

NELCO
NELCO Legal Scholarship Repository

Harvard Law School John M. Olin Center for Law,
Economics and Business Discussion Paper Series

Harvard Law School

April 2005

The Growth of Executive Pay

Lucian Bebchuk
Harvard Law School

Yaniv Grinstein

Follow this and additional works at: https://lsr.nellco.org/harvard_olin

Part of the [Law and Economics Commons](#)

Recommended Citation

Bebchuk, Lucian and Grinstein, Yaniv, "The Growth of Executive Pay" (2005). *Harvard Law School John M. Olin Center for Law, Economics and Business Discussion Paper Series*. 510.
https://lsr.nellco.org/harvard_olin/510

This Article is brought to you for free and open access by the Harvard Law School at NELCO Legal Scholarship Repository. It has been accepted for inclusion in Harvard Law School John M. Olin Center for Law, Economics and Business Discussion Paper Series by an authorized administrator of NELCO Legal Scholarship Repository. For more information, please contact tracy.thompson@nellco.org.

ISSN 1045-6333

HARVARD

JOHN M. OLIN CENTER FOR LAW, ECONOMICS, AND BUSINESS

THE GROWTH OF EXECUTIVE PAY

Lucian Bebchuk and Yaniv Grinstein

Discussion Paper No. 510

04/2005

Harvard Law School
Cambridge, MA 02138

This paper can be downloaded free of charge from:

The Harvard John M. Olin Discussion Paper Series:
http://www.law.harvard.edu/programs/olin_center/

The Social Science Research Network Electronic Paper Collection:
http://papers.ssrn.com/abstract_id=648682

This paper is also a discussion paper of the
John M. Olin Center's Program on Corporate Governance

The Growth of Executive Pay

Lucian Bebchuk* and Yaniv Grinstein**

Abstract

This paper examines both empirically and theoretically the growth of U.S. executive pay during the period 1993-2003. During this period, pay has grown much beyond the increase that could be explained by changes in firm size, performance and industry classification. Had the relationship of compensation to size, performance and industry classification remained the same in 2003 as it was in 1993, mean compensation in 2003 would have been only about half of its actual size. During the 1993-2003 period, equity-based compensation has increased considerably in both new economy and old economy firms, but this growth has not been accompanied by a substitution effect, i.e., a reduction in non-equity compensation. The aggregate compensation paid by public companies to their top-five executives during the considered period has added up to about \$290 billion, and the ratio of the aggregate top-five compensation paid by public firms to the aggregate earnings of these firms increased from 4.8% in 1993-1995 to 10.3% in 2001-2003. After presenting evidence about the growth of pay, we discuss alternative explanations for it. We examine how this growth could be explained under either the arm's length bargaining model of executive compensation or the managerial power model. Among other things, we discuss the relevance of the parallel rise in market capitalizations and in the use of equity-based compensation.

Key words: executive compensation, equity-based compensation, cash compensation, growth of compensation, managerial power.

JEL classification: D23, G32, G38, J33, J44, K22, M14.

* Harvard Law School and NBER.

** Cornell University, Johnson School of Management.

We are grateful to an anonymous referee, Nadine Baudot-Trajtenberg, Alma Cohen, Eliezer Fich, Jesse Fried, Jeff Gordon, Kose John, Laura Knoll, Colin Mayer, Chester Spatt, Manuel Trajtenberg, Elu Von-Thadden, an anonymous referee, and participants at the ECGI inaugural conference in Oxford, UK and at the Sixth Maryland Finance Symposium on Governance, Markets and Financial Policy for their helpful suggestions. For financial support, we are grateful to the Guggenheim Foundation, the Nathan Cummins Foundation, the Lens Foundation for Corporate Excellence, and the Harvard John M. Olin Center for Law, Economics, and Business.

© Lucian Bebchuk and Yaniv Grinstein 2005. All rights reserved.

I. INTRODUCTION

The growth in executive pay over the past decade has increased the attention given to the subject of executive compensation. There is now a heated debate about the quality of the pay setting process in publicly traded companies and the compensation arrangements that it produces (see, e.g., Bebchuk and Fried (2003, 2004), Hall and Murphy (2003), Jensen, Murphy, and Wruck (2004)). This paper seeks to contribute to the ongoing assessment of the executive pay landscape by examining, both empirically and theoretically, the growth of pay during the period 1993-2003.

Section II begins by describing the growth in pay during the considered period and then proceeds to examine the extent to which the pay growth can be explained by changes in firm size, performance and industry mix. We find that compensation has grown by far more than could be explained by such changes. Had the relation of compensation to these attributes remained the same, mean compensation in 2003 would have been only about half of its actual size. During the period under investigation, the relation between pay and firm size and performance has changed, with pay at the end of the period being considerably higher for companies of a given size, performance and industry classification.

Section III examines the growth of equity-based compensation during 1993-2003. The fraction of equity-based compensation has grown across the board—in large firms, mid-size firms and small firms, as well as in both new economy and old economy firms. Although the fraction of non-equity (cash) compensation to total compensation has declined during this period, the amounts spent on cash compensation have not declined but rather increased. Furthermore, cash compensation has grown somewhat more than could be explained by the changes in size, performance and industry mix during the considered period.

