CINTAS CORP
Form DEF 14A
September 08, 2011

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

SCHEDULE 14A

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

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

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

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

CINTAS 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):

ý No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5)

Total fee paid:

o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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6800 Cintas Boulevard
Cincinnati, Ohio 45262

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

Dear Shareholder:

We invite you to attend our Annual Meeting of Shareholders on October 18, 2011, at 10:00 a.m. Eastern Daylight Time at Cintas' Headquarters, 6800 Cintas Boulevard, Cincinnati, Ohio.

This booklet includes notice of the meeting and the proxy statement. The proxy statement tells you more about the agenda and procedures for the meeting. It also describes how the Board operates and gives personal information about our director candidates.

Shareholders entitled to vote at this Annual Meeting are those of record as of the close of business on August 22, 2011. Please note that only shareholders of record or holders of valid proxies from such shareholders may attend or vote at the meeting. **Since seating will be limited, we ask shareholders to call 1-866-246-8277 to make a reservation for the meeting. When making your reservation, please give your full name, company name and address. If you do not make a reservation, you may not be provided entry into the meeting due to limited space.**

Upon arrival at the Annual Meeting, shareholders may be asked for a form of personal identification and proof of stock ownership. This can be in the form of a brokerage statement or proxy card. Based on this proof of ownership and the reservation system noted above, an admission ticket will be given to the shareholder at the meeting. No cameras, recording equipment, electronic devices, cellular telephones, large bags, briefcases or packages will be permitted in the meeting.

We are once again pleased to take advantage of U.S. Securities and Exchange Commission rules that allow companies to furnish their proxy materials over the Internet. As a result, we are mailing to most of our shareholders a Notice of Internet Availability of Proxy Materials (the "Notice") instead of a paper copy of this proxy statement, the accompanying proxy card and our 2011 Annual Report on Form 10-K. The Notice contains instructions on how to access and review those documents over the Internet and vote online, as well as how shareholders can elect to receive paper copies of the proxy statement, proxy card and 2011 Annual Report free of charge. We believe that this process will allow us to provide our shareholders with the information they need in a timely manner, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice.

Whether or not you plan to attend the meeting, please complete and return your proxy card or vote by telephone or via the Internet by following the instructions on your proxy card.

Sincerely,

Robert J. Kohlhepp
Chairman of the Board

September 8, 2011

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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS OF CINTAS CORPORATION

Time: 10:00 a.m., Eastern Daylight Time

Date: October 18, 2011

Place: Cintas Corporate Headquarters
6800 Cintas Boulevard
Cincinnati, Ohio

Purpose:

1. To elect as directors the nine nominees named in the attached proxy materials;

2. To hold an advisory vote on named executive officer compensation;

3. To hold an advisory vote on the frequency of shareholder votes on our named executive officer compensation;

4. To ratify Ernst & Young LLP as our independent registered public accounting firm for fiscal 2012; and

5. To conduct other business if properly raised.

Only shareholders of record on August 22, 2011, are entitled to notice of and to vote at, or attend, the meeting or any adjournment thereof. The approximate mailing date of the Notice is September 8, 2011.

The vote of each shareholder is important. You can vote your shares by completing and returning the proxy card sent to you. Shareholders can also vote their shares over the Internet or by telephone by following the voting instructions on the proxy card.

Thomas E. Frooman
Vice President and Secretary General Counsel

September 8, 2011

Important Notice Regarding the Availability of
Proxy Materials for the Shareholder Meeting To Be Held on October 18, 2011
The Notice, 2011 Proxy Statement, 2011 Annual Report and
Form of Proxy are available at http://www.cintas.com

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Cintas makes available, free of charge on its website, all of its filings that are made electronically with the Securities and Exchange Commission ("SEC"), including Forms 10-K, 10-Q and 8-K. These filings are also available on the SEC's website (www.sec.gov). To access these filings, go to our website (www.cintas.com) and click on the "Financial Reports" tab at the right under the "Investors" page. Copies of Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2011, including financial statements and schedules thereto, filed with the SEC, are also available without charge to shareholders upon written request addressed to:

Thomas E. Frooman
Vice President and Secretary General Counsel
6800 Cintas Boulevard
P.O. Box 625737
Cincinnati, Ohio 45262-5737

Cintas Corporation
6800 Cintas Boulevard
Cincinnati, Ohio 45262

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON OCTOBER 18, 2011

General Information

This proxy statement and accompanying proxy, mailed or provided online, is furnished in connection with the solicitation by the Board of Directors of Cintas Corporation, a Washington corporation, "we" or "Cintas" or "the Company," of proxies to be used at the annual meeting of shareholders of Cintas to be held on October 18, 2011, which we refer to as the Annual Meeting, and at any adjournment or postponement thereof. Cintas will bear the costs of this solicitation. The Notice Regarding the Availability of Proxy Materials and, for those shareholders who requested paper copies, this proxy statement and accompanying proxy, were first mailed to our shareholders on or about September 8, 2011.

Who may vote

Shareholders of Cintas, recorded in our stock register on August 22, 2011, may vote at the meeting. As of that date, Cintas had 131,312,244 shares of common stock outstanding. Each share is entitled to one vote on each matter submitted to the shareholders at the annual meeting.

How to vote

You may vote in person at the meeting or by proxy. You may also vote by Internet or telephone using one of the methods described in the proxy card. We recommend you vote by proxy, Internet or telephone even if you plan to attend the meeting. If you vote by Internet or telephone, please do not return the proxy card. If voting by mail, please complete, sign and date your proxy card enclosed with these proxy materials. If desired, you can change your vote at the meeting.

How proxies work

Cintas' Board of Directors is asking for your proxy. Giving us your proxy means you authorize us to vote your shares at the meeting in the manner you direct. You may vote for all, some or none of our director nominees. You may also vote for or against the other proposals or abstain from voting.

All proxies properly signed will, unless a different choice is indicated, be voted "FOR" the election of all nominees proposed by the Nominating and Corporate Governance Committee, "FOR" the resolution approving the compensation of our named executive officers, "EVERY YEAR" on the advisory vote on the frequency of shareholder votes on our named executive officer compensation and "FOR" the ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2012.

You may receive more than one proxy or voting card depending on how you hold your shares. Shares registered in your name are covered by one card. If you hold shares through someone else, such as a stockbroker or bank, you may get material from them asking how you want to vote. Specifically, if your shares are held in the name of your stockbroker or bank and you wish to vote in person at the meeting, you should request your stockbroker or bank to issue you a proxy covering your shares.

If any other matters come before the meeting or any postponement or adjournment, each proxy will be voted in the discretion of the individuals named as proxies on the card.

Revoking a proxy

You may revoke your proxy at any time before the vote is taken by submitting a new proxy with a later date, by voting via the Internet or by telephone at a later time, by voting in person at the meeting or by notifying Cintas' Secretary in writing at the address under "Questions?" on page 39.

Quorum

In order to carry on the business of the meeting, we must have a quorum. This means at least a majority of the outstanding shares eligible to vote must be represented at the meeting, either by proxy or in person.

Votes needed

The nine nominees receiving the most votes will be elected as members of the Board of Directors subject to a resignation policy in our Bylaws that applies to any nominee who does not receive a majority of the votes cast. See "Election of Directors" on page 3. Approval of Proposals 2 and 4 requires the affirmative vote of the majority of the votes cast on each proposal. With respect to Proposal 3, the frequency of the advisory vote (every year, every two years or every three years) receiving the greatest number of votes cast will be considered the frequency recommended by our shareholders. Approval of all other matters considered at the meeting, including postponement or adjournment, will require the affirmative vote of a majority of the votes cast.

Abstentions (including abstentions with respect to one or more nominees) and broker nonvotes count for quorum purposes, but not for voting purposes. Broker nonvotes occur when a broker returns a proxy, but does not have authority to vote on a particular proposal.

Banks or brokers holding shares for beneficial owners must vote those shares as instructed. If the bank or broker has not received instructions from you, the beneficial owner, the bank or broker generally has discretionary voting power only with respect to the ratification of appointment of the independent registered public accounting firm. A bank or broker does not have discretion to cast votes with respect to Proposal 1, Proposal 2 or Proposal 3 unless they have received voting instructions from the beneficial owner of the shares. It is therefore important that you provide instructions to your bank or broker if your shares are held by such a bank or broker so that your votes with respect to these Proposals are counted. Abstentions and broker nonvotes will have no effect on Proposals 1, 2, 3 and 4.

Attending in person

Only shareholders, their proxy holders and Cintas' guests, each of which must be properly registered as described in the Notice, may attend the meeting.

ELECTION OF DIRECTORS
(Item 1 on the Proxy Card)

The Nominating and Corporate Governance Committee of the Board of Directors has nominated for election the following individuals, namely: Gerald S. Adolph, Melanie W. Barstad, Richard T. Farmer, Scott D. Farmer, James J. Johnson, Robert J. Kohlhepp, David C. Phillips, Joseph Scaminace and Ronald W. Tysoe. All of these individuals are current directors, other than Ms. Barstad, who was recommended to the Nominating and Corporate Governance Committee of the Board of Directors by a third-party search firm, which was hired to identify and recommend potential director nominees to the Board of Directors. Proxies solicited by the Board will be voted for the election of these nominees if no direction is given. All directors elected at the Annual Meeting will be elected to hold office until the next annual meeting, with each director to serve until such director's successor is elected and qualified or until such director's earlier resignation or removal. In voting to elect directors, shareholders are not entitled to cumulate their votes.

In accordance with NASDAQ Stock Market, LLC ("NASDAQ") rules, our Board of Directors affirmatively determines the independence of each director and nominee for election as a director in accordance with the elements of independence set forth in the NASDAQ listing standards and rules promulgated under the Securities Exchange Act of 1934. Cintas' director independence standards, incorporated in the Corporate Governance Guildelines, are available on our website at www.cintas.com, under Investors Corporate Governance. Based on these standards, the Board determined that each of the following nonemployee director nominees is independent: Gerald S. Adolph, Melanie W. Barstad, James J. Johnson, David C. Phillips, Joseph Scaminace and Ronald W. Tysoe. Our Audit, Compensation and Nominating and Corporate Governance Committees are composed solely of independent directors. All directors are elected for one-year terms. Information on each of our nominees is given below.

An uncontested election is one in which the number of nominees does not exceed the number of directors to be elected. In an uncontested election, like this election, our Bylaws require that any nominee who does not receive a majority of the shares cast with respect to such nominee must promptly offer his or her resignation to the Board. The Nominating and Corporate Governance Committee will take the matter under advisement and make a recommendation to the Board on whether to accept or reject the resignation or whether other action should be taken. The Board has 90 days following certification of the shareholder vote to consider the offer of resignation. Within such 90 day period, the Board will promptly disclose publicly its decision whether to accept the director's resignation offer.

If a director nominee becomes unavailable before the election, your proxy card authorizes us to vote for a replacement nominee if the Board names one.

The Board recommends you vote FOR each of the following candidates:

Gerald S. Adolph(1)(2) 57	Gerald S. Adolph was elected a Director of Cintas in 2006. He is the Chairman of the Compensation Committee. Mr. Adolph has been a Senior Vice President with Booz & Company, a consulting firm, since 1999. Mr. Adolph has held numerous leadership positions at Booz & Company, including Worldwide Chemicals Practice Leader, Worldwide Consumer and Health Practice Leader and Global Mergers and Restructuring Practice Leader. He has also served on the Booz Allen Hamilton Board of Directors. The Board believes that Mr. Adolph's consulting experience, giving him insight into various corporate governance and business management issues, as well as his status as an independent director, make his service on the Board integral to Cintas.

