

Corporate Governance and Backdating of Executive Stock Options*

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Corporate Governance and Backdating of Executive Stock Options*

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I. Introduction

The backdating of stock option grants refers to the practice of using hindsight to select a date in the past on which the stock price was particularly low to be the option grant date. Because stock options typically have an exercise price that is set to the market price of the stock on the grant date, backdating allows executives to receive in-the-money options, thereby enhancing the value of their option grants. As of January 2007, over 200 companies have come under federal investigation by the Securities and Exchange Commission (SEC) and the Justice Department, or have been subject to inquiries from their own boards, over possible backdating practices.¹ Announcements of option-backdating investigations have prompted share price declines, stock downgrades, and, for some companies, financial statement restatements and replacements of board members and senior executives.²

The revelation that some companies backdated executive stock options raises concerns about the effectiveness of corporate governance in setting executive pay. For example, the *Wall Street Journal* (WSJ) recently reported that the board of UnitedHealth, one of the alleged backdating firms, allowed its former chief executive officer (CEO), William McGuire, to choose the day of his own option grants, which resulted in several large option awards dated at the years' single lowest closing price (Bandler and Forelle 2006). In addition, questions have been raised about the independence of UnitedHealth's board and compensation committee (Forelle and Bandler 2006b).³ Arthur Levitt, former chair of the SEC, has referred to backdating as "the ultimate in greed. It is stealing, in effect. It is ripping off shareholders in an unconscionable way" (Forelle and Bandler 2006a).⁴

In this study we examine whether weaknesses in corporate governance are related to the incidence of executive stock option backdating. We expect backdating

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Abbott, L., S. Parker, and G. Peters. 2003. Audit committee characteristics and restatements. *Auditing: A Journal of Practice & Theory* 23 (1): 69–87.

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Aboody, D., and R. Kasznik. 2000. CEO stock option awards and the timing of corporate voluntary disclosures. *Journal of Accounting and Economics* 29 (1): 73–100.

[Web of Science®](#) | [Google Scholar](#)

Agrawal, A., and S. Chadha. 2005. Corporate governance and accounting scandals. *Journal of Law and Economics* 48 (2): 371–406.

[Web of Science®](#) | [Google Scholar](#)

Agresti, A. 2002. *Categorical data analysis*. New York: John Wiley and Sons.

[Google Scholar](#)

Anabtawi, I. 2004. Secret compensation. *North Carolina Law Review* 82 (3): 835–90.

[Google Scholar](#)

Anderson, R., and J. Bizjak. 2003. An empirical examination of the role of the CEO and the compensation committee in structuring executive pay. *Journal of Banking and Finance* 27 (7): 1323–48.

[Web of Science®](#) | [Google Scholar](#)

Ang, J., R. Cole, and J. Lin. 2000. Agency costs and ownership structure. *The Journal of Finance* 55 (1): 81–106.

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Baker, T., D. Collins, and A. Reitenga. 2003. Stock option compensation and earnings management incentives. *Journal of Accounting, Auditing and Finance* 18 (4): 557–82.

[Web of Science®](#) | [Google Scholar](#)

Bandler, J., and C. Forelle. 2006. How a giant insurer decided to oust hugely successful CEO. *Wall Street Journal*, December 7.

[Google Scholar](#)

Beasley, M. 1996. An empirical analysis of the relation between the board of director composition and financial statement fraud. *The Accounting Review* 71 (4): 433–65.

[Google Scholar](#)

Bebchuk, L., and J. Fried. 2004. *Pay without performance: The unfulfilled promise of executive compensation*. Cambridge, MA: Harvard University Press.

[Google Scholar](#)

Bebchuk, L., Y. Grinstein, and U. Peyer. 2006a. *Lucky CEOs*. Working paper, Harvard University.

[Google Scholar](#)

Bebchuk, L., Y. Grinstein, and U. Peyer. 2006b. *Lucky directors*. Working paper, Harvard University.

[Google Scholar](#)

Bergstresser, D., and T. Philippon. 2006. CEO incentives and earnings management. *Journal of Financial Economics* 80 (3): 511–29.

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Bhagat, S., and B. Black. 2000. *Board independence and long-term performance*. Working paper, Stanford Law School.

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Burns, N., and S. Kedia. 2006. The impact of performance-based compensation on misreporting. *Journal of Financial Economics* 79 (1): 35–67.

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Bushman, R., Q. Chen, E. Engel, and A. Smith. 2004. Financial accounting information, organizational complexity and corporate governance systems. *Journal of Accounting and Economics* 37 (2): 167–202.