Section IV examines the changes in the economic significance of executive pay. We find that executive pay has been economically meaningful. The aggregate compensation paid by public firms to top-five executives during the period 1993-2003 added up to about \$290 billion, accounting for about 6.0% of the aggregate net income of these firms during the period. Furthermore, the economic significance of executive pay has increased during the period under consideration. The aggregate compensation paid by public firms to their top-five executives was about 10.3% of the aggregate net income of these firms during 2001-2003, up from about 4.8% during 1993-1995.

Section V discusses how the growth of executive pay could be explained. We discuss this question both from the perspective of the arm's length bargaining model of executive compensation and from the perspective of the managerial power model. We discuss and evaluate alternative explanations. We do not find that, by itself, the increase in executive pay levels can resolve the debate on the extent to which executive pay is shaped by managers' influence on boards. Our findings, however, highlight the importance of this debate.

II. THE GROWTH OF PAY

A. The Large Increase in Pay Levels

We use compensation information from the standard ExecuComp database, which includes information about executive compensation in public U.S. companies from 1993 onwards. The dataset includes all the S&P 500, Mid-Cap 400 and Small-Cap 600 companies. Together, these firms constitute more than 80% of the total market capitalization of U.S. public firms. We report below findings on the period 1993-2003, because 2003 was the last year for which there was compensation information about the lion's share of companies in the dataset.

Throughout our analysis, we define as annual compensation the (grant-date) value of the compensation package in the year in which it was given. In particular, following a standard definition of the total grant-date value of annual compensation reported in the ExecuComp database, we define an executive's total compensation in a given year as the sum of the executive's salary, bonuses, long-term incentive plans, the grant-date value of restricted stock awards and the (grant-date) Black-Scholes value of granted options. To adjust for inflation, we translate all monetary figures to 2002 dollars.

In the early 1990's, some observers viewed executive compensation as quite high (see, e.g., Crystal (1991)). Since then, however, compensation levels have climbed considerably. Table 1 displays the mean compensation levels of the CEO and of the top-five executives during 1993-2003. Among S&P 500 firms, average CEO compensation climbed from \$3.7 million in 1993 to \$9.1 million in 2003 (an increase of 146%), and average compensation to top-five executives increased from \$9.5 million in 1993 to \$21.4 million in 2003 (an increase

of 125%). We observe similar upward trends in both CEO pay and top-five executive pay among Mid-Cap firms and Small-Cap firms.

The magnitude of the increase was somewhat higher in S&P 500 firms than in Mid-Cap and Small-Cap firms. Also, across the three size groups, the magnitude of the increase was somewhat higher for the CEO than for the top-five executives. As a result, CEO pay constituted a higher fraction of total top-five executive pay by the end of the examined period than in the beginning.

TABLE 1: MEAN COMPENSATION LEVELS 1993-2002

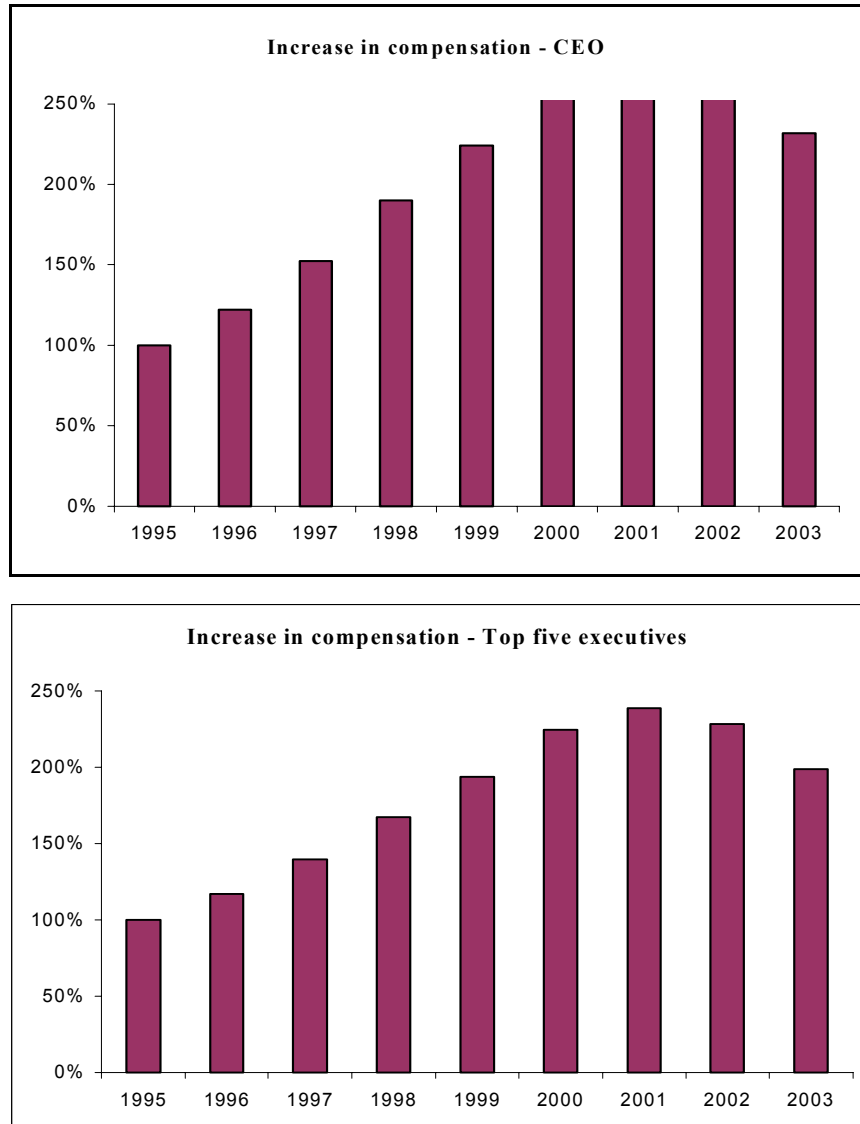
The table displays mean compensation levels for CEOs and top-five executives in firms that belong to the S&P 500, Mid-Cap 400 and Small-Cap 600 indexes. All figures are adjusted for inflation and are in 2002 dollars. Compensation in any given year is defined as the sum of salary, bonus, total value of restricted stock granted, total value of stock options granted (using Black-Scholes), long term incentive payouts and other compensation. Top-five compensation is the sum of the five largest compensation packages that the firm gives to its managers in a given year.

