

ALLIANT ENERGY CORP  
Form DEF 14A  
March 31, 2016

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

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

Filed by the Registrant  Filed by a party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission  
Only

(as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under § 240.14a-12

ALLIANT ENERGY 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):

No fee required.

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

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(1) Amount Previously Paid:

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

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(3) Filing Party:

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(4) Date Filed:

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Dear Alliant Energy Shareowner,

On behalf of our Board of Directors and the Company, please join us at the 2016 Annual Meeting of Shareowners on May 13, 2016, in Madison, Wisconsin. The details of the meeting are included in the following pages, and I encourage you to attend in person if you can. At the very least, please consider submitting your vote in advance by returning your proxy card, or voting online at [www.alliantenergy.com/eproxy](http://www.alliantenergy.com/eproxy) or over the phone at 1-866-883-3382. Your participation is critical to the success we see year after year.

I'm proud of the focus and creativity our employees used to deliver another year of solid performance. For the past five years, your investment in Alliant Energy delivered a higher return than the Standard & Poor's 500 Index or the Edison Electric Institute Stock Index. Our financial performance resulted in a targeted annual dividend increase.

The results we deliver to our customers and our communities are just as important. Our customers benefit from the work we have done to modernize our electric system and expand our natural gas system. We are also transforming our generation system by investing in environmental controls, performance upgrades and increasing the ratio of natural gas generation and renewable energy in our system. Our communities benefit from the volunteer work of our employees and our economic development efforts. We believe that by improving reliability for our customers and supporting our communities, we can deliver results to you, our shareowner.

Remember, you are a big part of all that we do. Your vote counts. Please help us continue the momentum in 2016.

Sincerely,

Patricia Leonard Kampling

Chairman, President and CEO

March 10, 2016

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NOTICE OF 2016 ANNUAL MEETING OF SHAREOWNERS OF ALLIANT ENERGY CORPORATION

DATE: Friday, May 13, 2016  
TIME: 10:30 a.m. C.D.T.  
PLACE: Alliant Energy Center of Dane County  
1919 Alliant Energy Center Way  
Madison, Wisconsin 53713

AGENDA:

1. Elect four (4) directors nominated by our Board of Directors to serve on our Board of Directors for terms expiring at the 2019 Annual Meeting
2. Approve, on a non-binding, advisory basis, the compensation of our named executive officers
3. Ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2016
4. Attend to any other business properly presented at this meeting

RECORD DATE: March 15, 2016

Shareowners of record of our common stock as of the close of business on March 15, 2016 will be entitled to notice of, and to vote at, the Annual Meeting.

PROXY VOTING: YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, please vote promptly.

If your shares are registered with our Shareowner Direct Plan or the Alliant Energy Corporation 401(k) Savings Plan, then you may vote those shares by telephone or Internet. Instructions for voting by these convenient methods are on the enclosed proxy card. If you prefer, you may sign and date the enclosed proxy card and return it in the postage-paid envelope.

ATTENDING THE ANNUAL MEETING:

If you plan to attend the Annual Meeting, please check the appropriate box on your proxy card and present your photo identification at the door. Otherwise, please follow the voting instructions on page 52 of the accompanying Proxy Statement under "How do I vote?"

ANNUAL REPORT:

A copy of our Annual Report for the fiscal year ended December 31, 2015 was included in the mailing of this Notice of 2016 Annual Meeting of Shareowners.

Important Notice Regarding the Availability of Proxy Materials for the Shareowner Meeting to be held on May 13, 2016. The Alliant Energy Corporation Proxy Statement for the 2016 Annual Meeting of Shareowners and the Annual Report for the fiscal year ended December 31, 2015, are available at [www.alliantenergy.com/eproxy](http://www.alliantenergy.com/eproxy).

By Order of the Board of Directors,  
James H. Gallegos

Senior Vice President, General Counsel & Corporate Secretary

Dated, mailed and made available on the Internet on or about March 31, 2016.

YOUR VOTE IS IMPORTANT. Whether or not you plan to attend the Annual Meeting, please vote promptly.

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## SUMMARY

### Proxy Summary

This summary highlights information contained in this Proxy Statement. It is only a summary. Please read the entire Proxy Statement and 2015 Annual Report before you vote.

### 2016 Annual Meeting of Shareowners

Date and Time: May 13, 2016 at 10:30 a.m. C.D.T.

Record Date: March 15, 2016

Place: Alliant Energy Center of Dane County, 1919 Alliant Energy Center Way, Madison, Wisconsin 53713

Voting Matters	Board Recommendation	Page
1. Election of Four Director Nominees	FOR all Director Nominees	1
2. Advisory Approval of Executive Compensation Ratification of Appointment of Deloitte & Touche LLP as	FOR	48
3. Independent Registered Public Accountants for 2016	FOR	51

Vote your proxies today in one of the following methods:

#### INTERNET

[www.alliantenergy.com/eproxy](http://www.alliantenergy.com/eproxy)

Use the Internet to vote your proxy until 11:59 p.m. (CDT) on May 12, 2016.

#### PHONE

1-866-883-3382

Use a touch-tone telephone to vote your proxy until 11:59 p.m. (CDT) on May 12, 2016.

#### MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope provided. Your proxy card must be received by May 12, 2016.

If you vote your proxy by Internet or by telephone, you do NOT need to mail back your proxy card.

See pages 52-55 for directions on voting your proxies and to see how your votes are counted.

## ELECTION OF DIRECTORS

### Proposal One—ELECTION OF DIRECTORS

#### Annual Election

At our annual meeting of shareowners (the "Annual Meeting"), four directors will be elected with terms expiring in 2019. The nominees for election as recommended by the Nominating and Governance Committee and selected by the Board of Directors are:

- Michael L. Bennett
- Deborah B. Dunie
- Darryl B. Hazel
- Thomas F. O'Toole

Each of the nominees is currently serving on our Board of Directors and, if elected as a director, will serve until our Annual Meeting of Shareowners in 2019 or until his/her successor has been duly qualified and elected.

Directors will be elected by a plurality of the votes cast at the meeting (assuming a quorum is present). Consequently, any shares not voted at the meeting, including as a result of broker non-votes, will not be counted as votes cast. The proxies solicited may be voted for a substitute nominee or nominees if any of the nominees are unable to serve, or for good reason will not serve, a contingency the Board of Directors does not currently anticipate.

Brief biographies of the director nominees and continuing directors follow. Each nominee and continuing director's age is as of December 31, 2015.

We are a public utility holding company whose regulated utilities are Interstate Power and Light Company ("IPL") and the Wisconsin Power and Light Company ("WPL"). The composition of our Board of Directors is identical to the composition of the Boards of Directors of IPL and WPL.

þ The Board of Directors recommends that you vote "FOR" the nominees for director.



## ELECTION OF DIRECTORS

### NOMINEES FOR DIRECTOR

Michael L. Bennett  
Age: 62  
Director Since: 2003  
Nominated for a Term  
Expiring in: 2019  
Committee Memberships:

- Audit
- Nominating and Governance

Mr. Bennett has been a private investor with Albaton Enterprises LLC in Sioux City, Iowa, since May 2010. He previously served as President and Chief Executive Officer of Terra Industries Inc., an international producer of nitrogen products headquartered in Sioux City, Iowa, since April 2001. He also served as Chairman of the Board and President of Terra Nitrogen Company, L.P., a subsidiary of Terra Industries Inc. He has served as the non-executive Chairman of the Board of OCI N.V., an international construction and fertilizer company, since January 2013, and OCI Partners LP since October 2013. He has served as a director of Arclin, Inc., a privately held company located in Atlanta, Georgia since 2010. Mr. Bennett has served as a Director of IPL and WPL since 2003.

Mr. Bennett is an audit committee financial expert. Mr. Bennett's qualifications to serve on our Board of Directors include his leadership of a publicly-traded company and his experience in operations, finance, customer perspectives, legal, human resources, risk management and safety matters.