Melanie W. Barstad 58	Melanie W. Barstad is being recommended as a Director of Cintas. Ms. Barstad was with the Johnson & Johnson Family of Companies, a diversified global provider of consumer products, prescription medicines and medical devices, for 23 years, retiring in 2009 as President of Women's Health in the Medical Device and Diagnostics Division. She served as a management board member on numerous Johnson & Johnson operating company boards including Johnson & Johnson Health Care Systems, Ethicon Endo Surgery and Johnson & Johnson Medical from 1997 to 2009. Ms. Barstad also served as co-chair of the Johnson & Johnson Women's Leadership Initiative. The Board believes that Ms. Barstad's experience running complex, enterprise-wide global businesses as a line executive and as a management board member and her status as an independent director will make her service on the Board valuable to Cintas.
Richard T. Farmer 76	Richard T. Farmer is the founder of Cintas. He served as Chairman of the Board of Cintas and its predecessor companies from 1968 to 2009. Prior to the founding of Cintas, Mr. Farmer worked with his family owned company, which Cintas acquired in the early 1970s. Prior to August 1, 1995, Mr. Farmer also served as Cintas' Chief Executive Officer. The Board believes that Mr. Farmer, as the founder of Cintas, possesses unparalleled experience in, and insight into, all aspects of Cintas' business, which he is able to contribute to the Board through his position as Chairman Emeritus of the Board of Directors.
Scott D. Farmer[3] 52	Scott D. Farmer joined Cintas in 1981. He has held the positions of Vice President National Account Division, Vice President Marketing and Merchandising, Rental Division Group Vice President and Chief Operating Officer. In 1994, he was elected to the Board of Directors. He was elected Chief Executive Officer in July 2003. The Board believes that Mr. Farmer's breadth of knowledge and experience in the areas of marketing, business development and corporate strategy, as well as his familiarity with all aspects of Cintas' business, render his service on the Board extremely beneficial to Cintas.
James J. Johnson[1][2][4] 64	James J. Johnson was elected a Director of Cintas in 2009. Mr. Johnson was with the Procter & Gamble Company, a manufacturer and marketer of consumer products, for 35 years, retiring in June 2008 as Chief Legal Officer. He is also a Director of the Medical Center Fund of Cincinnati. The Board believes that Mr. Johnson's experience with the myriad of legal issues surrounding a publicly-traded company and his status as an independent director render his service on the Board invaluable to Cintas.

Robert J. Kohlhepp[3] 67	Robert J. Kohlhepp has been a Director of Cintas since 1979. He has been employed by Cintas since 1967 serving in various executive capacities including Vice President Finance, Executive Vice President, President, Chief Executive Officer and Vice Chairman of the Board. He was elected Chairman of the Board in 2009. He is also a Director of Parker Hannifin Corporation, a manufacturer of motion and control technologies. He served as a director of Eagle Hospitality Properties Trust, Inc. from 2004 until 2008. The Board believes that Mr. Kohlhepp's long-time service to Cintas, much of which has been in an executive capacity, has given him significant experience with capital management and allocation and public company financial statement preparation, uniquely qualifying him to serve as the Chairman of the Board of Directors.
David C. Phillips[2][3][4] 73	David C. Phillips was elected a Director of Cintas in 2003. He is designated as Lead Director of the Cintas Board of Directors and is Chairman of the Executive Committee and the Nominating and Corporate Governance Committee. He was with Arthur Andersen LLP, an international accounting firm, for 32 years in which he served in several managing partner leadership positions. After retiring from Arthur Andersen in 1994, he became Chief Executive Officer of Downtown Cincinnati, Inc., a non-profit company, from which he retired in 1999 to expand his financial consulting services business and to work with Cincinnati Works, Inc. Cincinnati Works, Inc. is an organization dedicated to reducing the number of people living below the poverty level by assisting them to strive towards self-sufficiency through work. He is also a Director of Meridian Bioscience, Inc. He served as a director of Summit Mutual Funds from 2001 through 2009. The Board believes that Mr. Phillips' years of service as a certified public accountant, which qualify him as an "audit committee financial expert" under SEC guidelines, give him significant experience in preparing, auditing, analyzing and evaluating financial statements and dealing with the complex accounting issues, all of which is valuable to Cintas.
Joseph Scaminace[1][2] 58	Joseph Scaminace was elected a Director of Cintas in 2010. Mr. Scaminace has been Chairman, President and CEO of OM Group, Inc (OMG), a specialty chemicals company, since 2005. Prior to joining OMG, Mr. Scaminace was the President and Chief Operating Officer of The Sherwin-Williams Company, a paint and coatings company where he had worked in various capacities since 1983. He is a member of the Board of Trustees of The Cleveland Clinic. Mr. Scaminace is also a Director of Parker Hannifin Corporation. The Board believes that Mr. Scaminace's principal executive officer experience and service as a director of another publicly-traded company, which have provided him insight into high-level corporate governance and executive compensation matters, as well as his independent director status, make him an integral member of Cintas' Board.

Ronald W. Tysoe[2][4] 58	Ronald W. Tysoe was elected a Director of Cintas in 2008. He is the Chairman of the Audit Committee. Mr. Tysoe served as Senior Advisor of Perella Weinberg Partners LP, a financial services firm, from October 2006 to September 2007. He served as Vice Chairman of Federated Department Stores, Inc. (now known as Macy's Inc.), a clothing and home furnishings company, from April 1990 to October 2006. Mr. Tysoe is also a Director of Canadian Imperial Bank of Commerce, Scripps Networks Interactive, Inc., Pzena Investment Management, Inc. and Taubman Centers, Inc. He served as a director of Macy's Inc. from 1988 until 2005, Ohio Casualty Corporation from 2006 until 2007 and NRDC Acquisition Corp. (now known as Retail Opportunity Investments Corp.) from 2007 until 2009. The Board believes that Mr. Tysoe's service as a Vice Chairman of another publicly-traded company, his independent director status and the fact that he is an "audit committee financial expert" under SEC guidelines, given his understanding of accounting and financial reporting, disclosures and controls, make his Board service extremely beneficial to Cintas.

Richard T. Farmer is the father of Scott D. Farmer.

(1) Member of the Compensation Committee of the Board of Directors.

(2) Member of the Nominating and Corporate Governance Committee of the Board of Directors.

(3) Member of the Executive Committee of the Board of Directors.

(4) Member of the Audit Committee of the Board of Directors.

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CORPORATE GOVERNANCE

Cintas is a Washington corporation and, therefore, governed by the corporate laws of Washington. Since its stock is publicly traded on the NASDAQ Global Select Market and it files reports with the SEC, it is also subject to the rules of NASDAQ as well as various provisions of federal securities laws and the Sarbanes-Oxley Act of 2002 ("SOX").

Governance of the corporation is placed in the hands of the directors who, in turn, elect officers to manage the business operations. The Board of Directors oversees the management of Cintas on your behalf. It reviews Cintas' long-term strategic plans and exercises direct decision making authority in all major decisions, such as significant acquisitions and the declaration of dividends. The Board also reviews financial and internal controls and management succession plans.

During fiscal 2011, the Board of Directors met on four occasions. In addition, the independent directors met in executive session on four occasions during fiscal 2011 without the presence of management directors. The Lead Director presided over each session.

Cintas expects all directors to attend all Board and shareholder meetings. All directors attended the 2010 Annual Meeting of Shareholders. Each of Cintas' directors attended all meetings of the Board and committees of which they were a member.

Shareholders may communicate with the full Board or individual directors on matters concerning Cintas by mail or through our website. Such communication should be sent to the attention of the Secretary. Interested persons may communicate directly and confidentially with our non-management directors by writing to Thomas E. Frooman, 6800 Cintas Boulevard, P. O. Box 625737, Cincinnati, Ohio 45262-5737.

The Board has adopted the Cintas Code of Conduct and Business Ethics applicable to officers, directors and employees. A copy of the Cintas Code of Conduct and Business Ethics is available on our website, www.cintas.com, under Investors Corporate Governance. Cintas intends to post on its website within four business days after approval any amendments or waivers to the Code of Conduct and Business Ethics.

The Directors have organized themselves into the committees described below to help carry out Board responsibilities. In particular, Board committees work on key issues in greater detail than would be possible at full Board meetings. Each committee reviews the results of its meetings with the full Board.

The Executive Committee is composed of David C. Phillips (Chairman), Scott D. Farmer and Robert J. Kohlhepp. It acts for the Board as required between Board meetings. This Committee had no meetings in fiscal 2011, but took several actions in writing.

Each of the Nominating and Corporate Governance Committee, Audit Committee and Compensation Committee is composed entirely of nonemployee directors each of whom meets the relevant independence requirements established by NASDAQ and SOX that apply to their particular assignments.

Board Leadership Structure

The Board is responsible for evaluating and determining Cintas' leadership structure. Currently, two separate individuals serve in the capacities of Chairman and Chief Executive Officer (CEO). Mr. Robert J. Kohlhepp was elected our Chairman of the Board in 2009 and Mr. Scott D. Farmer has been our CEO since 2003. As Chairman, Mr. Kohlhepp is responsible for presiding over all meetings of the Board and shareholders, setting agendas for Board meetings and providing advice and counsel to Cintas' management regarding Cintas' business and operations. As CEO, Mr. S. D. Farmer is responsible for the general management, oversight, supervision and control of the business and affairs of Cintas, and ensuring that all orders and resolutions of the Board are carried into effect. With their many years of experience with Cintas, Cintas believes that Mr. Kohlhepp and Mr. S. D. Farmer are uniquely qualified to

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be Cintas' Chairman and CEO, respectively. We believe that this leadership structure is currently the most appropriate for Cintas.

In electing the Chairman and the CEO, the Board considers nominees' knowledge of and experience with Cintas and its corporate culture, general industry experience and other executive skills. Our Board recognizes that, depending on the circumstances, leadership models other than the current model might be appropriate. Our corporate governance guidelines provide that the Board selects the Chairman of the Board in the manner that it determines to be in the best interests of Cintas' shareholders.

The Board considers it to be useful and appropriate to designate a nonemployee director to serve in a lead capacity to preside over meetings of independent directors, coordinate the activities of the other nonemployee directors, act as liaison among other directors, preside at Board meetings in the absence of the Chairman and to perform such other duties and responsibilities as the Board may determine. The Board has designated David C. Phillips as the Lead Director.

The Board's Role in Risk Oversight

The entire Board of Directors, rather than a separate board committee, oversees Cintas' risk management process. Cintas relies on a comprehensive enterprise risk management (ERM) process to aggregate, monitor, measure and manage risks. The ERM approach is designed to enable the Board to establish a mutual understanding with management of the effectiveness of Cintas' risk management practices and capabilities, to review Cintas' risk exposure and to elevate certain key risks for discussion at the Board level as appropriate.

Our senior leadership is responsible for identifying, assessing and managing the company's exposure to risk, and we have established a risk committee which is responsible for overseeing and monitoring our risk strategy and chartering risk mitigation related actions. The risk committee is chaired by the CEO and has broad-based functional representation including senior management from Cintas' corporate audit, legal, operations, security and finance areas. The CEO is the only member of the Board on the risk committee.

The risk committee meets quarterly. At its meetings, the risk committee discusses risks to Cintas' business (operational, financial and legal), the potential impact to the business and the probability of occurrence in order to determine the best solution and identify the need for resource allocation. This process includes evaluating management's preparedness to respond to the risk if realized.