<i>Year</i>	<i>CEO</i>			<i>Top five executives</i>		
	<i>S&P500</i> <i>(\$M)</i>	<i>MidCap400</i> <i>(\$M)</i>	<i>SmallCap600</i> <i>(\$M)</i>	<i>S&P500</i> <i>(\$M)</i>	<i>MidCap400</i> <i>(\$M)</i>	<i>SmallCap600</i> <i>(\$M)</i>
1993	3.7	2.2	1.3	9.5	5.8	3.2
1994	4.4	2.6	1.6	10.7	6.4	3.9
1995	4.8	2.9	1.5	11.9	6.8	4.0
1996	7.0	3.3	1.9	15.8	8.1	5.0
1997	9.1	4.2	2.2	20.0	9.9	5.4
1998	10.7	4.6	2.4	23.7	10.4	5.6
1999	12.7	5.1	2.3	28.3	11.4	5.7
2000	17.4	5.1	2.5	36.6	12.1	5.9
2001	14.3	4.7	2.6	31.9	10.6	5.7
2002	10.3	4.7	2.2	23.5	10.3	5.2
2003	9.1	4.0	2.0	21.4	9.4	4.7

Figure 1 graphically displays the increase (relative to the beginning of the period under consideration) in the rolling three-year average of compensation levels of CEOs and top-five executives during the considered period. The rolling average of a firm's compensation level in any given year is defined as the average of its compensation level in that year and the preceding two years. As the figure indicates, the rolling average of compensation levels of both CEOs and top-five executives has been increasing steadily. There is a slight drop in 2002 and 2003, but the levels stay quite high relative to the beginning of the period under consideration.

**FIGURE 1: CHANGES IN ROLLING AVERAGE OF
CEO AND TOP-FIVE COMPENSATION: 1993-2003**

The figures display the changes in rolling average compensation among firms that belong to the S&P 500, Mid-Cap 400 and Small-Cap 600 indexes. For each firm, the firm-level compensation is defined as the average of the compensation in the year under consideration and the preceding two years. The firm-level compensation is then averaged across firms. The year 1995 is the reference point (100%). All figures are adjusted for inflation and are in 2002 dollars.



B. Can the Growth in Pay be Explained by Changes in Firm Variables?

Compensation levels can be expected to increase with firm size and performance, and to vary across industries. It is therefore important to understand to what extent the rise in

compensation levels during the period under consideration is simply a product of the changes in firm size, performance and industry mix during this period.

Between 1993 and 2003, firm size increased considerably. The average size of the S&P 500 firms, as measured by sales, increased by 40% (inflation-adjusted) from 1993-1995 to 2001-2003. During the same period, the average size of the Mid-Cap 400 firms increased by 30% and the average size of the Small-Cap 600 firms increased by 51%. Furthermore, during the considered period, the incidence of new economy firms, where compensation has been somewhat higher, has increased. These changes in size and industry classification might account for some of the growth in compensation figures.

Our next step is therefore to analyze the extent to which compensation levels changed during the examined period after controlling for changes in firm characteristics. To this end, we first estimate the following regression for firms in our panel:

$$\text{Log}(\text{compensation}_{i,t}) = a_0 + a_1 \text{Log}(\text{sales}_{i,t-1}) + a_2 \text{Log}(1 + \text{ROA}_{i,t-1}) + a_3 \text{Log}(1 + \text{Return}_{i,t-1}) + a_4 \text{Log}(1 + \text{Return}_{i,t-2}) + \text{Year dummies} (1994 - 2003) + f_i + \varepsilon_{i,t} \quad (1)$$

ROA denotes the ratio of operating earnings to book value of assets, *Return_j* is the market return of the firm's stock in year *j*, and *f_i* are firm fixed effects. Following the literature (e.g., Core, Holthausen and Larcker (1999)), we use sales to control for size and we use ROA and past returns to control for performance. The year dummies indicate how much, holding firm attributes fixed, log compensation went up relative to 1993. We ran one regression using CEO pay as the dependent variable and one regression using top-five compensation as the dependent variable.

Table 2 below displays the results of these regressions. As the results indicate, compensation levels increased far beyond what can be attributed to changes in size and performance. The year dummy variables monotonically increase until 2000. They subsequently decline a bit but remain higher than in 1999 (and all prior years). The second column of Table 2 indicates that the results are quite similar when we regress the compensation of the top five executives on size and performance using firm fixed effects. Again, the year dummy variables steadily increase throughout the period 1993-2000, and then decline a bit but remain above their level in (or prior to) 1999.