Deborah B. Dunie  
Age: 51  
Director Since: 2015  
Nominated for a Term  
Expiring in: 2019  
Committee Memberships:

- Compensation and Personnel
- Safety, Environmental, Policy and Operations

Ms. Dunie retired in 2014 from her position as Executive Vice President and Chief Technology Officer of CACI International Inc., an information solutions and services company in the government sector. She held that position since 2006. Prior to that, she served in various key information policy positions in government and private businesses such as the Department of Defense - Office of the Secretary of Defense, Oracle Corporation, Raytheon Company, Martin Marietta (now part of Lockheed Martin), General Electric and ITT Corporation. She has served on the Board of Directors of Science Applications International Corporation, an engineering and information technology provider, since 2015. Ms. Dunie has served as a Director of IPL and WPL since 2015.

Ms. Dunie's qualifications to serve on our Board of Directors include her strong experience in information technology and cybersecurity, leadership of a publicly-traded company and her experience in operations, human resources, risk management and diversity matters.

## ELECTION OF DIRECTORS

Darryl B. Hazel Age: 67 Director Since: 2006 Nominated for a Term Expiring in: 2019 Committee Memberships: •Compensation and Personnel •Executive •Safety, Environmental, Policy and Operations (Chair)	<p>Mr. Hazel has been the principal of Darryl B. Hazel Consulting LLC, a business consulting firm in Detroit, Michigan, since January 2010. He retired in January 2010 from his position as Senior Vice President, Global Services Initiatives of Ford Motor Company, an automobile manufacturer. He also served as President of the Customer Service Division and Senior Vice President of Ford Motor Company from March 2006 to September 2009. He previously served as President of Marketing of Ford Motor Company from September 2005 to March 2006; President of the Ford Division from April 2005 to September 2005; and President of the Lincoln Mercury Division from August 2002 to April 2005. He serves as the Chairman of the Safety, Environmental, Policy and Operations Committee. Mr. Hazel has served as a Director of IPL and WPL since 2006.</p> <p>Mr. Hazel's qualifications to serve on our Board of Directors include his long-term leadership experience as an executive of a publicly-traded company and its subsidiaries along with his experience in operations, customer perspectives, human resources, risk management, technology, safety and diversity matters.</p>
Thomas F. O'Toole Age: 58 Director Since: 2015 Nominated for a Term Expiring in: 2019 Committee Memberships: •Audit •Safety, Environmental, Policy and Operations	<p>Mr. O'Toole has served as Senior Vice President and Chief Marketing Officer and President, MileagePlus of United Continental Holdings, Inc., a global air carrier, since 2015, and has been with the global air carrier for over six years in senior marketing and related positions. He previously served United as Senior Vice President, Marketing and Loyalty and President, MileagePlus from 2012 to 2014; Chief Operating Officer, MileagePlus from 2010 to 2012 and Chief Marketing Officer in 2010. Before his time at United, Mr. O'Toole led marketing for over 13 years at Hyatt Hotels Corporation, serving as Chief Marketing Officer, preceded by marketing leadership positions at Renaissance Hotels International and Stouffer Hotels. Mr. O'Toole has served as a Director of IPL and WPL since 2015.</p> <p>Mr. O'Toole's qualifications to serve on our Board of Directors include his strong experience in customer perspectives, leadership of a publicly-traded company and his experience in finance, operations, legal, risk management, technology systems and diversity matters.</p>

## ELECTION OF DIRECTORS

### CONTINUING DIRECTORS

Patrick E. Allen

Age: 51

Director Since: 2011

Term Expires in: 2017

Committee Memberships:

•Audit (Chair)

•Executive

•Safety, Environmental,  
Policy and Operations

Mr. Allen has served as Senior Vice President and Chief Financial Officer at Rockwell Collins, Inc., in Cedar Rapids, Iowa, since 2005. Mr. Allen previously served in various financial officer positions at Rockwell Collins and its subsidiaries since 2001. He has passed the certified public accounting exam. He serves as the Chairman of the Audit Committee. Mr. Allen has been a Director of IPL and WPL since 2011.

Mr. Allen is an audit committee financial expert. Mr. Allen's qualifications to serve on our Board of Directors include his experience with a publicly-traded company, finance, operations, customer perspectives, risk management, technology and diversity matters.

Patricia L. Kampling

Age: 56

Director Since: 2012

Term Expires in: 2017

Chairman of the Board

Ms. Kampling has served as our Chairman of the Board of Directors, Chief Executive Officer and President since April 2012. She has also served as Chairman and Chief Executive Officer of IPL and WPL since April 2012. She previously served as President and Chief Operating Officer from February 2011 through March 2012, as Executive Vice President and Chief Financial Officer from September 2010 to February 2011, as Executive Vice President-Chief Financial Officer and Treasurer from January 2010 to September 2010, as Vice President-Chief Financial Officer and Treasurer from January 2009 to January 2010, as Vice President and Treasurer from January 2007 to January 2009, and as Vice President of Finance from August 2005 to January 2007. She has prior industry experience in various executive positions at Commonwealth Edison Company and other subsidiaries of Exelon Corporation. Ms. Kampling has been a Director of IPL and WPL since 2012. She has served on the Board of Directors of Briggs & Stratton Corporation since January 2011. She also serves on the Boards of Directors of the following entities: American Transmission Company LLC, Wisconsin Manufacturers and Commerce, Edison Electric Institute, American Gas Association, and Electric Power Research Institute.

Ms. Kampling's qualifications to serve as the Chairman of our Board of Directors include leadership positions in publicly-traded utility companies and her experience in finance, operations, customer perspectives, regulatory, human resources, risk management, environmental, safety, and diversity matters.

## ELECTION OF DIRECTORS

Singleton B. McAllister Age: 63 Director Since: 2001 Term Expires in: 2017 Committee Memberships: •Compensation and Personnel •Nominating and Governance	<p>Ms. McAllister has served as counsel in the Washington, D.C. office of the law firm of Husch Blackwell since May 2014. She previously served as a partner in the law firm of Williams and Mullen from December 2012 to May 2014, as a partner at Blank Rome LLP from June 2010 to December 2012, and as a partner in the law firm of LeClair &amp; Ryan LLP from October 2007 to June 2010. Ms. McAllister has served on the Board of Directors of United Rentals, Inc. since 2004. Ms. McAllister has served as a Director of IPL and WPL since 2001.</p> <p>Ms. McAllister's qualifications to serve on our Board of Directors include her experience with publicly-traded companies, legal, legislative, regulatory, public affairs, human resources, customer perspectives, environmental and diversity matters.</p>
Dean C. Oestreich Age: 63 Director Since: 2005 Term Expires in: 2018 Lead Independent Director Committee Memberships: •Audit •Executive •Nominating and Governance (Chair)	<p>Mr. Oestreich is our Lead Independent Director. He served as a consultant to Pioneer Hi-Bred International, Inc., a developer and supplier of advanced plant genetics and a wholly-owned subsidiary of DuPont Corporation, located in Johnston, Iowa from 2010 to 2013. He is now retired. He previously served as Chairman of Pioneer Hi-Bred International, Inc. from November 2007 until December 2009. Mr. Oestreich also served as Vice President of DuPont Corporation from 2004 through 2009. He previously served as President of Pioneer Hi-Bred International, Inc. from 2004 to 2007. He serves as a director of two private companies, Nexsteppe, a feedstock solutions business for biofuels, biopower and biobased product industries, and mOasis, a business involved with agricultural water management through chemistry solutions. He serves as Chairman of the Nominating and Governance Committee. Mr. Oestreich has served as a Director of IPL and WPL since 2005.</p> <p>Mr. Oestreich is an audit committee financial expert. Mr. Oestreich's qualifications to serve as a member of our Board of Directors and as our Lead Independent Director include experience with publicly-traded companies, operations, finance, customer perspectives, regulatory, human resources, risk management, technology, environmental and safety matters.</p>