One risk committee meeting annually focuses on ERM and is attended by the Chairman of the Board. The risk profiles and current and future mitigating actions are discussed and refined during subsequent meetings with senior management, the CEO and the Chairman. Thereafter, the risk committee presents a comprehensive report to the Board in an interactive session during which the Board has the opportunity to further discuss the risk committee's assessments and conclusions.

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for nominating persons for election as directors at each annual shareholders' meeting, making recommendations for filling any Board vacancies that may arise between meetings due to resignation or other factors and developing and recommending to the Board corporate governance policies and guidelines for Cintas. Cintas does not have a formal policy regarding diversity in determining director nominees. However, in nominating directors, the Nominating and Corporate Governance Committee takes into account, among other factors which it may deem appropriate, the judgment, skill, diversity, business experience and needs of the Board as its function relates to the business of Cintas. The Nominating and Corporate Governance Committee will consider nominees recommended by security holders in written correspondence directed to the Secretary of Cintas. The Nominating and Corporate Governance Committee evaluates the qualifications of candidates properly submitted by shareholders on the same basis as those of other director candidates. However, in no event shall any nomination made by a shareholder be binding on Cintas unless it is made in strict accordance with Cintas' Bylaws as they may be amended from time to time. A copy of the Nominating and Corporate Governance Committee Charter is available on our website, www.cintas.com, under Investors Corporate Governance.

Committee members: David C. Phillips (Chairman), Gerald S. Adolph, James J. Johnson, Joseph Scaminace and Ronald W. Tysoe.

Meetings last year: Four

Audit Committee

The Audit Committee is governed by a written charter adopted by the Board. A copy of the Audit Committee Charter is available on our website, www.cintas.com, under Investors Corporate Governance. Ronald W. Tysoe and David C. Phillips have been designated as Audit Committee financial experts by the Board of Directors and satisfy the expertise standards required by NASDAQ.

The Audit Committee is solely responsible for the appointment, compensation, retention and oversight of our independent registered public accounting firm. The Audit Committee also evaluates information received from the independent registered public accounting firm and management to determine whether the registered public accounting firm is independent of management. The independent registered public accounting firm reports directly to the Audit Committee.

The Audit Committee has established procedures for the receipt, retention and treatment of complaints received by Cintas concerning accounting, internal accounting controls or auditing matters and has established procedures for the confidential and anonymous submission by employees of any concerns they may have regarding questionable accounting, auditing or financial matters.

The Audit Committee approves all audit and nonaudit services performed for Cintas by its independent registered public accounting firm prior to the time that those services are commenced. The Chairman also has the authority to approve these services between regularly scheduled meetings. In this event, the Chairman reports approvals made by him to the full Committee at each of its meetings. For these purposes, the Committee, or its Chairman, is provided with information as to the nature, extent and purpose of each proposed service, as well as the approximate time frame and proposed cost arrangements for that service.

Committee members: Ronald W. Tysoe (Chairman), James J. Johnson and David C. Phillips.

Meetings last year: Ten (Seven of which were telephonic meetings.)

AUDIT COMMITTEE REPORT

The Audit Committee oversees Cintas' financial reporting process on behalf of the Board of Directors. Management has the primary responsibility for the financial statements and the reporting process including the systems of internal controls. As part of the oversight processes, the Audit Committee regularly meets with management of Cintas, Cintas' independent registered public accounting firm and Cintas' Director of Internal Audit. The Audit Committee regularly meets with each of these groups separately in closed sessions. Throughout the year, the Audit Committee had full access to management, the independent registered public accounting firm and internal auditors for Cintas. To fulfill its responsibilities, the Audit Committee did, among other things, the following:

(a) reviewed and discussed Cintas' audited financial statements for fiscal 2011 with Cintas' management and the independent registered public accounting firm, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements;

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(b) reviewed the quarterly earnings releases and Form 10-K and Form 10-Q filings prior to release;

(c) reviewed management's representations that the audited financial statements were prepared in accordance with generally accepted accounting principles and fairly present the results of operations and financial position of Cintas;

(d) reviewed and discussed with the independent registered public accounting firm the matters required by Statement on Auditing Standards 61, as amended (AICPA, Professional Standards, Vol. 1 AU Section 380), as adopted by the Public Company Accounting Oversight Board ("PCAOB") in Rule 3200T; and SEC rules, including matters related to the conduct of the audit of Cintas' financial statements;

(e) discussed with the independent registered public accounting firm the firm's independence from management and Cintas including the matters in the written disclosures and letter received from the independent registered public accounting firm as required by PCAOB Rule 3526, *Communication with Audit Committees Concerning Independence*;

(f) based on the discussions with management and the independent registered public accounting firm, the independent registered public accounting firm's disclosures to the Audit Committee, the representations of management and the report of the independent registered public accounting firm, recommended to the Board, which adopted the recommendation, that Cintas' audited annual financial statements be included in Cintas' Annual Report on Form 10-K for the fiscal year ended May 31, 2011, for filing with the Securities and Exchange Commission;

(g) reviewed all audit and nonaudit services performed for Cintas by the independent registered public accounting firm for the fiscal year ended May 31, 2011, and determined that its provision of nonaudit services was compatible with maintaining its independence from Cintas;

(h) consulted with counsel regarding SOX, NASDAQ's corporate governance listing standards and the corporate governance environment in general and considered any additional requirements placed on the Audit Committee as well as additional procedures or matters the Audit Committee should consider;

(i) reviewed and monitored the progress and results of the testing of internal controls over financial reporting pursuant to Section 404 of SOX, reviewed a report from management and internal audit regarding the design, operation and effectiveness of internal controls over financial reporting and reviewed an attestation report from the independent registered public accounting firm regarding the effectiveness of internal controls over financial reporting; and

(j) examined the Audit Committee Charter to determine compliance by Cintas and the Committee with its provisions and to determine whether any revisions to the Charter were advisable. No significant changes were made.

RESPECTFULLY SUBMITTED BY THE MEMBERS OF THE AUDIT COMMITTEE, Ronald W. Tysoe (Chairman), James J. Johnson and David C. Phillips

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The Audit Committee appointed Ernst & Young LLP as the independent registered public accounting firm to audit the fiscal 2011 financial statements.

Fees billed for services in fiscal 2011 and fiscal 2010 are as follows:

	Fiscal 2011	Fiscal 2010
Audit Fees	$ 780,500	$ 833,250
Audit Related Fees[(1)]	$ 189,419	$ 125,875
Tax Fees[(2)]	$ 302,979	$ 336,057
All Other Fees[(3)]	$ 27,084	$ 0

(1) Audit related fees include review of SEC registration statements, benefit plan audits and consultation on accounting standards or transactions. The fiscal 2011 audit related fees included $84,500 related to a debt offering.

(2) Tax fees consist of assistance with international tax compliance and review of U.S. tax returns.

(3) All other fees consist primarily of assistance with information technology general control related services.

All of the fees above were pre-approved by the Audit Committee. None of these fees were approved by the Audit Committee after services were rendered pursuant to the de minimis exception established by the SEC.

Compensation Committee

The Compensation Committee is governed by a written charter adopted by the Board. A copy of the Compensation Committee Charter is available on our website, www.cintas.com, under Investors Corporate Governance. In discharging the responsibilities of the Board of Directors relating to compensation of Cintas' CEO and other senior executive officers, the purposes of the Compensation Committee are, among others, (i) to review and approve the compensation of Cintas' CEO and other senior executive officers, (ii) to oversee the compensation policies and programs of Cintas, including adopting, administering and approving Cintas' incentive compensation and stock plans and awards and amendments to the plans or awards and performing such duties and responsibilities under the terms of any executive compensation plan, incentive-compensation plan or equity-based plan and (iii) to oversee management succession planning. The Compensation Committee has the authority to delegate any of its responsibilities to subcommittees as the Compensation Committee may deem appropriate in its sole discretion. In fiscal 2011, the Committee believes it reviewed the necessary resources available to survey the compensation practices of Cintas' peers and keep abreast of compensation developments in the marketplace. During the fiscal year ended May 31, 2011, Cintas engaged outside compensation consultants to assist with executive compensation performance metrics, say-on-pay shareholder votes on executive compensation and the impact of the Dodd-Frank Act. This information was presented to the Compensation Committee for their review.

Cintas' executive compensation policies are designed to support the corporate objective of maximizing the long-term value of Cintas for its shareholders and employee-partners. To achieve this objective, the Committee believes it is important to provide competitive levels of compensation to attract and retain the most qualified employees, to recognize individuals who exceed expectations and to closely link executive compensation with corporate performance. The methods by which the Committee believes Cintas' long-term objectives can best be achieved are through incentive and equity compensation plans.

The Compensation Committee processes and procedures for the consideration and determination of executive and director compensation are discussed in the section entitled "Executive Compensation".

Committee members: Gerald S. Adolph (Chairman), James J. Johnson and Joseph Scaminace.

Meetings last year: Three

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Compensation Committee Interlocks and Insider Participation

None of the members of the Compensation Committee, listed above, has ever been an officer or employee of Cintas, nor have they been an executive officer of another entity at which one of our executive officers serves on the Board of Directors. No named executive officer of Cintas serves as a director or as a member of a committee of any company of which any of Cintas' nonemployee directors are executive officers.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management. Based on the review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in Cintas' Proxy Statement and Annual Report on Form 10-K for the fiscal year ended May 31, 2011.

Committee Members: Gerald S. Adolph (Chairman), James J. Johnson and Joseph Scaminace.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This section discusses and analyzes the compensation awarded to, earned by, or paid to the executive officers set forth in the Summary Compensation Table of this proxy statement (collectively, the named executive officers). It also discusses the principles underlying our policies and decisions.

Overview of Compensation Program

The Compensation Committee oversees the compensation programs of Cintas, with particular attention to the compensation for its CEO and the other executive officers. It is the responsibility of the Committee to review and approve or, as the case may be, recommend to the Board of Directors for approval, changes to Cintas' compensation policies and benefit plans, to administer Cintas' stock plans including recommending and approving stock-based awards to executive officers, and to otherwise ensure that Cintas' compensation philosophy is consistent with the best interests of Cintas and its shareholders and is properly implemented and monitored. Generally, the types of compensation and benefits provided to all executive officers are similar.

The day-to-day administration of savings plans, profit sharing plans, stock plans, health, welfare and paid-time-off plans and policies applicable to salaried employees in general are handled by Cintas' human resources, finance and legal department employees. The responsibility for certain fundamental changes outside the day-to-day requirements necessary to maintain these plans and policies belongs to the Committee.

Compensation Philosophy and Objectives

The primary focus of our executive compensation program is to support the corporate objective of maximizing the long-term value for our shareholders and employee-partners. We also strive to provide a competitive level of total compensation to all of our employee-partners, including the executive officers, that attracts and retains talented and experienced individuals and that motivates them to contribute to Cintas' short-term and long-term success.

Our incentive compensation program is designed to reward both individual and team performance, measured by overall Cintas results and individual achievement. The objectives remained the same as the previous fiscal year because these objectives are important and Cintas continues to make progress on these objectives. The Executive Incentive Plan for fiscal 2011 applies to all of our executive officers. The incentive compensation arrangement for our CEO, Mr. Scott D. Farmer, was based on Cintas' earnings per share (EPS), growth in sales and other performance goals selected by the Committee. The incentive compensation arrangement for our President and Chief Operating Officer, Mr. J. Phillip Holloman, was based on Cintas' EPS, growth in sales for operations within his responsibility, Rental division net income and the accomplishment of certain individual goals. The incentive compensation arrangements for our Senior Vice President and Chief Financial Officer, William C. Gale, our Vice President and Secretary General Counsel, Mr. Thomas E. Frooman and our Vice President and Treasurer, Mr. J. Michael Hansen were based on Cintas' EPS and individual achievement.