TABLE 2: GROWTH UNEXPLAINED BY SIZE AND PERFORMANCE:
FIXED-EFFECT REGRESSION

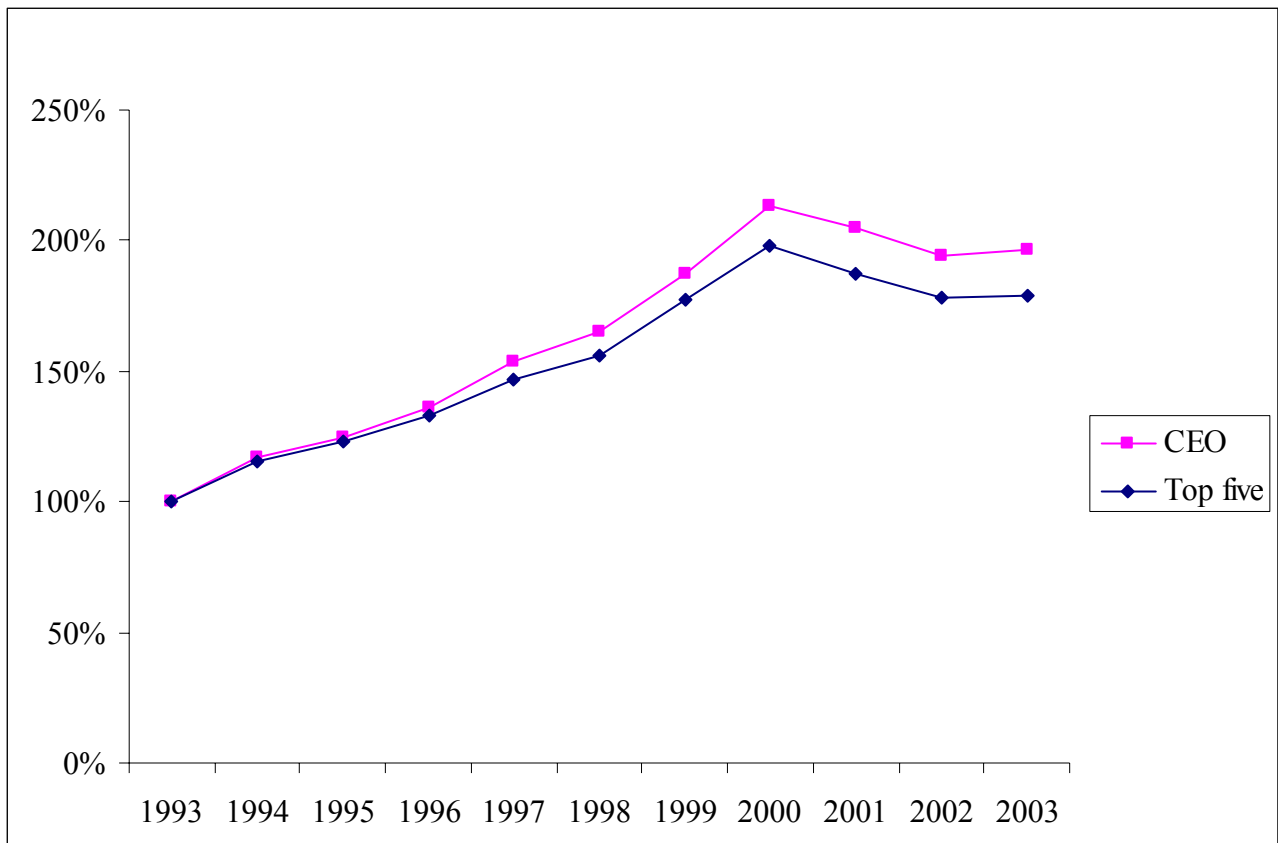
The sample includes all S&P 1500 firms from the Execucomp database. ROA is the earnings before interest, taxes, depreciation and amortization in year t-1, divided by the book value of asset in year t-1. Firm return is the firm's stock return. All data used was adjusted for inflation and stated in 2002 dollars.

	Dependent variable: Log(Total CEO compensation)	Dependent variable: Log(Total Top-5 compensation)
Log(Sales (t-1))	0.138 *** (0.014)	0.171 *** (0.009)
Log(1+Firm ROA)	0.110 * (0.062)	0.108 (0.007)
Log(1+Firm return (t-1))	0.128 *** (0.012)	0.024 *** (0.007)
Log(1+Firm return (t-2))	0.016 (0.012)	0.015 (0.043)
1994	0.059 *** (0.022)	0.058 *** (0.014)
1995	0.132 *** (0.022)	0.123 *** (0.014)
1996	0.147 *** (0.023)	0.127 *** (0.015)
1997	0.239 *** (0.023)	0.207 *** (0.015)
1998	0.228 *** (0.024)	0.202 *** (0.015)
1999	0.288 *** (0.024)	0.261 *** (0.015)
2000	0.316 *** (0.025)	0.300 *** (0.016)
2001	0.245 *** (0.025)	0.212 *** (0.016)
2002	0.352 *** (0.026)	0.283 *** (0.016)
2003	0.450 *** (0.026)	0.370 *** (0.017)
Observations	15397	14154
Adjusted R ²	56%	74%

We can translate the increases in log compensation reflected in the year dummies into increases in compensation by taking the exponent of the estimated coefficients. Figure 2 plots the increases in compensation associated with this transformation. As the Figure indicates, controlling for firm size and performance (i.e., for a firm with the same size and performance), the levels of the CEO compensation increased by 96% between 1993 and 2003, and the levels of the top-five executives increased by 76%. The Figure also shows an almost monotonic increase in CEO and top five compensation throughout the years.