## ELECTION OF DIRECTORS

Carol P. Sanders

Age: 48

Director Since: 2005

Term Expires in: 2018

Committee Memberships:

- Compensation and Personnel (Chair)
- Executive
- Nominating and Governance

Ms. Sanders has been the President of Carol Sanders Consulting LLC since July 2015, a business consulting firm serving insurance and technology clients. She served as the Executive Vice President and Chief Financial Officer of Sentry Insurance, a Mutual Company, located in Stevens Point, Wisconsin from July 2013 to June 2015. Previously she served as the Executive Vice President and Chief Operating Officer of Jewelers Mutual Insurance Company from November 2012 until July 2013, where she also served as Senior Vice President, Chief Financial Officer and Treasurer from May 2011 until November 2012 and as Chief Financial Officer from 2004 until May 2011. Before that, Ms. Sanders served as Controller and Assistant Treasurer of Sentry Insurance from 2001 to 2004. She serves as Chairman of the Compensation and Personnel Committee. Ms. Sanders has served as a Director of IPL and WPL since 2005.

Ms. Sanders' qualifications to serve as a member of our Board of Directors include her experience with publicly-traded companies, operations, finance, customer perspectives, regulatory, human resources, risk management, and technology matters.

Susan D. Whiting

Age: 59

Director Since: 2013

Term Expires in: 2017

Committee Memberships:

- Compensation and Personnel
- Safety, Environmental, Policy and Operations

Ms. Whiting retired in 2014 from her position as the Vice Chair of Nielsen, N.V., a global provider of information into what consumers watch and purchase, in New York, New York. She held that position since 2008. She held various senior management positions with Nielsen since beginning her career there in 1978. Ms. Whiting has served as a Director of IPL and WPL since 2013.

Ms. Whiting's qualifications to serve as a member of our Board of Directors include her experience with publicly-traded companies, operations, human resources, risk management, customer perspectives, regulatory, environmental, technology matters and diversity matters.

## CORPORATE GOVERNANCE

### CORPORATE GOVERNANCE

#### a. Corporate Governance Principles

Our Board of Directors has adopted Corporate Governance Principles that, in conjunction with the Board committee charters, establish processes and procedures to help ensure effective and responsive governance by the Board. Our Corporate Governance Principles are available on our website at [www.alliantenergy.com/investors](http://www.alliantenergy.com/investors) under the “Corporate Governance” link.

#### b. Ethical and Legal Compliance Policy

Our Board of Directors has adopted a Code of Conduct that serves as our code of ethics and applies to all employees, including our Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer, as well as the members of our Board of Directors. We make our Code of Conduct available on our website at [www.alliantenergy.com/investors](http://www.alliantenergy.com/investors) under the “Corporate Governance” link. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, the Code of Conduct by posting such information on our website.

#### c. Director Independence

Our Corporate Governance Principles provide that at least 75% of the members of the Board of Directors must be independent directors under the New York Stock Exchange (“NYSE”) corporate governance listing standards. The Audit, Compensation and Personnel, and Nominating and Governance Committees must consist of all independent directors.

The Board of Directors evaluates directors’ independence under the NYSE corporate governance listing standards. This evaluation is based on certain categorical standards of independence, which are included as Appendix A to our Corporate Governance Principles.

The Board of Directors also considers certain other factors in relation to an independence determination. Mr. Allen serves as an executive officer of a company that is a customer of IPL. This customer relationship does not constitute a material relationship under the NYSE corporate governance listing standards cited above or the Securities and Exchange Commission (“SEC”) rules governing related-person transactions discussed below. However, the relationship was evaluated under the applicable NYSE corporate governance listing standards and applicable SEC rules. The Board of Directors determined that the relationship did not impair the independence of Mr. Allen. The Board of Directors has affirmatively determined by resolution that each of Mr. Allen, Mr. Bennett, Ms. Dunie, Mr. Hazel, Ms. McAllister, Ms. Newhall (during her term of service on the Board in 2015), Mr. O’Toole, Mr. Oestreich, Ms. Sanders and Ms. Whiting has no material relationship with us that would impair his or her independent judgment as a director and, therefore, is independent in accordance with the NYSE corporate governance listing standards.

#### d. Majority Voting in Uncontested Director Elections

Under our Corporate Governance Principles, if a director nominee in an uncontested election (i.e., an election where the number of nominees is not greater than the number of directors to be elected) receives more “withheld” votes than “for” votes, the director nominee is required to offer his or her resignation to the Chairman of the Board of Directors following certification of the shareowner vote. A Resignation Committee will promptly consider any resignation offers under our Director Resignation Policy and, based on all relevant factors, make a recommendation to the Board of Directors. Within 90 days following the date of the shareowners meeting at which the election occurred, the Board of Directors will make a final determination as to whether to accept the director’s resignation. The determination will be promptly disclosed and will include an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation. A director who tenders his or her resignation under this provision will not be present during the deliberations or voting by the Committee or the Board of Directors regarding whether to accept the resignation offer.

#### e. Attendance and Performance Evaluations

Our Board of Directors held nine joint (Alliant Energy, IPL and WPL) Board meetings in 2015. Each director attended at least 75% of the aggregate number of meetings of the Board of Directors and Board committees on which

he or she served, with the exception of Ms. Newhall, who resigned from the Board of Directors effective September 24, 2015.

The Board of Directors and each Board committee conduct performance evaluations annually to determine their effectiveness and suggest improvements for consideration and implementation. In addition, the Compensation and Personnel Committee evaluates the performance of the Chief Executive Officer on an annual basis.

Members of our Board of Directors are expected to attend our Annual Meeting of Shareowners. All members of our Board of Directors were present for our 2015 Annual Meeting.

## CORPORATE GOVERNANCE

### f. Related-Person Transactions

We have adopted a written policy regarding related-person transactions. The policy provides that we will annually disclose information regarding related-person transactions as required by regulations of the SEC to be disclosed, or incorporated by reference, in our Annual Report on Form 10-K. For purposes of the policy:

A related-person transaction is generally a transaction in which we are a participant, the amount involved exceeds \$120,000, and in which a related person has a direct or indirect material interest. A related-person transaction does not include:

- The payment of compensation by us to our executive officers, directors or nominees for director
- A transaction if the interest of the related person arises solely from the ownership of our shares and all shareowners receive the same benefit on a pro-rata basis
- A transaction in which the rates or charges involved are determined by competitive bids, or that involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed and in conformity with law or governmental authority
- A transaction that involves services as a bank, transfer agent, registrar, trustee under a trust indenture, or similar services

Furthermore, a related person is not deemed to have a material interest in a transaction if the person's interest arises only:

- From the person's position as a director of another party to the transaction
- From the ownership by such person and all other related persons, in the aggregate, of less than a 10% equity interest in another entity (other than a partnership) that is a party to the transaction
- From such person's position as a limited partner in a partnership and all other related persons have an interest of less than 10% of, and the person is not a general partner of or holds another position in, the partnership
- From both such director position and ownership interest

Pursuant to the policy, each of our executive officers, directors and nominees for director is required to disclose to the Nominating and Governance Committee certain information regarding related-person transactions for review, approval or ratification by the committee. If possible, such disclosure to the committee should occur before the related-person transaction occurs. In any event, disclosure is required as soon as practicable after the transaction is effected or as soon as practicable after the executive officer, director or nominee for director becomes aware of the related-person transaction.

The Nominating and Governance Committee's decision whether to approve or ratify the related-person transaction is made based on whether the transaction is contrary to the best interests of our Company. The Committee may take into account the effect of a director's related-person transaction on such person's status as an independent member of our Board of Directors and eligibility to serve on Board committees under SEC and NYSE rules.