[Web of Science®](#) | [Google Scholar](#)

Byard, D., and Y. Li. 2005. *The impact of option-based compensation on director independence*. Working paper, Baruch College â€ CUNY.

[Google Scholar](#)

Chauvin, K., and C. Shenoy. 2001. Stock price decreases prior to executive stock option grants. *Journal of Corporate Finance* 7 (1): 53–76.

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Cheng, Q., and T. Warfield. 2005. Equity incentives and earnings management. *The Accounting Review* 80 (2): 441–76.

[Web of Science®](#) | [Google Scholar](#)

Chenhall, R. H., and F. Moers. 2007. The issue of endogeneity within theory-based, quantitative management accounting research. *European Accounting Review* 16 (1): 173–95.

[Web of Science®](#) | [Google Scholar](#)

Collins, D., G. Gong, and H. Li. 2005a. *The effect of the Sarbanes-Oxley Act on the timing manipulation of CEO stock option awards*. Working paper, University of Iowa.

[Google Scholar](#)

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Core, J., R. Holthausen, and D. Larcker. 1999. Corporate governance, chief executive officer compensation, and firm performance. *Journal of Financial Economics* 51 (3): 371–406.

[Web of Science®](#)  | [Google Scholar](#) 

Corporate Library Report. 2006. The spread of backdating: A closer look at the boards and directors involved. *The Corporate Library*, October 2.

[Google Scholar](#) 

Dechow, P., R. Sloan, and A. Sweeney. 1996. Causes and consequences of earnings manipulation: An analysis of firms subject to enforcement actions by the SEC. *Contemporary Accounting Research* 13 (1): 1–36.

[Google Scholar](#) 

Demsetz, H., and K. Lehn. 1985. The structure of corporate ownership: Causes and consequences. *Journal of Political Economy* 93 (6): 1155–77.

[Web of Science®](#)  | [Google Scholar](#) 

Forelle, C., and J. Bandler. 2006a. Matter of timing: Five more companies show questionable options patterns. *Wall Street Journal*, May 22.

[Google Scholar](#) 

Forelle, C., and J. Bandler. 2006b. The perfect payday. *Wall Street Journal*, March 18.

[Google Scholar](#) 

Greene, W. H. 2000. *Econometric analysis*, 4th ed. Upper Saddle River, NJ: Prentice Hall.

[Google Scholar](#) 

Harlan, M., S. Rajan, and T. Shultz. 2003. Are executive stock options associated with future earnings?

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Hermalin, B., and M. Weisbach. 2003. Boards of directors as an endogenously determined institution: A survey of the economic literature. *Economic Policy Review* 9 (1): 7–26.

[Google Scholar](#) 

Heron, R., and E. Lie. 2006. *What fraction of stock option grants to top executives have been backdated or manipulated?* Working paper, University of Iowa.

[Google Scholar](#) 

Heron, R., and E. Lie. 2007. Does backdating explain the stock price pattern around executive stock option grants?. *Journal of Financial Economics* 83: 271–95.

[Web of Science®](#)  | [Google Scholar](#) 

Ittner, C. D., and D. F. Larcker. 2001. Assessing empirical research in managerial accounting: A value-based management perspective. *Journal of Accounting and Economics* 32 (1-3): 349–410.

[Web of Science®](#)  | [Google Scholar](#) 

Jenkins, H. 2006. The "backdating" witch hunt. *Wall Street Journal*, June 21.

[Google Scholar](#) 

Jensen, M. 1993. The modern industrial revolution, exit, and the failure of internal control systems. *The Journal of Finance* 48 (3): 831–80.

[Web of Science®](#)  | [Google Scholar](#) 

Larcker, D., and T. Rusticus. 2005. *On the use of instrumental variables in accounting research*. Working paper, University of Pennsylvania.

[Google Scholar](#) 

Liang, K., and S. Zeger. 1986. Longitudinal data analysis using generalized linear models. *Biometrika* 73 (1): 12

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Narayanan, M., and H. Seyhun. 2006. *Effect of Sarbanes-Oxley Act on the influence of executive compensation*. Working paper, University of Michigan.

[Google Scholar](#) 

Sarbanes-Oxley Act of 2002. 2002. Pub. L. no. 107-204, 116 Stat. 745.

[Google Scholar](#) 

Shleifer, A., and R. Vishny. 1997. A survey of corporate governance. *The Journal of Finance* 52 (2): 737–83.

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Yermack, D. 1997. Good timing: CEO stock option awards and company news announcements. *The Journal of Finance* 52 (2): 449–76.

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