FIGURE 2: INCREASE IN COMPENSATION AFTER CONTROLLING FOR SIZE, PERFORMANCE AND FIXED EFFECTS

The figure displays the changes in compensation to CEOs and top-five executives among firms that belong to the ExecuComp database after controlling for size, performance and fixed-effects. The year 1993 is the reference point (100%). All figures used to generate the figure were first adjusted for inflation and stated in 2002 dollars.



To get a better sense of the proportion of the unexplained increase, we re-ran regression (1) using only firms that existed throughout the period. The average CEO compensation in these firms was \$2.14 million in 1993 and \$5.7 million in 2003, an increase of 166%. The coefficient in 2003 of the fixed effect regression is 0.69, suggesting that the increase in compensation unexplained by changes in size and performance was 100%. This implies that changes in firm size and performance can explain only 40% of the actual increase, with 60% of the total increase remaining unexplained by such changes.

Doing similar calculations for the top-five executives in firms that existed throughout the considered period, we find that top-five compensation increased on average by 98%, and that, controlling for firm size and performance, compensation increased by 78%. Thus, changes in size and performance can account only for about 20% of the actual increase in top-five pay, leaving 80% of the actual increase unexplained by such changes.

Because we have thus far focused on panel regressions with firm fixed effects, we confined ourselves to firms that exist more than one year in the panel. To include also firms that exist only one year, we used also cross-sectional regressions. In particular, we ran the following regression to identify how 1993 compensation depended on firm characteristics including its industry and performance.

$$\begin{aligned} \text{Log}(\text{compensation}_{i,t}) = & a_0 + a_1 \text{Log}(\text{sales}_{i,t-1}) + a_2 \text{Log}(1 + \text{ROA}_{i,t-1}) + a_3 \text{Log}(1 + \text{Return}_{i,t-1}) \\ & + a_4 \text{Log}(1 + \text{Return}_{i,t-2}) + a_5 \text{STD_RET}_{i,t-1} + \text{NEW_ECONOMY}_{i,t-1} + \text{INDUSTRY}_{i,t-1} + \varepsilon_{i,t} \end{aligned} \quad (2)$$

In this regression, we add to the controls we used in the fixed firm effects regression some firm characteristics that might explain cross-sectional variation in compensation. In particular, we add a new economy dummy, which takes a value of 1 for new economy firms and 0 otherwise, and an industry dummy. In classifying firms as new economy firms, we use throughout the definition of Murphy (2003), and we use 48 industry dummies classified by Fama and French (1997).¹ Following prior empirical and theoretical work (e.g., Cyert et al., 2002, Core et al., 1999, Aggarwal and Samwick 1999), we also add a measure of firm risk,

¹ Murphy (2001) defines new economy firms as firms who belong to the following industry groups: producers of computer and office equipment and computer wholesales (SIC codes 3570, 3571, 3572, 3576, 5045), Telecom. companies (SIC codes 3661, 4812, 4813), producers of semiconductor and related devices (SIC code 3674), mail order/internet (SIC code 5961), and software companies (SIC codes 7370, 7371, 7372, 7373).

using the standard deviation of the firm’s monthly returns in the 48 months prior to the compensation year. Regressions such as (2) are widely used in the literature in capturing the effect of size, performance and risk on managerial compensation. We ran one regression using CEO pay as the dependent variable and one regression using top-five compensation as the dependent variable.

We then forecast the compensation levels that firms existing in 2003 would have had using the coefficients from the 1993 regression – that is, we estimate what 2003 compensation levels would have been assuming that the relation of pay to firm characteristics would have been the same in 2003 as in 1993. Table 3 displays the results of our calculations.

TABLE 3: PAY GROWTH UNEXPLAINED BY CHANGES IN SIZE, PERFORMANCE AND INDUSTRY MIX

The table compares actual 2003 compensation levels with those that would exist if the relationship between compensation, firm size, and industry remained the same as in 1993. For each firm we predict the average compensation in 2003 with the coefficients of the cross-sectional regression run over the year 1993. We use the following regression estimates:

$$\text{Log}(\text{compensation}_{i,t}) = a_0 + a_1 \text{Log}(\text{sales}_{i,t-1}) + a_2 \text{Log}(1 + \text{ROA}_{i,t-1}) + a_3 \text{Log}(1 + \text{Return}_{i,t-1}) + a_4 \text{Log}(1 + \text{Return}_{i,t-2}) + a_5 \text{STD_RET}_{i,t-1} + \text{NEW_ECONOMY}_{i,t-1} + \text{INDUSTRY}_{i,t-1} + \varepsilon_{i,t}$$

STD_RET is the standard deviation of return, measured monthly over the 48 months between year t-1 and t-5. New economy firms are as defined in Murphy (2003). 48 industry dummies are as defined in Fama and French (1997). All figures used were translated to 2002 dollars.