We had no related-person transactions in 2015, and no related-person transactions are currently proposed.

### g. Risk Oversight

Our Corporate Governance Principles provide that the Board of Directors is responsible for overseeing and understanding our vision and mission, strategic plan, overall corporate risk profile, risk parameters, and annual operating plan for monitoring whether these plans are being implemented effectively. The Board of Directors annually conducts a broad-based risk assessment. For 2015, this risk assessment was conducted in association with reviews by our senior manager of strategic planning. The methodology of the risk assessment identifies key themes and trends, quantifies our key risks, and develops mitigation plans and strategies. This assessment provides the platform to develop appropriate audit plans and to ensure resources are devoted to areas having the highest risk. This assessment culminates in the Strategic Risk Assessment Report to the Board of Directors. The Audit Committee regularly discusses our policies with respect to risk assessment and risk management, our financial risk exposures, and the steps we have taken to monitor and control such exposures. The Safety, Environmental, Policy and Operations Committee also regularly reviews and assesses risk in





## CORPORATE GOVERNANCE

relation to our operations. The Board of Directors relies on the Compensation and Personnel Committee to address potential risks arising from our general compensation programs and policies for all employees. The Compensation and Personnel Committee conducted an assessment of these policies and practices in 2015 to determine whether any such risks were reasonably likely to have a material adverse effect on the Company. These results are described in further detail under “Compensation and Personnel Committee Risk Assessment” in the Compensation Discussion and Analysis.

### h. Communication with Directors

Shareowners and other interested parties may communicate with the full Board of Directors, non-management directors as a group, or individual directors (including the Lead Independent Director) by providing such communication in writing to our Corporate Secretary who will post such communication directly to our Board of Directors’ confidential web portal.

### i. Board of Directors Leadership Structure; Executive Sessions

Our Bylaws and our Corporate Governance Principles provide that the Board of Directors is responsible for selecting a Chairman of the Board of Directors and a Chief Executive Officer (“CEO”). Our Corporate Governance Principles also provide that the Board of Directors has the flexibility to decide whether it is best for our Company that the two positions be filled by the same individual. If the Chairman is not an independent director, the Chairman of the Nominating and Governance Committee will be designated the Lead Independent Director. The Board of Directors has determined that the positions of Chairman of the Board of Directors and CEO should be held by one individual with the use of a Lead Independent Director. In choosing to combine the roles of Chairman and CEO, the Board of Directors has expressed its belief that our management, through the Chairman and CEO, should have the primary accountability and the responsibility to act as the spokesperson for us. The Board of Directors believes that maintaining the positions of Chairman and CEO in a single individual promotes a consistent and accurate message to our investors, employees, customers, and other constituencies.

### Lead Independent Director Role

As the Chairman of the Nominating and Governance Committee, Mr. Oestreich is currently designated as the Lead Independent Director. The Lead Independent Director is recognized by management and the Board of Directors as a key position of leadership within the Board of Directors. Our Corporate Governance Principles provide that the Lead Independent Director will preside at regular executive sessions of the Board of Directors, without management participation, though our Corporate Governance Principles do not grant the Lead Independent Director any special authority over management. Since adopting the Lead Independent Director position in our Corporate Governance Principles, our Lead Independent Director’s role has developed to encompass additional Board governance activities, including the following:

- Communicating applicable information from executive session deliberations to the Chairman and CEO
- Reviewing with the Chairman and CEO items of importance for consideration by the Board of Directors
- Acting as principal liaison between the independent directors and the Chairman and CEO on sensitive issues
- Discussing with the Chairman and CEO important issues to assess and evaluate views of the Board of Directors
- Consulting with any or all of our independent directors, at the discretion of either party and with or without the attendance of the Chairman and CEO
- In conjunction with the Nominating and Governance Committee, recommending to the Chairman the membership of the various Board committees and selection of the Board committee chairs
- In conjunction with the Nominating and Governance Committee, interviewing all director candidates and making recommendations to the Board of Directors on director nominees
- Mentoring and counseling new members of the Board of Directors to assist them in becoming active and effective directors
- In conjunction with the Nominating and Governance Committee and the Compensation and Personnel Committee, reviewing and approving the philosophy of, and program for, compensation of the independent directors

Evaluating, along with the other members of the Board of Directors, the CEO's performance and meeting with the CEO to discuss the Board of Directors' evaluation

We believe that the use of a Lead Independent Director has proven effective for us and has greatly facilitated communication of important issues between the Board of Directors and the CEO.

Finally, at every regular meeting of the Board of Directors, the independent directors meet in executive session with no member of our management present.

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors has five standing committees: (1) Audit; (2) Compensation and Personnel; (3) Nominating and Governance; (4) Safety, Environmental, Policy and Operations; and (5) Executive. The Board of Directors has adopted formal written charters for each of the standing committees, which are available on our website at [www.alliantenergy.com/investors](http://www.alliantenergy.com/investors) under the "Corporate Governance" link. Directors serve on the following committees:

	Audit	Compensation and Personnel	Nominating and Governance	Safety, Environmental, Policy and Operations	Executive
Patrick E. Allen	C			ü	ü
Michael L. Bennett	ü		ü		
Deborah B. Dunie		ü		ü	
Darryl B. Hazel		ü		C	ü
Patricia L. Kampling					C*
Singleton B. McAllister		ü	ü		
Thomas F. O'Toole	ü			ü	
Dean C. Oestreich	ü		C		ü
Carol P. Sanders		C	ü		ü
Susan D. Whiting		ü		ü	

C = Committee Chairman      C\* = Non-Voting Committee Chairman

The following is a description of each committee. The committees of the Board of Directors of IPL and WPL, including the composition and independence of the committees, are identical to the committees of the Company's Board of Directors. The term "joint meetings" in the following descriptions refer to meetings of the Company, IPL and WPL. Except as otherwise noted, all meetings were held jointly.

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

### 1. Audit Committee

Members	<p>Patrick E. Allen, Chair                  Michael L. Bennett                  Thomas F. O'Toole                  Dean C. Oestreich</p>
Independence and Financial Expertise	<p>All members are independent as required by the NYSE Corporate Governance Listing Standards and applicable SEC rules.                  The Board of Directors has determined that Mr. Allen, Mr. Bennett, and Mr. Oestreich are audit committee financial experts and that all members are financially literate within the meaning of the NYSE Corporate Governance Listing Standards.</p>
Meetings	<p>The committee held six meetings in 2015.</p>
Charter	<p>The committee charter is available on our website at <a href="http://www.alliantenergy.com/investors">www.alliantenergy.com/investors</a> under the "Corporate Governance" link.</p>
Responsibilities	<p>The primary responsibilities of the Audit Committee are:</p> <ul style="list-style-type: none"> <li>Engaging and overseeing the Company's independent auditors (taking into account the vote on shareowner ratification), considering the qualifications and performance of the</li> <li>• independent auditors, periodically reviewing and evaluating the lead audit partner of the independent auditors and periodically considering whether there should be rotation of the independent auditors</li> <li>• Pre-approving all audit engagement services and permitted non-audit services to be performed by the independent auditors</li> <li>Reporting to the Board of Directors on the quality and integrity of the Company's financial statements and its related internal controls over financial reporting, and reviewing with</li> <li>• management and the independent auditors (1) the Company's annual and quarterly financial statements and other financial disclosures, including earnings press releases and earnings guidance; and (2) major issues as to the adequacy of the Company's internal control over financial reporting</li> <li>• Reviewing with the independent auditors and the Company's internal auditors the overall scope and plans for their respective audits</li> <li>• Preparing the Report of the Audit Committee for inclusion in the Company's proxy statement</li> <li>Reviewing and assessing the guidelines and policies governing the Company's risk</li> <li>• management processes, the Company's major financial risk exposures and actions taken to monitor and control such risk exposures</li> <li>Reviewing the status of the Company's compliance with laws, regulations, and internal</li> <li>• procedures and monitoring contingent liabilities and risks that may be material to the Company</li> <li>Establishing procedures for the Company to receive, retain and respond to the confidential,</li> <li>• anonymous submission by employees of concerns regarding accounting and auditing matters or other federal securities law matters</li> </ul>

## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

### 2. Compensation and Personnel Committee

	Carol P. Sanders, Chair Deborah B. Dunie
Members	Darryl B. Hazel Singleton B. McAllister Susan D. Whiting
Independence	All members are independent as required by the NYSE Corporate Governance Listing Standards and applicable SEC rules.
Meetings	The committee held seven meetings in 2015.
Charter	The committee charter is available on our website at <a href="http://www.alliantenergy.com/investors">www.alliantenergy.com/investors</a> under the "Corporate Governance" link.
Responsibilities	<p>The primary responsibilities of the Compensation and Personnel Committee are:</p> <ul style="list-style-type: none"> <li>• Overseeing compensation philosophy and policies relating to compensation of the Company's executives</li> <li>• Setting corporate goals and objectives relevant to CEO and executive compensation and evaluating the CEO's performance compared to those goals</li> <li>• Determining and approving the CEO's compensation and benefits based on the CEO's performance</li> <li>• Reviewing the recommendations of the CEO with regard to the compensation of the other executive officers and approving such compensation</li> <li>• Reviewing and approving stock ownership guidelines</li> <li>• Reviewing the Compensation Discussion and Analysis and producing a Compensation and Personnel Committee Report for inclusion in the Company's proxy statement</li> <li>• Evaluating its relationship with any compensation consultant for any conflicts of interest and assessing the independence of any legal, compensation or other external advisors</li> <li>• Overseeing the design of all employee benefit plans and programs of the Company, its subsidiaries and divisions</li> <li>• Evaluating and recommending to the Nominating and Governance Committee the compensation of directors</li> </ul> <p>Additional information on the roles and responsibilities of the Compensation and Personnel Committee is provided in the Compensation Discussion and Analysis beginning on page 20 of this Proxy Statement.</p>

#### Compensation Advisor

The Compensation and Personnel Committee has engaged Pay Governance LLC as its independent external advisor. The committee reviewed its relationship with Pay Governance, considered Pay Governance's independence and the existence of potential conflicts of interest, and determined that the engagement of Pay Governance did not raise any conflict of interest or other issues that would adversely impact Pay Governance's independence. In reaching this conclusion, the Committee considered various factors, including:

- Whether Pay Governance and its advisors provide other services to us
- The amount of fees we pay to Pay Governance as a percentage of Pay Governance's total revenues
- The policies and procedures that Pay Governance has implemented to prevent conflicts of interest
- Any business or personal relationship of an individual Pay Governance advisor working with us or with a member of the Committee
- Any of our stock owned by the individual Pay Governance advisor working with us
- Any business or personal relationships between our executive officers and Pay Governance or the Pay Governance advisor working with us



## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

### Compensation and Personnel Committee Interlocks and Insider Participation

No person who served as a member of the Compensation and Personnel Committee during 2015 (a) served as one of our officers or employees or (b) has any relationship requiring disclosure as a related-person transaction under Item 404 of the SEC's Regulation S-K. None of our executive officers serve as a member of the Board of Directors or compensation committee of any other company that has an executive officer serving as a member of our Board of Directors or our Compensation and Personnel Committee.

### 3. Nominating and Governance Committee

Members	Dean C. Oestreich, Chair Michael L. Bennett Singleton B. McAllister Carol P. Sanders
Independence	All members are independent as required by the NYSE Corporate Governance Listing Standards and applicable SEC rules.
Meetings	The committee held five meetings in 2015.
Charter	The committee charter is available on our website at <a href="http://www.alliantenergy.com/investors">www.alliantenergy.com/investors</a> under the "Corporate Governance" link.

The primary responsibilities of the Nominating and Governance Committee are:

Responsibilities	<ul style="list-style-type: none"> <li>• Developing criteria and qualifications, including independence standards, for selecting director candidates and identifying qualified candidates for membership on the Board of Directors and Board committees</li> <li>• Making recommendations to the Board concerning the composition, size, structure and activities of the Board of Directors and Board committees</li> <li>• Assessing and reporting to the Board of Directors on the performance and effectiveness of the Board of Directors and Board committees</li> <li>• Ensuring that directors receive continuing director education</li> <li>• Reviewing and determining whether to approve or ratify any related-person transactions</li> <li>• Reviewing and reporting to the Board of Directors with respect to director compensation and benefits</li> <li>• Developing and recommending to the Board of Directors corporate governance principles and other corporate governance policies and practices</li> <li>• Overseeing the evaluation of management and development of succession plans for the Company's CEO</li> </ul>
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The Nominating and Governance Committee is responsible for evaluating nominees for director and director candidates. The committee has criteria to ensure that the specific talents, skills and other characteristics necessary to increase the effectiveness of the Board of Directors are fully represented on the Board.

In fulfilling its responsibility to identify qualified candidates for membership on the Board of Directors, the Nominating and Governance Committee considers, among other factors, the following attributes of candidates:

- Highest personal and professional ethics, integrity and values
- Highly accomplished in his or her respective field, with superior credentials and recognition and broad experience at the administrative and/or policy-making level in business, government, education, technology or public interest
- Ability to exercise sound business judgment
- Independence from any particular constituency, able to represent all of our shareowners and commitment to enhancing long-term shareowner value
- Relevant expertise and experience, and the ability to offer advice and guidance to the CEO based on that expertise and experience
- Sufficient time available to devote to activities of the Board of Directors and to enhance his or her knowledge of our business





## MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

The Nominating and Governance Committee maintains a file of potential director nominees, which is reviewed when we search for a new director. The Nominating and Governance Committee will consider recommendations for director nominees made by shareowners and evaluate them using the same criteria as for other candidates. Recommendations received from shareowners are reviewed by the Chair of the Committee to determine whether each candidate meets the minimum membership criteria set forth in the Corporate Governance Guidelines and, if so, whether the recommended candidate's expertise and particular set of skills and background fit the current needs of the Board of Directors. Any shareowner recommendation must be sent to the Corporate Secretary of Alliant Energy at 4902 North Biltmore Lane, Madison, Wisconsin 53718 and must include biographical information. Shareowners wishing to nominate director candidates directly for consideration by shareowners must write to our Corporate Secretary in a timely manner as specified in our Bylaws.

### Board of Directors Diversity

Diversity is a component of our core value of respect. We strive to create a workplace in which people of diverse backgrounds, talents and perspectives support our mission. The Nominating and Governance Committee seeks a Board of Directors with diverse opinions, perspectives and backgrounds. We believe we have been effective in assembling a diverse body of individuals as measured by the criteria of age, gender, ethnicity and professional experience specified in our Corporate Governance Principles as shown in the charts below. Sixty percent of our directors are women or ethnically diverse individuals.

Women or

Under Age 60

Women

Ethnically Diverse

### 4. Safety, Environmental, Policy and Operations Committee

Darryl B. Hazel, Chair

Patrick E. Allen

Members

Deborah B. Dunie

Thomas F. O'Toole

Susan D. Whiting

Independence

All members are independent as defined by the NYSE Corporate Governance Listing Standards.

Meetings

The committee held six meetings in 2015.

Charter

The committee charter is available on our website at [www.alliantenergy.com/investors](http://www.alliantenergy.com/investors) under the "Corporate Governance" link.