Compensation Decision-Making Process

The Compensation Committee determines the compensation for the executive officers based on recommendations made by management as discussed below. Annually, the Committee performs a market analysis of executive compensation plans. The analysis looks at companies in Cintas' industry as well as comparable sized companies that we consider to be Cintas' peer group (G&K Services, Inc., Unifirst Corporation, Iron Mountain Incorporated, Convergys Corporation, Robert Half International Inc., Leggett & Platt, Incorporated, Chiquita Brands International, Inc., Kelly Services, Inc., Unisys

Corporation and Ecolab Inc.). The Committee benchmarks base salary, annual cash incentives, long-term compensation and other compensation. Our analysis shows that our named executive officers' target compensation is less than the total compensation of respective named executive officers of the majority of the companies in the peer group identified above.

Based on the market analysis and individual performance, the Chairman of the Board of Directors makes a recommendation to the Committee on the CEO's base salary and annual cash incentive target for the upcoming fiscal year. The CEO makes a recommendation to the Committee for the base salaries and annual cash incentive targets for the upcoming fiscal year for other executive officers. The Senior Vice President and Chief Financial Officer makes a recommendation to the Committee for the base salaries and annual cash incentive targets for his direct reports for the upcoming fiscal year.

Key Elements of Compensation

The table below summarizes the key fiscal 2011 compensation program elements for our named executive officers:

Element	Form of Compensation	Purpose
Base Salaries	Cash	Provides competitive, fixed compensation to attract and retain exceptional executive talent
Annual Cash Incentives	Cash	Provides a variable financial incentive to achieve corporate and individual operating goals
Long-Term Equity Incentives	Non-qualified stock options and restricted stock	Encourages named executive officers to build and maintain a long-term equity ownership position in Cintas so that their interests are aligned with our shareholders
Health, Retirement and Other Benefits	Eligibility to participate in benefit plans generally available to our employee-partners, including Partners' Plan contributions, health, life insurance and disability plans; deferred compensation plan; and certain perquisites	Benefit plans are part of a broad-based employee benefits program. The deferred compensation plan and perquisites provide competitive benefits to our named executive officers

We believe that each element of our compensation program plays a substantial role in maximizing long-term value for our shareholders and employee-partners because of the significant emphasis on pay-for-performance principles. Generally, approximately 50% of a named executive officer's total compensation is based on Cintas' results and the attainment of individual goals. As a result, Cintas' performance has a significant effect on the amount of compensation realized by the executive officers.

Each of these elements of pay is described and analyzed in more detail below.

Base Salaries

The Compensation Committee annually reviews the base salaries of our executive officers. The Committee also reviews an executive officer's base salary whenever there is a change in that executive officer's job responsibilities.

The factors that influence base salary decisions are level and scope of responsibility, salary offered by comparably sized companies, overall performance of the individual and overall performance of Cintas. The following are the fiscal 2011 base salaries that were approved by the Committee for our named executive officers:

Officer	Fiscal 2011 Base Salary		% Increase Over the Prior Year
Scott D. Farmer	$	746,750	3.0%
William C. Gale	$	455,260	3.0%
Thomas E. Frooman	$	419,725	3.0%
J. Michael Hansen	$	264,000	10.0%
J. Phillip Holloman	$	545,900	3.0%

The 10.0% increase over the prior year for Mr. Hansen reflects his promotion to Vice President and Treasurer in fiscal 2011.

Annual Cash Incentives

The Compensation Committee strongly believes that variable annual cash incentives provide a direct financial incentive for executive officers to achieve corporate and individual operating goals. At the beginning of each fiscal year, the Committee establishes an annual cash incentive target for each named executive officer based on certain financial and non-financial goals.

The performance components and targets were derived from the operating plans for Cintas for fiscal 2011 and represent goals for that year that the Committee believed would be challenging for Cintas, yet achievable if senior and operating management met or surpassed their business unit goals and objectives.

The Committee anticipates that similar performance components and targets will be utilized in fiscal 2012 because these objectives are important and Cintas continues to make progress on these objectives. However, the Committee reserves the right to determine on an ongoing basis the performance components and targets it will use in developing the performance-based portion of the named executive officers' compensation.

For fiscal 2011, the Committee approved a total compensation plan for Mr. S. D. Farmer. The aggregate amount of Mr. S. D. Farmer's annual cash incentive for fiscal 2011 is comprised of the financial objectives of fiscal 2011 Cintas EPS, fiscal 2011 sales growth and certain non-financial goals. The EPS and sales growth goals were established with reference to the operating plans for Cintas for fiscal 2011. The EPS goals for all participants were identical. The percentage of the target annual cash incentive related to the fiscal 2011 Cintas EPS, the growth of fiscal 2011 sales and the non-financial goals relating to employee diversity, global expansion and safety were 37.5%, 37.5% and 25%, respectively. The Executive Incentive Plan provided that if Cintas met the targeted EPS, sales growth and the other non-financial goals, Mr. S. D. Farmer would receive a target annual cash incentive of $480,000. Based upon the overall achievement of these objectives, Mr. S. D. Farmer could earn 0% up to a maximum of 200% of the target annual cash incentive.

Under the Executive Incentive Plan, annual cash incentive calculations for achievement of financial goals are based on actual results, subject to adjustment at the discretion of the Compensation Committee to exclude items that are not operational, such as accounting principle changes or revenue from an acquisition that was not in the business plan.

The annual cash incentive payout percentage multiplier for each component of Mr. S. D. Farmer's target annual cash incentive is provided in the following tables (for each named executive officer, annual cash incentive payouts are interpolated on a straight-line basis for achievement between the levels of achievement established for the financial components of the annual cash incentives):

EPS Component Level of Achievement	EPS Goals	Annual Cash Incentive Payout
Below Threshold	<$1.50	0%
Threshold	$1.50	25%
Target	$1.60	100%
Maximum	$1.76	200%

Sales Growth Component Level of Achievement	Sales Growth Goals (% Growth Over Fiscal 2010)	Annual Cash Incentive Payout
Below Threshold	<3.0%	0%
Threshold	3.0%	25%
Target	4.5%	100%
Maximum	7.5%	200%

Cintas' fiscal 2011 target plan was for revenue to increase by 4.5%.

Employee Diversity, Global Expansion and Safety Component Level of Achievement	Annual Cash Incentive Payout
Does Not Meet Goals	0%
Meets Most Goals	50%
Meets Goals	100%
Exceeds Goals	150%
Outstanding Achievement	200%

The Grants of Plan-Based Awards for Fiscal 2011 table outlines estimated possible payouts under this non-equity incentive plan award. Based on Cintas' EPS and sales growth for fiscal 2011, Mr. S. D. Farmer received an annual cash incentive award of $624,000. Fiscal 2011 EPS was $1.68 per diluted share and fiscal 2011 sales growth was 7.4%. Mr. S. D. Farmer received $60,000 based on the performance of the non-financial goals outlined above. His individual performance level was "Meets Most Goals". Mr. S. D. Farmer's total fiscal 2011 annual cash incentive award was $684,000.

For fiscal 2011, the Committee approved a total compensation plan for Mr. Holloman. The aggregate amount of Mr. Holloman's annual cash incentive for fiscal 2011 is comprised of the financial objectives of fiscal 2011 Cintas EPS, fiscal 2011 sales growth for operations within his responsibility, fiscal 2011 net income for the Rental division and the accomplishment of certain non-financial goals. The sales growth and net income goals were established with reference to the operating plans for operations within Mr. Holloman's responsibility for fiscal 2011. The percentage of the target annual cash incentive related to fiscal 2011 Cintas EPS, the growth of fiscal 2011 sales for operations within his responsibility, the fiscal 2011 net income for the Rental division and the non-financial goals relating to employee diversity, turnover and safety are 30%, 30%, 15% and 25%, respectively. The Executive Incentive Plan provided that if Cintas met the targeted EPS as well as sales growth and net income for operations within his responsibility and the other non-financial goals, Mr. Holloman would receive a target annual cash incentive of $250,000. Based upon the overall achievement of these objectives, Mr. Holloman could earn 0% up to a maximum of 200% of the target annual cash incentive.

The annual cash incentive payout percentage multiplier for each financial component of Mr. Holloman's target annual cash incentive is provided in the following tables:

EPS Component Level of Achievement	**EPS Goals**	**Annual Cash Incentive Payout**
Below Threshold	<$1.50	0%
Threshold	$1.50	50%
Target	$1.60	100%
Maximum	$1.76	200%

Sales Growth Component Level of Achievement	**Sales Growth Goals (% Growth Over Fiscal 2010)**	**Annual Cash Incentive Payout**
Below Threshold	<1.9%	0%
Threshold	1.9%	50%
Target	2.4%	100%
Maximum	5.4%	200%

Rental Division Net Income Component Level of Achievement	**Net Income Goals**	**Annual Cash Incentive Payout**
Below Threshold	<11.77%	0%
Threshold	11.77%	50%
Target	13.00%	100%
Maximum	14.50%	200%

Cintas' fiscal 2011 target plan for revenue for operations within Mr. Holloman's responsibility was a revenue increase of 2.4%. Cintas' fiscal 2011 target plan for Rental division net income was 13.0%.

Individual Performance Component Level of Achievement	Annual Cash Incentive Payout
Does Not Meet Goals	0%
Meets Most Goals	50%
Meets Goals	100%
Exceeds Goals	150%
Outstanding Achievement	200%

The Grants of Plan-Based Awards for Fiscal 2011 table outlines estimated possible payouts under this non-equity incentive plan award. Based on Cintas' EPS, sales growth for operations within his responsibility for fiscal 2011 and Rental Division net income for fiscal 2011, Mr. Holloman received an annual cash incentive award of $257,500 for these components. Mr. Holloman received $100,250 based on the performance of the non-financial goals outlined above. His individual performance level was "Exceeds Goals". Mr. Holloman's total fiscal 2011 annual cash incentive award was $357,750.

For fiscal 2011, the Committee approved total compensation plans for Mr. Gale, Mr. Frooman and Mr. Hansen. The aggregate amount of annual cash incentive for fiscal 2011 for Mr. Gale, Mr. Frooman and Mr. Hansen is comprised of the sum of that named executive officer's incentive for the Cintas EPS component and the individual performance component (consisting of a subjective performance evaluation rather than performance against specified individual performance goals). Based upon overall performance, the eligible named executive officers could earn 0% up to a maximum of 200% of the annual cash incentive target.