	<i>CEO</i>	<i>Top five</i>
Mean compensation 2003 (\$M)	4.9	11.8
Predicted compensation based on the 1993 regression results (\$M)	2.1	6.0
Mean difference between predicted and actual compensation (\$M)	2.8 ***	5.8 ***
Mean actual compensation as a percentage of predicted	215% ***	179% ***

As Table 3 indicates, compensation levels in 2003 were much higher than they would have been had the relation of compensation to firm size, performance and industry remained the same as in 1993. The 2003 CEO levels exceeded by 115% the levels predicted by the 1993 regression, and the top-five compensation levels exceeded by 79% the levels predicted by the 1993 regression. These increases are statistically significant at the 1% level. We thus conclude that the relationship of pay to firm attributes has changed substantially during the period under consideration.

III. THE GROWTH OF EQUITY-BASED COMPENSATION

One source of the increase in compensation documented in the previous section is the increase in equity-based compensation. Equity-based compensation is comprised of the options and the restricted stock that top executives commonly receive as part of their compensation. In this section we examine separately the growth of the equity-based portion and the non-equity based portion of CEO and top-five executive compensation.

Table 4 shows the increase in the fraction of total compensation made by equity-based compensation in all types of firms. Whereas equity-based compensation was 37% of the total compensation to top-five executives of the S&P 500 firms in 1993, its fraction of total compensation increased to 55% by 2003. The fraction of total top-five compensation made in equity-based compensation increased from 41% to 51% for Mid-Cap companies and from 34% to 41% for Small-Cap companies. We observe a similar trend in CEO compensation.

Table 4 also shows that the fraction of compensation made in equity was higher throughout the period for new economy firms than for other firms. However, the increased use of equity-based compensation was not merely due to the increase in the incidence of new economy firms. The use of equity-based compensation increased in both new economy and old economy firms. The fraction of total top-five compensation made in equity increased from 50% in 1993 to 69% in 2003 for new economy firms, and increased from 36% in 1993 to 50% in 2003 for other firms. Again, the trend in the makeup of CEO compensation is similar.

It is worth noting that the fraction of compensation based on equity “peaked” in 2000-2001 and declined considerably afterwards. From 2001 to 2003, the fraction of top-five compensation based on equity decreased from 72% to 55% for S&P 500 companies, from 60% to 52% for Mid-Cap companies and from 52% to 41% for Small-Cap companies. We observe a similar trend in both new economy firms and other firms, as well as in CEO compensation in all types of firms. However, with respect to both top-five compensation and CEO compensation, and in all categories of firms, the fraction of 2003 compensation that was equity-based was still considerably higher than in the beginning of the period under consideration.

TABLE 4: EQUITY-BASED COMPENSATION
AS A PERCENTAGE OF TOTAL COMPENSATION

The table displays the percentage of equity-based compensation out of the aggregate total compensation for CEOs and top-five executives in firms that belong to the S&P 500, Mid-Cap 400 and Small-Cap 600 indexes. Equity-based compensation is defined as the total value of restricted stock granted and total value of stock options granted (using Black-Scholes). Top-five executive compensation is the sum of the five largest compensation packages that a firm gives to its managers in a given year. All figures used were adjusted for inflation by translating them to 2002 dollars.

CEO

<i>Year</i>	<i>S&P500</i>	<i>MidCap400</i>	<i>SmallCap600</i>	<i>New Economy</i>	<i>Non New Economy</i>
1993	41%	46%	47%	58%	42%
1994	48%	53%	53%	63%	49%
1995	49%	48%	48%	72%	44%
1996	56%	55%	52%	76%	51%
1997	63%	60%	55%	77%	58%
1998	70%	66%	61%	86%	63%
1999	71%	70%	56%	87%	63%
2000	78%	67%	57%	92%	66%
2001	76%	66%	58%	86%	66%
2002	67%	59%	53%	83%	59%
2003	59%	54%	44%	76%	53%