Responsibilities

The primary responsibilities of the Safety, Environmental, Policy and Operations Committee are:

- Reviewing and overseeing environmental policy and planning issues
- Reviewing and overseeing safety issues and policies
- Reviewing and monitoring regulatory matters and public policy issues of significance to the Company
- Reviewing and monitoring issues of strategic importance related to the Company's operations

MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS

5. Executive Committee

	Patricia L. Kampling, Chair (non-voting)
	Patrick E. Allen
Members	Darryl B. Hazel
	Dean C. Oestreich
	Carol P. Sanders
Independence	All members except Ms. Kampling are independent as defined by the NYSE Corporate Governance Listing Standards.
Meetings	The committee held no meetings in 2015.
Charter	The committee charter is available on our website at <a href="http://www.alliantenergy.com/investors">www.alliantenergy.com/investors</a> under the "Corporate Governance" link.
Responsibilities	The Executive Committee possesses all the power and authority of the Board of Directors when the Board is not in session.

## DIRECTOR COMPENSATION

## 2015 DIRECTOR COMPENSATION

The following table summarizes the compensation paid to, or earned by, our non-employee directors during 2015.

Name <sup>(1)</sup>	Fees Earned or Paid in Cash <sup>(2)</sup> (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings <sup>(3)</sup> (\$)	All Other Compensation <sup>(3)</sup> (\$)	Total (\$)
Patrick E. Allen	\$205,000	\$0	\$0	\$205,000
Michael L. Bennett	\$193,500	\$0	\$22,462	\$215,962
Deborah B. Dunie	\$95,000	\$0	\$0	\$95,000
Darryl B. Hazel	\$195,000	\$0	\$10,000	\$205,000
Singleton B. McAllister	\$190,000	\$524	\$0	\$190,524
Ann K. Newhall <sup>(4)</sup>	\$152,625	\$1,519	\$12,462	\$166,606
Dean C. Oestreich	\$223,500	\$5,861	\$0	\$229,361
Thomas F. O'Toole	\$96,750	\$0	\$0	\$96,750
Carol P. Sanders	\$202,500	\$292	\$8,121	\$210,913
Susan D. Whiting	\$190,000	\$0	\$0	\$190,000

Directors who also are employees at the time of service, such as Ms. Kampling, receive no additional (1) compensation for their service on our Board of Directors and are not included in this table. The compensation received by Ms. Kampling for 2015 is shown in the Summary Compensation Table.

The other amounts shown in this column include the following aggregate dollar amounts deferred and the (2) corresponding number of shares of common stock acquired in our Alliant Energy Deferred Compensation Plan Stock Account by each of the following directors:

Name	Aggregate Dollar Amounts Deferred	Number of Shares of Common Stock Acquired
Patrick E. Allen	\$102,500	1,650
Michael L. Bennett	\$95,000	1,529
Ann K. Newhall	\$38,156	603
Dean C. Oestreich	\$111,750	1,799
Carol P. Sanders	\$101,250	1,630
Susan D. Whiting	\$133,000	2,141

For Mr. Bennett and Ms. Newhall, the amounts in this column include \$12,462 attributable to director charitable award premiums. For Ms. McAllister, the amount in this column attributable to director charitable award premiums is \$0 as no additional premiums are necessary to fund the program for her. The other amounts in this column (3) include payments made to charities through the Alliant Energy matching gift program. Infrequently, spouses and guests of directors accompany the directors on a corporate aircraft when the aircraft is already going to a specific destination for a business purpose at no incremental cost to the Company.

(4) Ms. Newhall resigned from the Board of Directors effective September 24, 2015.

a. Retainer Fees

In 2015, all non-employee directors, each of whom served on the Boards of Directors of the Company, IPL and WPL, received an annual retainer for service on all Boards, payable quarterly in advance. The following table describes the annual retainer received for service in 2015 and the annual retainer that will be received for service in 2016, as well as other fees for director services. Fees for 2016 are based on a review of market-based compensation for non-employee directors presented by the Compensation and Personnel Committee's independent consultant.

Year	Annual Retainer for Service on All Boards	Lead Independent Director	Chairman of the Audit Committee	Chairman of the Compensation and Personnel	Chairman of the Nominating Governance	Chairman of the Safety, Environmental, Policy and	Other Audit Committee Members

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				Committee	Committee	Operations Committee	
2015	\$190,000	\$20,000	\$15,000	\$12,500	\$10,000	\$10,000	\$3,500
2016	\$200,000	\$20,000	\$15,000	\$12,500	\$10,000	\$10,000	\$3,500

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## DIRECTOR COMPENSATION

### b. Meeting Fees

In 2015, directors did not receive any additional compensation for attendance at Board or committee meetings. The same will apply for 2016.

### c. Expense Reimbursements

Pursuant to our directors' expense reimbursement policy, we reimburse all directors for travel and other necessary business expenses incurred in the performance of their responsibilities for us. Committees are provided the opportunity to retain outside independent advisors, as needed. We also extend coverage to directors under our Directors' and Officers' Indemnity Insurance Policies.

### d. Receipt of Fees in Stock

For fees paid in 2015, each director was encouraged to voluntarily elect to use at least 50% of his or her cash retainer to purchase shares of our common stock pursuant our Shareowner Direct Plan, or to defer such amount through the Company Stock Account in the Alliant Energy Deferred Compensation Plan. The same applies to 2016 compensation. A non-employee director may elect to receive, or the Compensation and Personnel Committee may require that a non-employee director be paid all or any portion of his or her annual cash retainer payment or other cash fees in the form of shares of common stock issued under our Amended and Restated 2010 Omnibus Incentive Plan.

### e. Share Ownership Guidelines

Directors are required to be shareowners. The target share ownership level is the number of shares equal to the value of two times the full annual retainer amount received by each of the non-employee directors. Directors have five years after joining the Board of Directors to attain the ownership guideline. Shares held by directors in the Shareowner Direct Plan and the Alliant Energy Deferred Compensation Plan are included in the target goal. As of December 31, 2015, all non-management directors had met the target ownership level, with the exception of Ms. Whiting, who became a director in 2013 and Ms. Dunie and Mr. O'Toole who became directors in 2015. We will continue to monitor the status of the target ownership levels and review them with the Board of Directors.

### f. Alliant Energy Deferred Compensation Plan

Under the Alliant Energy Deferred Compensation Plan, directors may elect to defer all or part of their retainer fee to an Interest Account, Equity Account, Company Stock Account or Mutual Fund Account. Deferrals credited to the Interest Account receive an annual return based on the 10-year Treasury Bond Rate plus 1.50%. Deferrals credited to the Equity Account are treated as invested in an S&P 500 Index fund. Deferrals credited to the Mutual Fund Account are treated as invested in a mutual fund or other investment vehicle offered under our Alliant Energy Corporation 401(k) Savings Plan as made available by our Investment Committee and selected by the director. Deferrals credited to the Company Stock Account are treated as though invested in our common stock and are credited with dividend equivalents, which are treated as if reinvested in our common stock. Directors may elect that the deferred compensation account be paid in a lump sum or in annual installments for up to 10 years at the election of the director. Payments from our Alliant Energy Deferred Compensation Plan for any reason other than death or retirement are made in a lump sum.

### g. Directors' Charitable Award Program

We maintain a Directors' Charitable Award Program in which certain of our directors participate. The Board of Directors has terminated this program for all directors who joined the Board after January 1, 2005. The participants in this program currently are Mr. Bennett and Ms. McAllister. The purpose of the program is to recognize our directors' interest in supporting worthy charitable institutions. Under the program, when a director dies, we will donate a total of \$500,000 to up to five qualified charitable organizations selected by the individual director. The individual director derives no financial benefit from the program. We take all deductions for charitable contributions and we fund the donations through life insurance policies on the directors. Over the life of the program, all costs of donations and premiums on the life insurance policies, including a return of our cost of funds, will be recovered through life insurance proceeds on the directors. The program, over its life, will not result in any material cost to us. The cost to us of the program for the individual directors participating in 2015 is included in the "2015 Director Compensation" table above.

h. Alliant Energy Matching Gift Program

Directors are eligible to participate in the Alliant Energy Foundation, Inc. matching gift program, which is generally available to all employees and retirees. Under this program, the foundation matches 100% of charitable donations over \$50 to eligible charities up to a maximum of \$10,000 per year for each director.