The following table sets forth the annual cash incentive targets and performance criteria that were reviewed and approved by the Committee:

Name	Annual Cash Incentive Target	EPS Component	Individual Performance Component
William C. Gale	$ 196,100	50%	50%
Thomas E. Frooman	$ 198,750	50%	50%
J. Michael Hansen	$ 53,000	50%	50%

The annual cash incentive payout percentage multiplier for each component is provided in the following tables:

EPS Component Level of Achievement	EPS Goals	Annual Cash Incentive Payout
Below Threshold	<$1.50	0%
Threshold	$1.50	50%
Target	$1.60	100%
Maximum	$1.76	200%

Individual Performance Component Level of Achievement	Annual Cash Incentive Payout
Does Not Meet Goals	0%
Meets Most Goals	50%
Meets Goals	100%
Exceeds Goals	150%
Outstanding Achievement	200%

The Grants of Plan-Based Awards for Fiscal 2011 table outlines estimated possible payouts under these non-equity incentive plan awards. As presented to and approved by the Committee, the actual annual cash incentive payments earned for fiscal 2011 as reflected in the Fiscal 2011 Summary Compensation Table are as follows: Mr. Gale earned a fiscal 2011 annual cash incentive award of $294,150. His individual performance level was "Exceeds Goals" and Cintas' EPS was above "Target". Mr. Frooman earned a fiscal 2011 annual cash incentive award of $298,125. His individual performance level was "Exceeds Goals" and Cintas' EPS was above "Target". Mr. Hansen earned a fiscal 2011 annual cash incentive award of $79,500. His individual performance level was "Exceeds Goals" and Cintas' EPS was above "Target".

Long-Term Equity Incentives

Long-term equity incentive compensation is comprised of non-qualified stock options and restricted stock. With respect to the named executive officers, these awards are made pursuant to the criteria outlined in the Executive Incentive Plan. The purpose of such awards is to incentivize named executive officers to profitably grow Cintas' long-term business objectives and encourage named executive officers to build and maintain a long-term equity ownership position in Cintas so that their interests are aligned with those of our shareholders.

Under the Executive Incentive Plan, the amount of equity awards eligible for Mr. S. D. Farmer is based on a target level of Cintas' EPS and a target level of Cintas' sales growth.

Under the Executive Incentive Plan, the amount of equity awards eligible for Mr. Holloman is based on a target level of Cintas' EPS, sales growth for operations within his responsibility and Rental division net income.

Under the Executive Incentive Plan, the amount of equity awards eligible for Mr. Gale, Mr. Frooman and Mr. Hansen is based on a target level of Cintas' EPS and individual achievement.

The tables below provide more detail with respect to the award percentage multiplier tied to each milestone level of achievement:

EPS Component Level of Achievement	EPS Goals	Equity Award %
Below Threshold	<$1.50	0%
Threshold	$1.50	50%
Target	$1.60	100%
Maximum	$1.76	200%

The sales growth component for Mr. S. D. Farmer is identical to the table shown previously under the Annual Cash Incentives section. Both the sales growth and net income components for Mr. Holloman are identical to the table shown previously under the Annual Cash Incentives section.

The individual performance components for Mr. Gale, Mr. Frooman and Mr. Hansen were established in light of the operating plans for Cintas for fiscal 2011:

Individual Performance Component Level of Achievement	Equity Award %
Does Not Meet Goals	0%
Meets Most Goals	50%
Meets Goals	100%
Exceeds Goals	150%
Outstanding Achievement	200%

For fiscal 2011, the Committee determined that equity awards made under the Executive Incentive Plan would be based on an established target for Mr. Gale, Mr. Frooman and Mr. Hansen. The factors that influence the setting of targets are level of responsibility, market compensation analyses and overall performance of the individual. The Committee reviewed and approved the targets at the beginning of the fiscal year, and the award was granted based upon that named executive officer's performance compared to the targets outlined above.

Non-Qualified Stock Options

On July 21, 2011, Mr. S. D. Farmer was awarded 94,467 non-qualified stock options based on Cintas' fiscal 2011 EPS and sales growth and Mr. Frooman and Mr. Hansen were awarded 20,100 and 8,250 non-qualified stock options, respectively, based on Cintas' fiscal 2011 EPS and their individual performance level, as outlined under the Annual Cash Incentives section. In accordance with the 2005 Equity Compensation Plan, stock options are not granted to individuals age 55 or older, but instead, any stock option awards that would have been awarded are awarded as restricted shares. As Mr. Gale and Mr. Holloman are over the age of 55, they did not receive any non-qualified stock options, but received restricted shares instead.

In addition, on July 30, 2010, the Board of Directors approved a one-time equity grant to Mr. Hansen to award him for his promotion to Vice President and Treasurer. Mr. Hansen was awarded 5,000 non-qualified stock options as part of this one-time equity grant.

As dictated by the 2005 Equity Compensation Plan, stock option awards have an exercise price equal to the closing stock price on the date of the award. As a result, stock options awarded to the named executive officers increase in value only if the market price of the common stock increases.

Restricted Stock

On July 21, 2011, Mr. S. D. Farmer was awarded 35,596 shares of restricted stock based on Cintas' fiscal 2011 EPS and sales growth, Mr. Holloman was awarded 27,701 shares of restricted stock based on Cintas' fiscal 2011 EPS, fiscal 2011 sales for operations within his responsibility and Rental division net income and Mr. Gale, Mr. Frooman and Mr. Hansen were awarded 20,650, 6,750 and 2,700 shares of restricted stock, respectively, based on Cintas' fiscal 2011 EPS and their individual performance level, as outlined under the Annual Cash Incentives section.

In addition, on July 26, 2010, the Board of Directors approved a one-time equity grant to retain and incentivize Mr. S. D. Farmer and Mr. Holloman and to better align their interests with the interests of the shareholders. Mr. S. D. Farmer and Mr. Holloman were awarded 43,000 and 35,000 shares of restricted stock, respectively, as part of this one-time equity grant.

On July 30, 2010, the Board of Directors approved a one-time equity grant to Mr. Hansen to award him for his promotion to Vice President and Treasurer. Mr. Hansen was awarded 1,500 shares of restricted stock as part of this one-time equity grant.

Health, Retirement and Other Benefits

Cintas' benefits program includes retirement plans and group insurance plans. The objective of our group insurance plans is to provide our executive officers with reasonable and competitive levels of protection from events which could interrupt the executive officer's employment and/or income received as an active employee.

The retirement plans offered to executive officers include Cintas' Partners' Plan and the Deferred Compensation Plan. The Partners' Plan is a noncontributory employee stock ownership plan and profit sharing plan with a 401(k) savings feature which covers substantially all employees. The Deferred Compensation Plan is discussed in more detail in the Nonqualified Deferred Compensation for Fiscal 2011 table of this proxy statement, and its accompanying narrative and footnotes.

Executive perquisites are kept by the Committee to a minimal level and do not play a significant role in executive compensation. These benefits and their incremental cost to Cintas are described in the Summary Compensation Table and its footnotes. The Committee believes these perquisites to be reasonable, comparable with peer companies and consistent with Cintas' overall compensation practices.

Stock Ownership Guidelines

The Compensation Committee believes that Cintas' named executive officers should own particular amounts of shares of stock to align their long-term objective of managing Cintas with the interests of Cintas' shareholders. The Compensation Committee has adopted a stock ownership requirement for the named executive officers. Each named executive officer is required to maintain a minimum equity stake in Cintas stock based on his job position. The following table shows the stock ownership requirements for the named executive officers:

Officer	Minimum Ownership Requirement (Multiple of Base Salary)
Chief Executive Officer	6x
Chief Financial Officer	3x
President and Chief Operating Officer	3x
Vice President and Secretary, General Counsel	3x
Vice President and Treasurer	2x

The guidelines are assessed annually and are determined based on the current market practice and utilizing the respective named executive officer's base salary and closing stock price on the last day of the fiscal year. The named executive officers are notified about their ownership requirements annually. With the exception of the CEO, all named executive officers must come into compliance within five years from the effective date of these requirements, which was July 2010. All newly hired or promoted named executive officers will have seven years from the time of hiring or promotion to achieve the minimum ownership requirement.

For purposes of these requirements, stock ownership includes: (i) stock held outright by the named executive officer (or his spouse or dependents); (ii) stock held beneficially through the Cintas Partners' Plan; (iii) stock held in an individual brokerage account; and (iv) stock obtained through stock option exercise. Failure to meet or to show sustained progress toward meeting the ownership requirements may result in a reduction in future annual and/or long-term cash incentive payouts in the form of stock. Exceptions to these stock ownership requirements may be made at the discretion of the Compensation Committee if compliance would create a severe hardship.

Change in Control Agreements

Cintas has no policy regarding change in control agreements. For a further discussion on this topic, please see the section titled "Potential Payments Upon Termination, Retirement or Change of Control" of this proxy statement.

Tax Deductibility of Compensation

Section 162(m) of the Internal Revenue Code places a limit of $1 million on the amount of compensation we may deduct in any one year with respect to certain named executive officers. There is an exception to the $1 million limitation for performance-based compensation meeting certain requirements. The Committee believes that all compensation paid to the named executive officers for fiscal year 2011 is properly deductible under Section 162(m).

Recovery of Prior Awards

The Committee has adopted a claw-back policy which provides that in the event of an accounting restatement due to material noncompliance with financial reporting requirement under the U.S. federal securities laws, the Committee has the right to use reasonable efforts to recover from any of our current or former officers who received incentive based compensation (including annual cash incentives, non-qualified stock options or restricted stock) during the three-year period preceding the date on which Cintas is required to prepare an accounting restatement any excess incentive based compensation awarded as a result of the misstatement. This policy applies to incentive based compensation granted after June 1, 2011. This claw-back policy is intended to be interpreted in a manner consistent with any applicable rules or regulations adopted by the SEC or the NASDAQ Stock Market as contemplated by the Dodd-Frank Act and any other applicable law and shall otherwise be interpreted in the best business judgment of the Committee.

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FISCAL 2011 SUMMARY COMPENSATION TABLE

The following table provides information regarding the compensation earned by our Chief Executive Officer, Chief Financial Officer and our three other most highly compensated executive officers during fiscal 2011, 2010 and 2009. These individuals are collectively referred to as our named executive officers.

Name and Principal Position	Fiscal Year	Salary ($)	Bonus(1) ($)	Stock Awards(2) ($)	Option Awards(2) ($)	Non-Equity Incentive Plan Compensation(3) ($)	All Other Compensation(4) ($)	Total ($)
Scott D. Farmer	2011	746,750		2,344,561	751,957	684,000	83,040	4,610,308
Chief Executive Officer	2010	725,000		295,874	166,359	482,000	61,946	1,731,179
and Director	2009	725,000		129,934	51,700	120,000	70,101	1,096,735
William C. Gale	2011	455,260		705,817		294,150	47,216	1,502,443
Senior Vice President and	2010	442,000		149,897		227,150	43,549	862,596
Chief Financial Officer	2009	442,000		1,035,567		147,075	43,345	1,667,987
Thomas E. Frooman	2011	419,725		230,715	159,996	298,125	46,113	1,154,674
Vice President and	2010	407,500		99,198	92,920	304,750	44,361	948,729
Secretary General Counsel	2009	407,500		792,959	58,421	149,063	42,999	1,450,942
J. Michael Hansen	2011	264,000		131,976	105,470	79,500	23,611	604,557
Vice President and	2010	240,000		42,269	21,566		24,856	328,691
Treasurer	2009	232,500		228,706	15,924		23,855	500,985
J. Phillip Holloman	2011	545,900		1,864,870		357,750	47,875	2,816,395
President and Chief	2010	530,000		118,401	110,906	234,874	23,520	1,017,701
Operating Officer	2009	530,000		22,610	31,020	53,000	26,437	663,067

(1) No discretionary cash bonuses were paid to any named executive officer during fiscal 2011, 2010 or 2009. A discretionary cash bonus is a cash payment made outside of the Executive Incentive Plan and determined at the discretion of the Compensation Committee.