Top Five Executives

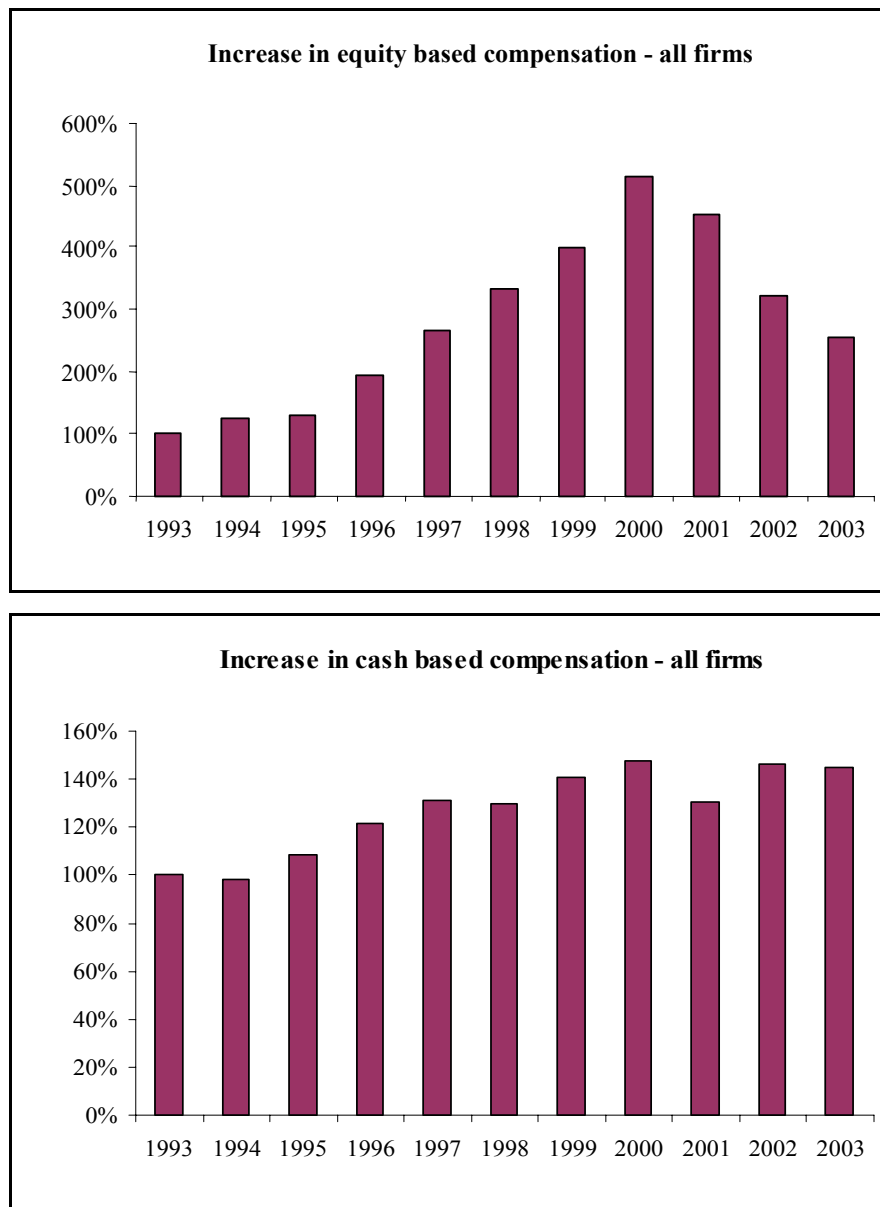
<i>Year</i>	<i>S&P500</i>	<i>MidCap400</i>	<i>SmallCap600</i>	<i>New Economy</i>	<i>Non New Economy</i>
1993	37%	41%	34%	50%	36%
1994	42%	45%	43%	57%	41%
1995	42%	42%	40%	62%	38%
1996	50%	49%	46%	69%	45%
1997	57%	54%	49%	72%	52%
1998	63%	58%	52%	80%	55%
1999	65%	63%	50%	82%	58%
2000	72%	63%	50%	87%	60%
2001	72%	60%	52%	83%	63%
2002	62%	54%	48%	77%	54%
2003	55%	51%	41%	69%	50%

With both total compensation levels and the fraction of equity-based compensation going up during the examined period, the levels of equity-based compensation clearly had to go up during this period. But the question remains whether cash-based compensation levels went up or down. The increase in total compensation could have come wholly from the

increase in equity-based compensation, and cash compensation could have remained stable or even declined to “substitute” for the increased equity-based pay.

Figure 3 depicts the relative increase in the value of both components of compensation during the considered period. As the figure shows, not only equity-based compensation levels increased during this period, roughly tripling between 1993 and 2003, but cash compensation also increased by almost 40% between 1993 and 2003. Thus, we do not discern a clear substitution effect of reductions in cash compensation accompanying the increase in equity-based compensation.

FIGURE 3: RELATIVE INCREASE IN EQUITY-BASED AND NON-EQUITY BASED COMPENSATION



To examine this issue more systematically, we ran regressions for both the equity portion and the non-equity portion of the compensation, using the fixed-effect regression specified in equation (1) and controlling for size and performance. The coefficient of the yearly dummy variables in these regressions can identify the changes over time in isolation from changes in firm attributes.

The results of the equity-based compensation, shown in Table 5 below, suggest that, controlling for changes in firm size and performance and using firm fixed effects (i.e., looking at the same firms), equity-based compensation increased during the period under consideration. With respect to both top-five compensation and CEO compensation, the coefficients of the yearly dummy variables in the equity-based compensation increase monotonically from 1993 to 2001 and then decrease but remain much higher than in the beginning of the period. The 2003 coefficients indicate that, controlling for changes in firm size and performance, log of equity-based compensation increased by 1.347 for the CEO and by 1.468 for the top-five executives.

