meeting of Stockholders and thereafter until their successors have been elected and qualified. The board of directors has been advised that each nominee will serve if elected. If any of these nominees should become unavailable for election, proxies will be voted for the election of such other person, or for fixing the number of directors at a lesser number, as the board of directors may recommend. All of the nominees are currently directors of Rogers and were elected to their present term of office at the April 2002 Annual Meeting of Stockholders.

NOMINEES FOR DIRECTOR

Name	Age/Year First Became Director	Principal Occupations During the Past Five Years and Other
Leonard M. Baker	68 / 1994	Retired (as of December 2001) Senior Vice President, Chief Technical Officer, June 2000 to December 2001 and prior to that Vice President Technology, Praxair, Inc.
Harry H. Birkenruth	71 / 1964	Retired (as of June 1998) Chairman, March 1997 to June 1997 prior to that President, Chief Executive Officer, Rogers Corporation; Director: Instrument Manufacturing Co., Inc.
Walter E. Boomer	64 / 1997	Chief Executive Officer since March 31, 1997, Chairman of Board of Directors since April 25, 2002 and prior to that since March 31, 1997, Rogers Corporation; Director: Baxter International, Inc. and Cytoc Corporation
Edward L. Diefenthal	60 / 1998	Vice Chairman and Chief Executive Officer, Director, South Holdings, Inc.
Gregory B. Howey	60 / 1994	President, Director, Okay Industries, Inc.
Leonard R. Jaskol	65 / 1992	Retired (as of December 1998) Chairman, Chief Executive Officer, Director, Lydall, Inc.
Eileen S. Kraus	64 / 2001	Retired (as of July 2000) Chairman, Fleet National Bank - Connecticut, a subsidiary of FleetBoston Financial Corporation; Director: Kaman Corporation and The Stanley Works
William E. Mitchell	59 / 1994	President and Chief Executive Officer since February 2003; Director, Arrow Electronics, Inc.; Executive Vice President, September 2001 to January 2003 and Vice President, March 2001 to August 2001, Solectron Corporation and President, Solectron Global Services, Inc., March 1999 to January 2003; Chairman, 1997 to February 1999, Chief Executive Officer, June 1996 to February 1999, Director, Sequel, Inc.
Robert G. Paul	61 / 2000	President, Chief Executive Officer, Director, Allen Teleco

The board of directors recommends a vote FOR fixing the number of directors for the ensuing year at nine and the election of the above named nominees.

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Stock Ownership of Management

This table provides information about the beneficial ownership of Rogers capital stock as of March 5, 2003, by each of the current directors, the executive officers named in the Summary Compensation Table (the "Named Executive Officers") and by all directors and executive officers as a group. Unless otherwise noted, the persons listed below have sole voting and investment power with respect to the shares reported.

Name of Person or Group	Beneficial Ownership		Total Stock Interest (3)
	Total Shares (1)	Percent of Class (2)	
Leonard M. Baker	40,538	*	40,538
Harry H. Birkenruth	153,328	*	155,096
Walter E. Boomer	210,872	1.34	219,938
Edward L. Diefenthal	31,540	*	31,540
Gregory B. Howey	38,770	*	45,151
Leonard R. Jaskol	48,047	*	51,850
Bruce G. Kosa (4)	59,012	*	59,012
Eileen S. Kraus	9,480	*	11,483
William E. Mitchell (4)	32,165	*	32,165
Robert G. Paul	19,186	*	19,186
John A. Richie	63,412	*	63,412
Frank H. Roland	20,672	*	20,672
James M. Rutledge	1,017	*	1,017
Robert D. Wachob (4)	238,338	1.51	238,338
All Directors and Executive Officers as a Group (16 persons)	1,057,196	6.44	1,080,217