(2) The amounts reported for restricted stock and stock options is the aggregate grant date fair value of awards granted during the fiscal year calculated in accordance with the stock-based compensation accounting rules set forth in Financial Accounting Standards Board Accounting Standards Codification Topic 718. For more information on the assumptions used, see Note 11 of the Consolidated Financial Statements in our Annual Report on Form 10-K for fiscal 2011.

(3) Reflects the annual cash incentive awards to the named executive officers under the Executive Incentive Plan discussed in further detail beginning on page 15.

(4) All other compensation for fiscal 2011 includes reimbursements for auto allowances, club dues, executive medical programs and Partners' Plan contributions. It also includes restricted stock dividends in the amounts of $38,775 for Mr. S. D. Farmer, $27,395 for Mr. Gale, $19,617 for Mr. Frooman, $25,811 for Mr. Holloman and $6,333 for Mr. Hansen. All other compensation for fiscal 2011 also includes financial planning fees for Mr. S. D. Farmer.

GRANTS OF PLAN-BASED AWARDS FOR FISCAL 2011

The following table sets forth certain information regarding all grants of plan-based awards made to the named executive officers during fiscal 2011:

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Possible Payouts Under Equity Incentive Plan Awards						
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards(8) ($/sh)	Gra Dat Fai Value Stock Opti Awar ($)
t D. ner(1)	7/28/2010	0	480,000	960,000							
	7/28/2010				0	54,500	109,000				
	7/28/2010				0	18,200	36,400				
	7/26/2010(4)							43,000			1,127
	7/21/2011								94,467	34.18	751
	7/21/2011							35,596			1,216
iam C. (2)	8/16/2010	0	196,100	392,200							
	8/16/2010(6)				0	13,767	27,533				
	7/21/2011							20,650			705
mas E. man(2)	8/11/2010	0	198,750	397,500							
	8/11/2010(5)				0	13,400	26,800				
	8/11/2010(6)				0	4,500	9,000				
	7/21/2011								20,100	34.18	159
	7/21/2011							6,750			230
ichael sen(2)	11/10/2010	0	53,000	106,000							
	11/10/2010(5)				0	5,500	11,000				
	11/10/2010(6)				0	1,800	3,600				
	7/30/2010(7)								5,000	26.46	39
	7/30/2010(4)							1,500			39
	7/21/2011								8,250	34.18	65
	7/21/2011							2,700			92
illip oman(3)	8/11/2010	0	265,000	530,000							
	8/11/2010(6)				0	21,200	42,400				

7/26/2010(4)	35,000	918
7/21/2011	27,701	946

(1) Mr. S. D. Farmer is eligible for an annual cash incentive and a long-term equity incentive award based on the achievement of targeted Cintas EPS and sales growth and other performance goals outlined by the Compensation Committee. If Cintas meets the targeted EPS and targeted sales growth and Mr. S. D. Farmer achieves his non-financial goals, Mr. S. D. Farmer will receive the targeted amount. This amount can decrease to 0% or increase up to 200% of the targeted amount, depending on the extent to which these goals are achieved. If the goals up to certain levels are not met, no incentive will be paid. Restricted stock and non-qualified stock options awarded will be granted pursuant to the terms and conditions of the 2005 Equity Compensation Plan.

(2) Mr. Gale, Mr. Frooman and Mr. Hansen are eligible for an annual cash incentive and a long-term equity incentive award based on the achievement of targeted Cintas EPS and individual goals linked to the named executive officer's individual area of responsibility. If Cintas meets the targeted EPS and the named executive officer achieves his individual goals, he will receive the targeted amount. This amount can decrease to 0% or increase up to 200% of the target depending on the extent to which EPS and individual goals are achieved. If the goals up to a certain level are not met, no incentive will be paid. Restricted stock and non-qualified stock options awarded will be granted pursuant to the terms and conditions of the 2005 Equity Compensation Plan.

(3) Mr. Holloman is eligible for an annual cash incentive and a long-term equity incentive award based on the achievement of targeted Cintas EPS and sales growth for operations within his responsibility and the accomplishment of certain non-financial goals outlined by the Compensation Committee. If Cintas meets the targeted EPS and targeted sales growth for operations within his responsibility and Mr. Holloman achieves his individual goals, Mr. Holloman will receive the targeted amount. This amount can decrease to 0% or increase up to 200% of the targeted amount, depending on the extent to which these goals are achieved. If the goals up to certain levels are not met, no incentive will be paid. Restricted stock and non-qualified stock options awarded will be granted pursuant to the terms and conditions of the 2005 Equity Compensation Plan.

(4) One-time restricted stock grant described on page 21, which will vest three years from the date of grant.

(5) Stock option portion of the fiscal 2011 Executive Incentive Plan, which will vest at a rate of 33% per year, beginning on the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant.

(6) Restricted stock portion of the fiscal 2011 Executive Incentive Plan, which will vest three years from the date of grant.

(7) One-time non-qualified option grant described on page 20, which will vest at a rate of 33% per year, beginning on the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant.

(8) The exercise price of an option is equal to the closing stock price on the date of grant.

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OUTSTANDING EQUITY AWARDS AT FISCAL 2011 YEAR-END

The following table provides information regarding unexercised stock options and unvested stock awards held by our named executive officers as of May 31, 2011:

		Option Awards(1)				Stock Awards(2)	
Name	Grant Date(3)	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)
Scott D. Farmer	8/08/2001	10,000		47.35	8/08/2011		
	7/29/2003	30,000	20,000	39.29	7/29/2013		
	7/26/2004	10,000	15,000	42.06	7/26/2014		
	8/01/2005	5,000	20,000	44.43	8/01/2015		
	7/24/2006		15,000	35.99	7/24/2016		
	7/23/2007		7,500	38.74	7/23/2017		
	7/21/2008		10,000	27.88	7/21/2018		
	7/27/2009		5,000	24.41	7/27/2019		
	7/26/2010		20,589	26.23	7/26/2020		
	7/21/2011		94,467	34.18	7/21/2021		
						102,419	3,364,464
William C. Gale	7/22/2002	5,000		41.65	7/22/2012		
	2/28/2003	6,000	1,500	33.57	2/28/2013		
	7/26/2004	6,000	9,000	42.06	7/26/2014		
	8/01/2005	3,750	3,750	44.43	8/01/2015		
	7/17/2006		7,500	36.08	7/17/2016		
						69,668	2,288,594
Thomas E. Frooman	12/28/2001	25,000		49.69	12/28/2011		
	7/22/2002	15,000		41.65	7/22/2012		
	2/28/2003	16,000	4,000	33.57	2/28/2013		
	7/26/2004	6,000	9,000	42.06	7/26/2014		
	8/01/2005	1,500	6,000	44.43	8/01/2015		
	7/17/2006		7,500	36.08	7/17/2016		
	7/03/2007		6,575	39.84	7/03/2017		
	7/17/2008		8,000	27.30	7/17/2018		
	7/17/2009		5,650	22.61	7/17/2019		
	7/22/2010		11,500	25.88	7/22/2020		
	7/21/2011		20,100	34.18	7/21/2021		
						42,084	1,382,459
J. Michael Hansen	8/8/2001	1,500		47.35	8/8/2011		

	7/22/2002	3,000		41.65	7/22/2012		
	7/29/2003	1,800	1,200	39.29	7/29/2013		
	5/28/2004	600	400	45.33	5/28/2014		
	7/26/2004	2,000	3,000	42.06	7/26/2014		
	8/1/2005	100	400	44.43	8/1/2015		
	7/17/2006		1,540	36.08	7/17/2016		
	7/3/2007		1,540	39.84	7/3/2017		
	7/17/2008		2,420	27.30	7/17/2018		
	7/17/2009		1,540	22.61	7/17/2019		
	7/22/2010		2,669	25.88	7/22/2020		
	7/30/2010		5,000	26.46	7/30/2020		
	7/21/2011		8,250	34.18	7/21/2021		
						14,854	487,954
J. Phillip Holloman	8/08/2001	2,000		47.35	8/08/2011		
	7/22/2002	3,000		41.65	7/22/2012		
	3/28/2003	6,000	1,500	35.02	3/28/2013		
	7/29/2003	600	400	39.29	7/29/2013		
	7/26/2004	3,000	4,500	42.06	7/26/2014		
	8/01/2005	3,000	12,000	44.43	8/01/2015		
	7/17/2006		5,650	36.08	7/17/2016		
	7/03/2007		7,500	39.84	7/03/2017		
	1/31/2008		25,000	32.82	1/31/2018		
	7/17/2008		8,000	27.30	7/17/2018		
	7/17/2009		3,000	22.61	7/17/2019		
	7/22/2010		13,726	25.88	7/22/2020		
						75,976	2,495,812

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(1)

Stock options dated after June 1, 2008, have a 10-year term and vest at a rate of 33% per year, beginning on the third anniversary of the date of grant and ending on the fifth anniversary of the date of grant. Stock options dated prior to June 1, 2008, have a 10-year term and vest at a rate of 20% per year, beginning on the fifth anniversary of the date of grant with the following exceptions:

Age 51 at fiscal year-end	25% per year vesting, beginning fifth anniversary of grant
Age 52 at fiscal year-end	33% per year vesting, beginning fifth anniversary of grant
Age 53 at fiscal year-end	50% per year vesting, beginning fifth anniversary of grant
Age 54 at fiscal year-end	100% per year vesting, beginning fifth anniversary of grant
Age 55 or older at fiscal year-end	stock options are never granted. Those amounts are converted to restricted stock awards.

(2)

Restricted stock awards generally vest three years from the date of grant. The following table indicates the dates when the shares of restricted stock held by each named executive officer vest and are no longer subject to forfeiture:

Vesting Date	Scott D. Farmer	William C. Gale	Thomas E. Frooman	J. Michael Hansen	J. Phillip Holloman
7/17/2011		5,367	2,700	605	2,700
7/21/2011	7,220	34,075			
7/17/2012		3,784	1,900	1,491	1,000
7/21/2012			26,901	7,891	
7/27/2012	5,323				
1/31/2013					5,000
7/22/2013		5,792	3,833	667	4,575
7/26/2013	54,280				35,000
7/30/2013				1,500	
7/21/2014	35,596	20,650	6,750	2,700	27,701

(3)

During fiscal 2005, the Compensation Committee of the Board of Directors approved a resolution to accelerate the vesting for certain "out-of-the-money" options. The "out-of-the-money" options that were accelerated were granted to employees during fiscal 2000, 2001, 2002 and 2003.

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OPTION EXERCISES AND STOCK VESTED FOR FISCAL 2011

The following table lists the number of shares acquired and the value realized as a result of option exercises by the named executive officers in fiscal 2011 and the value of any restricted stock awards that vested in fiscal 2011:

	Option Awards		Stock Awards	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting[(1)] ($)**
Scott D. Farmer			7,309	190,107
William C. Gale			4,391	103,891
Thomas E. Frooman			2,200	52,052
J. Michael Hansen			385	9,109
J. Phillip Holloman			2,500	59,150

(1) Calculated by multiplying the closing price on the date of vesting times the number of shares.

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NONQUALIFIED DEFERRED COMPENSATION FOR FISCAL 2011

Our named executive officers are eligible to participate in a Deferred Compensation Plan. This Deferred Compensation Plan permits a group of highly compensated employees of Cintas to defer the receipt of current year compensation which they have earned during the year. This Deferred Compensation Plan is intended to assist Cintas in the retaining and attracting of individuals of exceptional ability.

Our named executive officers may elect to defer up to 75% of their base salary and up to 90% of their earned annual cash incentive awards. Amounts deferred are credited to the named executive officer's account under the Deferred Compensation Plan and are fully vested.