## OWNERSHIP OF VOTING SECURITIES

## OWNERSHIP OF VOTING SECURITIES

Listed below are the number of shares of our common stock beneficially owned as of March 2, 2016, by (1) the executive officers listed in the Summary Compensation Table, (2) all of our director nominees and directors, and (3) all director nominees, directors and the executive officers as a group. No individual director or officer owned more than 1% of the outstanding shares of common stock on that date. The directors and executive officers as a group owned less than 1% of the outstanding shares of common stock on that date. No director or officer owns any other equity of Alliant Energy Corporation or any of its subsidiaries. None of the shares held by the officers and directors are pledged.

Name of Beneficial Owner	Shares Beneficially Owned <sup>(1)</sup>
<b>EXECUTIVE OFFICERS</b>	
Patricia L. Kampling	120,146
Thomas L. Hanson	44,888
James H. Gallegos	24,051
Douglas R. Kopp	11,732
John O. Larsen	22,212
<b>DIRECTOR NOMINEES</b>	
Michael L. Bennett	42,275
Deborah B. Dunie	2,000
Darryl B. Hazel	12,531
Thomas F. O'Toole	503
<b>DIRECTORS</b>	
Patrick E. Allen	7,546
Singleton B. McAllister	15,853
Dean C. Oestreich	29,227
Carol P. Sanders	25,244
Susan D. Whiting	7,529
All Executive Officers and Directors as a Group (16 people)	387,494

Total shares of Company common stock outstanding as of March 2, 2016 were 113,558,878. Executive officers and directors own fractional shares of common stock. Fractional shares have been rounded to the nearest whole share in this table and footnote. Included in the beneficially owned shares shown are shares of common stock held (1) in deferred compensation plans: Mr. Allen — 5,872, Mr. Bennett — 41,712, Mr. Hazel — 11,748, Ms. Kampling — 1,883, Ms. McAllister — 9,310, Mr. Oestreich — 28,227, Mr. O'Toole — 403, Ms. Sanders — 25,244, Ms. Whiting — 4,729, Mr. Gallegos — 479, Mr. Hanson — 4,815, Mr. Kopp — 622, Mr. Larsen — 7,857 (all executive officers and directors as a group — 142,901).

The following table sets forth information regarding beneficial ownership by the only owners known to us to own more than 5% of our common stock. The beneficial ownership set forth below has been reported on Schedule 13G filings with the SEC by the beneficial owners, as of the date provided below.

## Amount and Nature of Beneficial Ownership

Name and Address of Beneficial Owner	Voting Power		Investment Power		Aggregate	Percent of Class	
	Sole	Shared	Sole	Shared			
BlackRock, Inc. (and certain affiliates) 55 East 52 <sup>nd</sup> Street New York, NY 10055	11,111,307	0	11,906,180	0	11,906,180	10.50	%



(dated as of January 8, 2016)

The Vanguard Group  
100 Vanguard Blvd.  
Malvern, PA 19355

118,222	10,300	8,038,393	117,062	8,155,455	7.19	%
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(dated as of February 10, 2016)

We own all of the outstanding common stock of IPL and WPL. None of our directors or officers owned any shares of preferred stock of IPL during 2015, and we are not aware of any person who beneficially owns more than 5% of IPL's preferred stock.

## OWNERSHIP OF VOTING SECURITIES

### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires a company's directors, certain officers and persons who own more than 10% of a registered class of a company's equity securities to file reports of ownership and changes in ownership of such equity securities with the SEC and furnish copies of those reports to such company. As a matter of practice, the Company's Legal Department assists the Company's directors and executive officers and subsidiary directors and executive officers in the preparation of initial reports of ownership and reports of changes in ownership and files those reports with the SEC on their behalf. In 2015, Ms. Dunie had one late-filed Form 4 reporting one stock transaction. Based on the written representations of the reporting persons and on copies of the reports filed with the SEC, the Company believes that all other reporting persons of the Company and its subsidiaries satisfied the filing requirements in 2015.

## COMPENSATION DISCUSSION AND ANALYSIS

### COMPENSATION DISCUSSION AND ANALYSIS

#### I. INTRODUCTION

Alliant Energy's core business is generating and delivering regulated electric service and delivering natural gas service within our Iowa and Wisconsin service territories. We deliver value to our shareowners and customers through three key elements: competitive value, exceptional service, and responsible resources. We refer to the achievement of these elements as our strategic plan.

Our executive compensation program is designed to promote our strategic plan by providing market-based performance pay and rewarding strong performance. The principles and components of our compensation program are regularly reviewed by our Compensation and Personnel Committee, our Chief Executive Officer and the compensation consultant to ensure that they meet the objectives of the program.

Our named executive officers ("NEOs") for 2015 are:

1. Patricia L. Kampling: Chairman of the Board of Directors; Chief Executive Officer and President; Chairman and Chief Executive Officer of IPL and WPL
2. Thomas L. Hanson: Senior Vice President and Chief Financial Officer
3. James H. Gallegos: Senior Vice President, General Counsel and Corporate Secretary
4. Douglas R. Kopp: Senior Vice President; President of IPL
5. John O. Larsen: Senior Vice President; President of WPL

#### II. HOW WE PERFORMED

##### a. 2015 Highlights

Highlights of our 2015 performance include the following:

• Earnings per share ("EPS") from continuing operations of \$3.38

• Dividend of \$2.20 per common share

• Total shareowner return of 58% for last three years

• Cash flows from operations of \$871 million

• Third in J.D. Power Customer Service standings

• Reliability rating of 123% of target

## COMPENSATION DISCUSSION AND ANALYSIS

## b. Pay for Performance Alignment

Our performance pay programs are designed to reflect company performance. The following table shows the relationship between financial performance goals and executive incentive payouts over the past three years:

Year	Adjusted EPS From Continuing Operations <sup>(1)</sup>	Target Adjusted EPS from Continuing Operations	Annual Performance Payout as % of Target	Relative Total Shareowner Return (Three Years) <sup>(2)</sup>	Performance Share Payout as % of Target <sup>(3)</sup>	Performance-Contingent Restricted Stock Vesting <sup>(3)</sup>
2013	\$3.24	\$3.00	136%	69 <sup>th</sup> percentile	147.5%	Yes <sup>(4)</sup>
2014	\$3.37	\$3.30	113%	77 <sup>th</sup> percentile	167.5%	Yes <sup>(5)</sup>
2015	\$3.55	\$3.60	103%	76 <sup>th</sup> percentile	165.0%	No

Adjusted EPS in 2013 and 2014 refers to earnings from our utilities and service company. Adjusted EPS in 2015 refers to consolidated earnings from continuing operations. 2015 GAAP earnings were \$3.38. Non-GAAP EPS adjustments were (\$0.07) for losses from sales of IPL's Minnesota distribution assets, (\$0.06) for transmission subsidiary return on equity reserves and (\$0.04) for voluntary employee separation charges.

(2) Total shareowner return as compared to the Edison Electric Institute Stock Index.

(3) Performance shares and performance-contingent restricted stock became payable or vested, as applicable, for achievement of performance goals with respect to the year indicated in the table. Performance shares vest based on relative total shareowner return over a three-year period and performance-contingent restricted stock vests based on achievement of consolidated net income from continuing operations.

(4) At the end of 2013, grants of 2011 and 2012 performance-contingent restricted stock vested based on achievement of adjusted consolidated net income from continuing operations.

(5) At the end of 2014, grants of 2013 performance-contingent restricted stock vested based on achievement of consolidated net income from continuing operations.