Future payments are distributed in a lump sum or in annual installments, based on the choice of the named executive officer. If the form of payment selected provides for subsequent payments, subsequent payments will be made on the anniversary of the initial payment. All amounts are payable in a lump sum if the named executive officer terminates employment prior to meeting the definition of retirement; should they meet the definition of retirement, the balance will be distributed as elected. All distribution decisions and payments under the Deferred Compensation Plan are subject to compliance with Section 409A of the Internal Revenue Code.

While deferred, amounts are credited with "earnings" as they were invested as the named executive officers chose in one or more investment options available under the Deferred Compensation Plan. The named executive officers' accounts under the Deferred Compensation Plan will be adjusted from time to time, up or down, depending upon performance of the investment options chosen.

The following table provides information relating to the activity in the Deferred Compensation Plan accounts of the named executive officers during fiscal 2011 and the aggregate balance of the accounts as of May 31, 2011:

Name	Executive Contributions in Fiscal 2011(1) ($)	Aggregate Earnings in Fiscal 2011(2) ($)	Aggregate Balance at May 31, 2011(3) ($)
Scott D. Farmer		48,216	720,375
William C. Gale			
Thomas E. Frooman	29,450	18,051	110,934
J. Michael Hansen	19,569	27,942	139,125
J. Phillip Holloman	50,767	45,755	223,847

(1) Executive contributions are included in the named executive officer's salary and/or non-equity incentive plan compensation, as applicable and as presented in the Fiscal 2011 Summary Compensation Table.

(2) Reflects the amount of earnings during fiscal 2011 equivalent to the performance of the investment options chosen by the named executive officer. None of these amounts are included in the Fiscal 2011 Summary Compensation Table.

(3) Includes amounts previously reported in Summary Compensation Tables for prior years as follows: $671,267 for Mr. S. D. Farmer, $65,982 for Mr. Frooman and $137,187 for Mr. Holloman.

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POTENTIAL PAYMENTS UPON TERMINATION, RETIREMENT OR CHANGE OF CONTROL

Payments Made Upon Termination

Regardless of the manner in which an executive officer's employment terminates, except for a "for cause" termination, he is entitled to receive amounts earned during his term of employment. Such amounts include:

- the right to exercise within 60 days of termination all vested stock options granted under Cintas' equity compensation plans as reflected in the Outstanding Equity Awards at Fiscal 2011 Year-End table;
- amounts contributed, earned and vested under the Cintas Partners' Plan; and
- amounts contributed and earned under the Deferred Compensation Plan as reflected in the Nonqualified Deferred Compensation for Fiscal 2011 table.

In addition, if Cintas elects to terminate an executive officer, he will receive four weeks' written notice or four weeks of base salary instead of notice. Generally, Cintas makes no payments to executives terminated for cause. Cintas has no policy regarding severance payments.

Payments Made Upon Retirement

In the event of the retirement of an executive officer, he is entitled to receive amounts earned during his term of employment. Such amounts include:

- the right to exercise within one year of retirement all vested stock options granted under Cintas' equity compensation plans as reflected in the Outstanding Equity Awards at Fiscal 2011 Year-End table;
- amounts contributed and vested under the Cintas Partners' Plan; and
- amounts contributed and earned under the Deferred Compensation Plan as reflected in the Nonqualified Deferred Compensation for Fiscal 2011 table.

Cintas has no policy regarding retirement arrangements.

Payments Made Upon Death or Disability

In the event of the death or disability of an executive officer, in addition to the benefits listed under the heading "Payments Made Upon Retirement" above, the named executive officer will receive benefits under Cintas' disability plan or payments under Cintas' life insurance plan, as appropriate. These payments are generally available to all employees.

Payments Made Upon a Change of Control

Cintas has no policy regarding payments made upon a change of control.

NONEMPLOYEE DIRECTOR COMPENSATION FOR FISCAL 2011

For fiscal 2011, Directors who are not employees of Cintas received a $40,000 cash annual retainer, payable quarterly, plus an additional $2,750 for each meeting attended. Directors received $1,375 for each telephonic meeting attended. Committee members also received $1,200 for each Committee meeting attended and $600 for each telephonic Committee meeting attended. Committee Chairmen (other than the Audit Committee Chairman) received an additional fee of $5,000. The Audit Committee Chairman received an additional fee of $8,000. Directors are also reimbursed for reasonable out-of-pocket travel expenses incurred in connection with attendance at Board or Committee meetings. Directors who are employees of Cintas are not separately compensated for serving as Directors.

For fiscal 2011, directors also received upon annual election or appointment to the Board restricted stock valued at approximately $40,000 based on the closing market price of Cintas stock on the date preceding the grant and options to purchase Cintas stock valued at approximately $36,000 based on the fair value of these options estimated at the date preceding the grant using a Black-Scholes option-pricing model. The value of the grants is prorated for Directors appointed to the Board in the middle of the year. Each nonemployee Director was therefore granted 1,464 shares of restricted stock and an option to purchase 4,261 shares of Cintas stock at an exercise price equal to the closing market price on the date of grant of October 26, 2010. The restricted stock awards vest 100% after three years from the date of grant. The stock options vest 25% per year, beginning on the first anniversary of the grant.

Nonemployee directors may choose to defer all or part of these fees into Cintas stock equivalents with dividends or into a deferred account that earns interest at a rate equal to one-year U.S. treasury bills, determined as of the preceding December 31, increased by 100 basis points. Deferred fees are payable either in a lump sum or in 12 to 120 monthly installments beginning in the month selected by the Director, but in no case later than the first month after the Director leaves the Board.

The following table details fiscal 2011 compensation paid to nonemployee directors:

Name	Fees Earned or Paid in Cash[(1)] ($)	Stock Awards[(2)] ($)	Option Awards[(2)] ($)	Total ($)
Gerald S. Adolph	61,900	40,114	35,963	137,977
Gerald V. Dirvin	31,600			31,600
Joyce Hergenhan	15,150			15,150
James J. Johnson	66,000	40,114	35,963	142,077
David C. Phillips	68,600	40,114	35,963	144,677
Joseph Scaminace	59,400	40,114	35,963	135,477
Ronald W. Tysoe	71,600	40,114	35,963	147,677

(1) Represents the amount of cash compensation earned in fiscal 2011 for Board and Committee service. A director may choose to have all or part of his or her compensation deferred in the form of Cintas stock or one-year U.S. treasury bills plus 100 basis points. The Directors who invested in Cintas stock would receive earnings equal to any other shareholder who invested like money at the same time during fiscal 2011. Mr. Adolph, Mr. Johnson, Mr. Phillips and Mr. Tysoe chose to receive all or a portion of their fees in Cintas stock as described above. Mr. Adolph received 45 shares, Mr. Johnson received 583 shares, Mr. Phillips received 2,695 shares and Mr. Tysoe received 1,351 shares.

(2) The amounts reported for restricted stock and stock options is the aggregate grant date fair value of awards granted during the fiscal year calculated in accordance with the stock-based compensation accounting rules set forth in Financial Accounting Standards Board Accounting Standards Codification Topic 718. For more information on the assumptions used, see Note 11 of the Consolidated Financial Statements in our Annual Report on Form 10-K for fiscal 2011.

Outstanding restricted stock awards and option awards for each director at May 31, 2011 are as follows:

Name	**Restricted Stock Outstanding (#)**	**Options Outstanding (#)**
Gerald S. Adolph	6,103	17,353
James J. Johnson	3,777	10,677
David C. Phillips	6,103	20,353
Joseph Scaminace	2,156	6,255
Ronald W. Tysoe	5,353	14,353

PRINCIPAL SHAREHOLDERS

The following table sets forth the names and addresses of the only shareholders known by Cintas to own beneficially 5% or more of its outstanding Common Stock as of August 22, 2011:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Scott D. Farmer[1]	18,896,356[5]	14.4%
First Eagle Investment Management, LLC[2]	16,276,792[6]	12.4%
Fiduciary Management, Inc.[3]	8,498,383[7]	6.5%
Vanguard Group, Inc.[4]	6,574,079[8]	5.0%

(1) The mailing address of Scott D. Farmer is Cintas Corporation, 6800 Cintas Boulevard, P.O. Box 625737, Cincinnati, Ohio 45262-5737.

(2) The mailing address of First Eagle Investment Management, LLC is 1345 Avenue of the Americas, New York, New York 10105.

(3) The mailing address of Fiduciary Management, Inc. is 100 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

(4) The mailing address of Vanguard Group, Inc. is 100 Vanguard Boulevard, Malvern, Pennsylvania 19355.

(5) As reported on Schedule 13D/A filed on May 4, 2011 and Form 4 filed on August 11, 2011, Mr. S. D. Farmer has sole voting and dispositive power over 18,896,356 shares of Cintas common stock. This amount includes (a) 626,022 shares of Cintas common stock held directly by Mr. S. D. Farmer and his spouse, of which 110,000 shares are pledged as security, (b) 17,386,387 shares of Cintas common stock held indirectly by Mr. S. D. Farmer through Summer Hill Partners, LLP, (c) 723,669 shares of Cintas common stock held indirectly by Mr. S. D. Farmer through trusts for the benefit of Mr. S. D. Farmer and members of his immediate family over which Mr. S. D. Farmer serves as trustee, (d) 83,880 shares of Cintas common stock held indirectly by Mr. S. D. Farmer through a limited partnership, (e) 4,038 shares of Cintas common stock held indirectly by Mr. S. D. Farmer through his spouse and (f) 1,054 shares of Cintas common stock held indirectly by Mr. S. D. Farmer through an ESOP. While Mr. Farmer may be deemed to have or share voting or dispositive power with respect to shares of Cintas common stock owned by Summer Hill Partners, LLP, he disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any. This amount also includes 71,300 shares issuable upon the exercise of options within 60 days of August 22, 2011, and 6 shares of Cintas common stock recently granted through an ESOP.

(6) As reported on Schedule 13F-HR filed on August 12, 2011, First Eagle Investment Management, LLC has sole voting power over 15,797,108 shares of Cintas common stock and sole dispositive power over 16,276,792 shares of Cintas common stock.

(7) As reported on Schedule 13F-HR filed on August 4, 2011, Fiduciary Management, Inc. has sole voting and dispositive power over 8,494,933 shares of Cintas common stock and shared voting and dispositive power over 3,450 shares of Cintas common stock.

(8) As reported on Schedule 13F-HR filed on August 10, 2011, Vanguard Group, Inc. has sole voting power over 170,698 shares of Cintas common stock and sole dispositive power over 6,403,381 shares of Cintas common stock.

SECURITY OWNERSHIP OF DIRECTOR NOMINEES AND NAMED EXECUTIVE OFFICERS

The following table shows the amount of Cintas Corporation Common Stock each director nominee and named executive officer named in the Summary Compensation Table owned on August 22, 2011:

Name and Age of Beneficial Owner	Position	Common Stock Beneficially Owned[(1)] Amount and Nature of Beneficial Ownership	Percent of Class
Scott D. Farmer 52	Chief Executive Officer and Director	18,896,356[(2)]	14.4%
Richard T. Farmer 76	Chairman Emeritus of the Board	314,006[(3)]	*
Robert J. Kohlhepp 67	Chairman of the Board	656,761[(4)]	*
Gerald S. Adolph 57	Director	15,686	*
Melanie W. Barstad 58	Nominee		*
James J. Johnson 64	Director	6,986	*
David C. Phillips 73	Director	19,786[(5)]	*
Joseph Scaminace 58	Director	2,655	*
Ronald W. Tysoe 58	Director	11,936	*
William C. Gale 59	Senior Vice President and Chief Financial Officer	109,595	*
Thomas E. Frooman 44	Vice President and Secretary General Counsel	116,670	*
J. Michael Hansen 43	Vice President and Treasurer	28,035	*
J. Phillip Holloman 55	President and Chief Operating Officer	102,349	*
All Director Nominees and Executive Officers as a Group (13 persons)		20,280,821[(6)]	15.4%

* Less than 1%

(1) Included in the amount of Common Stock beneficially owned are the following shares of Common Stock for options exercisable within 60 days: Mr. S. D. Farmer 71,300 shares; Mr. Adolph 9,583 shares; Mr. Johnson 3,209 shares;

Mr. Phillips 12,583 shares; Mr. Scaminace 499; Mr. Tysoe 6,583 shares; Mr. Gale 35,000 shares; Mr. Frooman 72,140 shares; Mr. Hansen 10,306 shares and Mr. Holloman 24,353 shares.

(2) See Principal Shareholders on page 33.

(3) Includes 312,870 shares owned by a corporation and a limited partnership controlled by Mr. Farmer.

(4) Includes 80,000 shares held in trust for members of Mr. Kohlhepp's family.

(5) Includes 500 shares held by a family trust.

(6) Includes options for 245,556 shares, which are exercisable within 60 days.

The following is a description of our non-director named executive officers:

William C. Gale joined Cintas in April 1995 as Vice President Finance and Chief Financial Officer. He was appointed Senior Vice President in July 2003. He is responsible for finance, accounting and administration.

Thomas E. Frooman joined Cintas in December 2001 as Vice President and Secretary General Counsel.

J. Michael Hansen joined Cintas in 1995. He has held various positions within Cintas, including General Manager of the Cincinnati Fire location and Corporate Controller. He was elected Vice President and Treasurer in June 2010.

J. Phillip Holloman joined Cintas in 1996. He has held various positions within Cintas, including Vice President Engineering/Construction from 1996 to 2000, Vice President of the Distribution/Production Planning Division from 2000 to 2003, Executive Champion of Six Sigma Initiatives from 2003 to 2005 and Senior Vice President Global Supply Chain Management from 2005 to 2008. He was appointed President and Chief Operating Officer in February 2008.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires Cintas' executive officers, directors and persons who own more than ten percent of Cintas' Common Stock to file reports of ownership with the Commission and to furnish Cintas with copies of these reports. Based solely upon its review of reports received by it, or upon written representation from certain reporting persons that no reports were required, Cintas believes that during fiscal 2011 all filing requirements were met except for two Form 4's, one for Mr. Hansen relating to a single transaction on December 15, 2010, and one for Mr. Kohlhepp relating to a single transaction on December 22, 2010. Each late filing was due to an administrative oversight.

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RELATED PERSON TRANSACTIONS

Cintas Corporation has a 25% interest in a corporate airplane with its Chairman Emeritus, Richard T. Farmer and his wholly owned company. This arrangement began on February 23, 2006. Cintas manages the airplane under an operating agreement whereby each party pays their own operating expenses for use of the plane, and common costs are shared based on ownership percentages. For fiscal 2011, Cintas was reimbursed $917,784 under this arrangement.

Cintas engages Keating Muething & Klekamp PLL for a variety of legal services. Robert E. Coletti, a partner of the firm, is an in-law of Richard T. and Scott D. Farmer. Cintas paid the firm fees of $6,812,305 for legal services during the fiscal year ended May 31, 2011. Mr. Coletti does not receive any direct compensation from fees paid by Cintas to the firm.

Cintas engages Frost Brown Todd LLC for a variety of legal services. Scott D. Phillips, a partner of the firm, is the son of David C. Phillips and James C. Frooman, a partner of the firm, is the brother of Thomas E. Frooman. Cintas paid the firm fees of $23,647 for legal services during the fiscal year ended May 31, 2011. Mr. S. D. Phillips and Mr. J. C. Frooman do not receive any direct compensation from fees paid by Cintas to the firm.

Joseph Automotive Group engages Cintas for a variety of services. George R. Joseph, a principal and part owner, is an in-law of Richard T. and Scott D. Farmer. Joseph Automotive Group paid Cintas fees of $332,442 for services provided during the fiscal year ending May 31, 2011. Mr. Joseph does not receive any direct compensation from services provided by Cintas to the company.

Certain stock exchange rules require Cintas to conduct an appropriate review of all related party transactions (those required to be disclosed by Cintas pursuant to SEC Regulation S-K Item 404) for potential conflict of interest situations on an ongoing basis and that all such transactions must be approved by the Audit Committee or another committee comprised of independent directors. As a result, the Audit Committee annually reviews all such related party transactions and approves such related party transactions only if it determines that it is in the best interests of Cintas. In considering the transaction, the Audit Committee may consider all relevant factors, including as applicable (i) Cintas' business rationale for entering into the transaction; (ii) the alternatives to entering into a related person transaction; (iii) whether the transaction is on terms comparable to those available to third parties, or in the case of employment relationships, to employees generally; (iv) the potential for the transaction to lead to an actual or apparent conflict of interest and any safeguards imposed to prevent such actual or apparent conflicts; and (v) the overall fairness of the transaction to Cintas.

While Cintas adheres to this policy for potential related person transactions, the policy is not in written form (other than as part of listing agreements with stock exchanges to the extent required). However, approval of such related person transactions is evidenced by Audit Committee resolutions in accordance with our practice of approving transactions in this manner.

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ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION
(Item 2 on the Proxy Card)

The Board of Directors is committed to excellence in governance. As part of that commitment, and as required by Section 14A(a)(1) of the Securities Exchange Act of 1934, the Board of Directors is providing our shareholders with an opportunity to provide an advisory vote related to named executive officer compensation, which is commonly known as "Say-on-Pay." Say-on-Pay gives our shareholders an opportunity to vote on an advisory, non-binding basis to approve the compensation of our named executive officers as disclosed in this proxy statement pursuant to SEC rules.

We are asking our shareholders to indicate their support for the compensation of our named executive officers as described in this proxy statement. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the executive compensation program and practices described in this proxy statement. Please read the Compensation Discussion and Analysis and the executive compensation tables and narrative disclosure for a detailed explanation of our executive compensation program and practices. Accordingly, we are asking our shareholders to vote "FOR" the following resolution:

"RESOLVED, that the compensation of the named executive officers as disclosed pursuant to the compensation disclosure rules of the SEC, including the Compensation Discussion and Analysis, the compensation tables and any related material disclosed in this proxy statement, is hereby approved."

As an advisory vote, this proposal is not binding on Cintas. However, the Compensation Committee of our Board, which is responsible for designing and administering our executive compensation program and practices, values the opinions expressed by shareholders in their vote on this proposal, and will consider the outcome of the vote when making future compensation decisions for named executive officers.

ADVISORY VOTE ON THE FREQUENCY OF SHAREHOLDER VOTES
ON OUR NAMED EXECUTIVE OFFICER COMPENSATION
(Item 3 on the Proxy Card)

As part of Cintas' Board's commitment to excellence in corporate governance, and as required by Section 14A(a)(2) of the Securities Exchange Act of 1934, the Board of Directors is providing our shareholders with an opportunity to provide an advisory vote to determine whether the shareholder vote on named executive officer compensation, or the "Say-on-Pay" vote, should occur every one, two or three years.

After careful consideration, the Board of Directors has determined that a Say-on-Pay vote that occurs every year is the most appropriate alternative for Cintas. Therefore, Cintas' Board recommends that you vote for a frequency of "EVERY YEAR" on holding future Say-on-Pay votes. In reaching its recommendation, the Board of Directors believes that an annual Say-on-Pay vote will allow our shareholders to provide us with more meaningful and direct input on our executive compensation philosophy, policies and programs. An annual advisory vote will also foster more useful communication with our shareholders by providing our shareholders with a clear and timely means to express any concerns and questions.

You may cast your vote on your preferred voting frequency by choosing the option of every year, every two years, every three years or abstain from voting. Although this vote is advisory and not binding, the Board of Directors and Cintas highly value the opinions of our shareholders and will consider the outcome of this vote when determining the frequency of future shareholder votes on our named executive officer compensation.

Shareholders are not voting to approve or disapprove the Board's recommendation. Shareholders may choose among the four choices (every year, every two years, every three years or abstain) set forth above.

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RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM (Item 4 on the Proxy Card)

Although not required, the Board is seeking shareholder ratification of the selection by the Audit Committee of Ernst & Young LLP as Cintas' independent registered public accounting firm for fiscal 2012. If shareholders do not ratify this selection, the Audit Committee intends to continue the employment of Ernst & Young LLP at least through fiscal 2012, as the new fiscal year has already commenced. However, the Audit Committee will take the vote into account in selecting the independent registered public accounting firm for fiscal 2013. Representatives of Ernst & Young LLP are expected to be present at the Annual Meeting and will have an opportunity to make a statement, if they desire to do so, and to respond to appropriate questions that may be asked by shareholders.

PROPOSALS FOR NEXT YEAR

Shareholders who desire to have proposals included in the Notice for the 2012 Shareholders' Meeting must submit their proposals in writing to Cintas at its offices on or before May 11, 2012, and must comply with any and all requirements set forth in Cintas' Bylaws as such may be amended from time to time, in Rule 14a-8 under the Securities Exchange Act of 1934 and in the NASDAQ rules.

The form of Proxy for Cintas' Annual Meeting of Shareholders grants authority to the designated proxies to vote in their discretion on any matters that come before the meeting except those set forth in Cintas' proxy statement and except for matters as to which adequate notice is received. In order for a notice to be deemed adequate for the 2012 Shareholders' Meeting, it must be received prior to July 25, 2012.

Cintas' Bylaws require that items of new business and nominees for director be presented at least 90 days prior to the date of the meeting. If there is a change in the anticipated date of next year's Annual Meeting or these deadlines by more than 30 days, Cintas will notify all shareholders of this change through Form 8-K, 10-Q or 10-K filings.

SHAREHOLDERS SHARING THE SAME ADDRESS

To the extent we deliver paper copies of our annual report to security holders, proxy statement, or Notice of Internet Availability of Proxy Materials, as applicable, the SEC rules allow us to deliver a single copy of such proxy materials to any household at which two or more shareholders reside, if we believe the shareholders are members of the same family.

We will promptly deliver, upon oral or written request, a separate copy of our annual report to security holders, proxy statement, or Notice of Internet Availability of Proxy Materials to any shareholder residing at the same address as another shareholder and currently receiving only one copy of such proxy materials who wishes to receive his or her own copy. Requests should be directed to our Corporate Secretary by phone at (513) 459-1200 or by mail to Cintas Corporation, 6800 Cintas Boulevard, P. O. Box 625737, Cincinnati, Ohio 45262-5737.

OTHER MATTERS

Cintas knows of no other matters to be presented at the meeting other than those specified in the Notice.

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QUESTIONS?

If you have questions or need more information about the annual meeting, write to:

Thomas E. Frooman
Vice President and Secretary   General Counsel
6800 Cintas Boulevard
P. O. Box 625737
Cincinnati, Ohio 45262-5737

or call (513) 459-1200.

For information about your record holding, call Wells Fargo at 1-800-468-9716. We also invite you to visit Cintas' Internet site at www.cintas.com. Internet site materials are for your general information and are not part of this proxy solicitation.