## III. HOW WE DETERMINE EXECUTIVE COMPENSATION

We established the following objectives for the executive compensation program:

• **Reward Strong Performance:** motivate and reward executives to contribute to the achievement of our business objectives by aligning pay and performance through variable at-risk compensation

• **Align Executives' and Shareowners' Interests:** align executive officers' interests with those of our shareowners by delivering a significant proportion of total compensation through equity, tying a portion of our long-term performance pay directly to total shareowner return, and requiring executives to own company stock

• **Competitive Positioning:** attract and retain the best possible personnel through competitive compensation that is comparable to that of similar companies

In order to achieve these objectives, we follow these compensation principles:

• **Market Compensation:** total aggregate compensation levels are reviewed against market compensation levels, which helps to ensure that we provide a competitive pay opportunity

• **Performance-Based At-Risk Compensation:** a substantial portion of our executive officers' compensation should be based on achievement of performance goals, with long-term equity-based awards delivering a majority of the performance-based pay

• **Equity Ownership:** executive officers should have significant holdings of our common stock

• **Minimized Systemic Risk-Taking:** compensation programs should be developed to properly mitigate unintended risk-taking, including providing a mix of long-term and short-term compensation and using multiple performance criteria to determine awards

• **Access to Retirement Programs:** executive officers should have access to retirement plans commonly in use among comparable companies, including deferred compensation plans, certain non-qualified retirement plans and 401(k) savings plans

The Compensation and Personnel Committee reconsiders these objectives and principles in its regular reviews of the executive compensation program.

## COMPENSATION DISCUSSION AND ANALYSIS

## IV. HOW WE ADDRESS GOVERNANCE AND RISK

## a. Key Compensation Governance and Pay Practices

Our executive compensation program emphasizes best practices in compensation design and governance practices, including:

- Regular reviews of the program by the Compensation and Personnel Committee
- Double-trigger change-in-control provisions in our severance agreements
- Stock ownership guidelines for executive officers and directors
- Prohibiting the pledging and hedging of Company stock by executive officers and directors
- Paying dividends on performance-based equity awards only if performance targets are met and vesting is completed
- Clawback language in our annual performance pay plan
- Not providing Section 280G tax gross-up provisions in our change-in-control agreements
- Limited prerequisites for our executive officers

## b. Executive Stock Ownership Requirements

We require executives to own a certain number of shares of our common stock to further align the executives' interests with those of our shareowners. The stock ownership guidelines are:

Officer Level	Stock Ownership Guideline
Chief Executive Officer	4 times base salary
President	3 times base salary
Executive Vice President	2.5 times base salary
Senior Vice President	2 times base salary
Vice President	1.5 times base salary

The required number of shares for each executive is determined by taking the preceding multiples of the executive's base salary and dividing that amount by the closing price of our common stock as of (i) January 3, 2011, (ii) the date of hire, or (iii) the date of promotion to a higher level of ownership requirement, whichever is later. We round that number to the nearest 500-share increment. The number of shares an executive is required to hold will not change unless the executive is promoted. Setting the required number of shares this way mitigates the effect of short-term volatility on compliance caused by changes in our stock price and by changes in salary.

Shares held outright, vested restricted stock, earned performance shares, shares held in our Alliant Energy Deferred Compensation Plan and shares held in the Alliant Energy Corporation 401(k) Savings Plan count toward the ownership guidelines. Unvested restricted stock and unearned performance shares do not count for this purpose.

Executives have five years from the dates of their first long-term equity grants after their hire dates, or the dates they were promoted into a position with a higher multiple, to achieve their goals. Executives are required to hold 100% of the after-tax value of vested performance-contingent restricted shares until the share ownership guideline is met.

Executives who have not yet met their share ownership level after five years are required to retain 100% of the after-tax value of vested long-term equity awards until the share ownership requirement is met. Our Chief Executive Officer retains the right to grant special dispensation for hardship, promotions or new hires.

All of our current named executive officers who have held their current positions for five years are in compliance with the share ownership guidelines. The named executive officers who have been in their positions for less than five years are on track to achieve the above ownership goals. The shares owned by our named executive officers are shown in the "Ownership of Voting Securities" table.

## COMPENSATION DISCUSSION AND ANALYSIS

### c. Prohibition on Hedging and Pledging

We prohibit the use of any hedging or similar transactions related to our shares by our executive officers and directors. We also prohibit the pledging of shares by executive officers and directors.

### d. Compensation and Personnel Committee Risk Assessment

In December 2015, the Compensation and Personnel Committee reviewed an assessment presented by management of our general compensation policies and practices for all employees, including our non-regulated businesses, to evaluate whether risks arising from these policies and practices were reasonably likely to have a material adverse effect on us. Based on this assessment, the committee concluded that our compensation policies and practices are not reasonably likely to have a material adverse effect on the Company and did not recommend or implement any material changes in 2015. The committee believes that the following features of our policies and practices serve to mitigate material risks arising from our compensation policies and practices:

- A mix of annual and long-term performance awards to provide an appropriate balance of short- and long-term risk and reward horizons

- A variety of performance metrics for performance awards to avoid excessive focus on a single measure of performance

- Caps on performance awards to reduce incentives to take short-term or inappropriately risky measures to increase payouts in any given year

- Review of our compensation programs for reasonableness by our state utility commissions to mitigate risk

- Clawback policies that provide us with the ability to recoup annual performance awards under appropriate circumstances

- Stock ownership requirements for certain executives, including our named executive officers, which we believe help to focus our executives on long-term stock price appreciation and sustainability

- Robust compensation governance practices

### e. Response to Non-Binding 2015 Say-on-Pay Shareowner Vote

At the Company's 2015 Annual Meeting of Shareowners, shareowners approved the say-on-pay proposal with 95% of the votes cast in favor of the proposal. The say-on-pay proposal is a non-binding advisory resolution relating to the compensation of our named executive officers. We interpret the voting results as support that our executive compensation program and practices are reasonable and well-aligned with shareowners. No significant changes were made to our overall approach to executive compensation and governance during 2015. Notwithstanding this vote of confidence expressed by our shareowners, the Compensation and Personnel Committee and management continue to review the Company's executive compensation program and related disclosure with the assistance of outside compensation consultants and outside counsel to identify any potential changes that might augment shareowner value.

COMPENSATION DISCUSSION AND ANALYSIS

V. HOW WE PAY NAMED EXECUTIVE OFFICERS

Our components of executive compensation are:

Component	Description	Objective within Compensation Program
Base Salary	Fixed compensation, subject to annual review and increased or decreased in response to changes in responsibility, performance, strategic importance, length of service or competitive practice	<ul style="list-style-type: none"> <li>• Provides base compensation at a level consistent with competitive practices</li> <li>• Reflects roles, responsibilities, skills, experience and performance</li> <li>• Adheres to competitive market practices</li> <li>• Motivates and rewards achievement of annual Company goals</li> </ul>
Short-Term (Annual) Performance Compensation	Annual cash performance pay based on achievement of objective Company financial and operational performance measures	<ul style="list-style-type: none"> <li>• Aligns management and key stakeholder interests by linking pay and performance</li> <li>• Promotes achievement of strategic plan by linking pay to achievement of strategic goals</li> <li>• Motivates and rewards financial performance over a sustained period</li> </ul>
Long-Term (Equity) Performance Compensation	Performance-based awards payable if performance goals are achieved during a sustained period	<ul style="list-style-type: none"> <li>• Aligns management and shareowner interests by encouraging management ownership</li> <li>• Enhances retention of management personnel</li> <li>• Rewards strong total shareowner return and earnings growth</li> <li>• Links pay to performance relative to peers</li> </ul>
Retirement and Other Benefits	Tax-qualified, deferred compensation and other benefits	<ul style="list-style-type: none"> <li>• Provides for current and future needs of the executives and their families</li> <li>• Enhances recruitment and retention</li> </ul>