TABLE 5: EQUITY-BASED COMPENSATION
FIXED-EFFECT REGRESSION

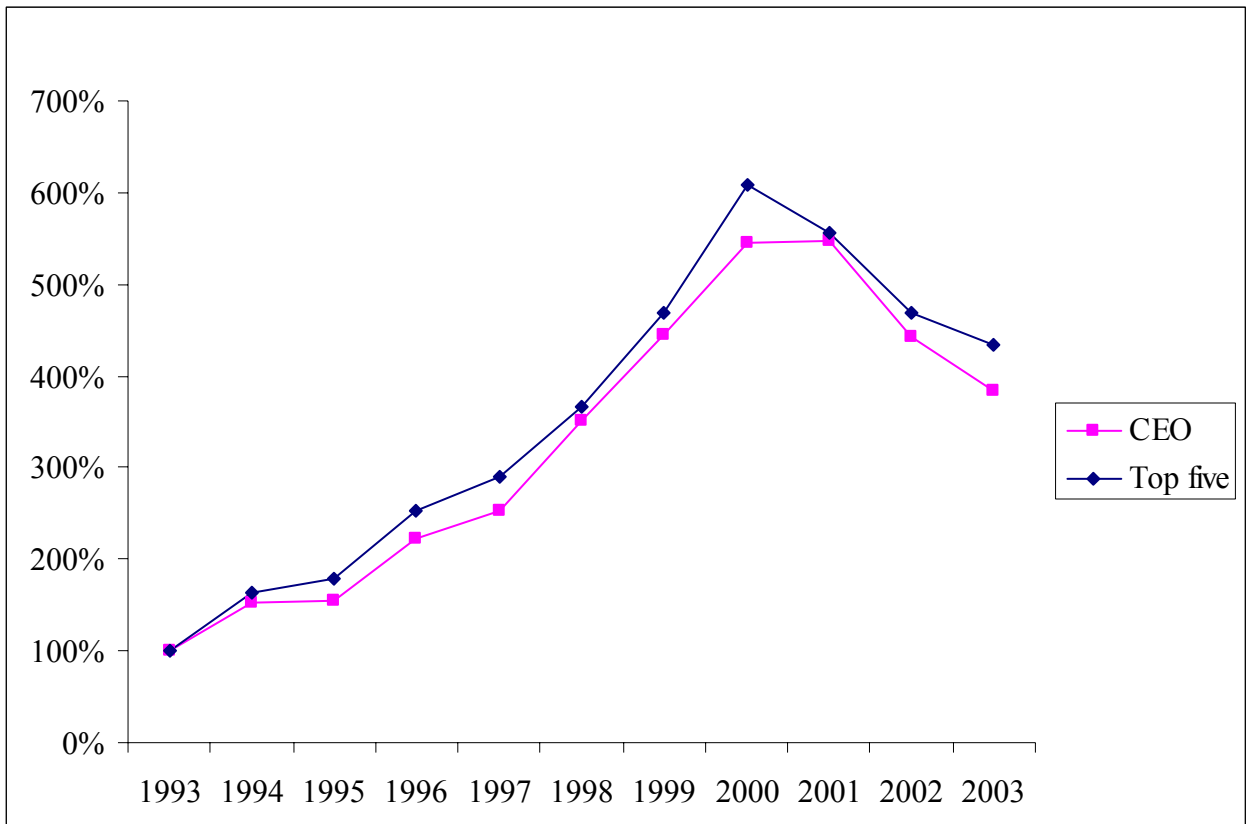
The sample includes all S&P 1500 firms from the Execucomp database. ROA is the earnings before interest, taxes, depreciation and amortization in year t-1, divided by the book value of asset in year t-1. Firm return is the market return of the firm's stock. All figures used were adjusted to inflation and stated in 2002 dollars.

	Dependent variable: Log(CEO equity-based compensation)	Dependent variable: Log(Top 5 equity-based compensation)
Log(Sales (t-1))	0.305 *** (0.055)	0.407 *** (0.054)
Log(1+Firm ROA)	0.672 *** (0.250)	0.316 *** (0.044)
Log(1+Firm return (t-1))	0.324 *** (0.047)	0.298 *** (0.045)
Log(1+Firm return (t-2))	0.308 *** (0.047)	0.663 *** (0.258)
1994	0.428 *** (0.090)	0.497 *** (0.085)
1995	0.440 *** (0.091)	0.576 *** (0.086)
1996	0.799 *** (0.093)	0.925 *** (0.088)
1997	0.929 *** (0.094)	1.066 *** (0.088)
1998	1.256 *** (0.096)	1.300 *** (0.090)
1999	1.494 *** (0.097)	1.543 *** (0.091)
2000	1.694 *** (0.100)	1.807 *** (0.093)
2001	1.698 *** (0.102)	1.715 *** (0.095)
2002	1.489 *** (0.103)	1.547 *** (0.096)
2003	1.346 *** (0.107)	1.468 *** (0.099)
Observations	15421	14154
Adjusted R2	29%	35%

Again, we can translate the increase in log compensation to increase in compensation by taking the exponent of the estimated coefficients. Figure 4 plots the increases in compensation associated with this transformation. Figure 4 shows that, controlling for firm size and performance, the levels of CEO equity compensation increased by 285% between 1993 and 2003, and the levels of equity-based compensation given to top-five executives increased by 334%. The level of equity-based compensation for a firm with given size and performance peaked in 2000 and declined in the last three years of the examined period.

FIGURE 4: INCREASE IN EQUITY-BASED COMPENSATION AFTER CONTROLLING FOR SIZE, PERFORMANCE AND FIXED EFFECTS

The figure displays the changes in equity-based compensation to CEOs and top-five executives among firms that belong to the Execucomp database, after controlling for size, performance and fixed-effects. The year 1993 is the reference point (100%). All figures used were first adjusted for inflation and translated into 2002 dollars.



The results of the fixed-effect regression for the non-equity based compensation are displayed in Table 6. The coefficients of the yearly dummies increase not only between 1993 and 2000 but also between 2000 and 2003. These coefficients indicate that the log of CEO cash compensation increased during 1993-2003 by 0.45 more than could be accounted for by changes in size and performance, and that the log of cash compensation paid to top-five executives increased by 0.37 beyond what could be accounted for by such changes.

TABLE 6: NON EQUITY-BASED COMPENSATION
FIXED-EFFECT REGRESSION

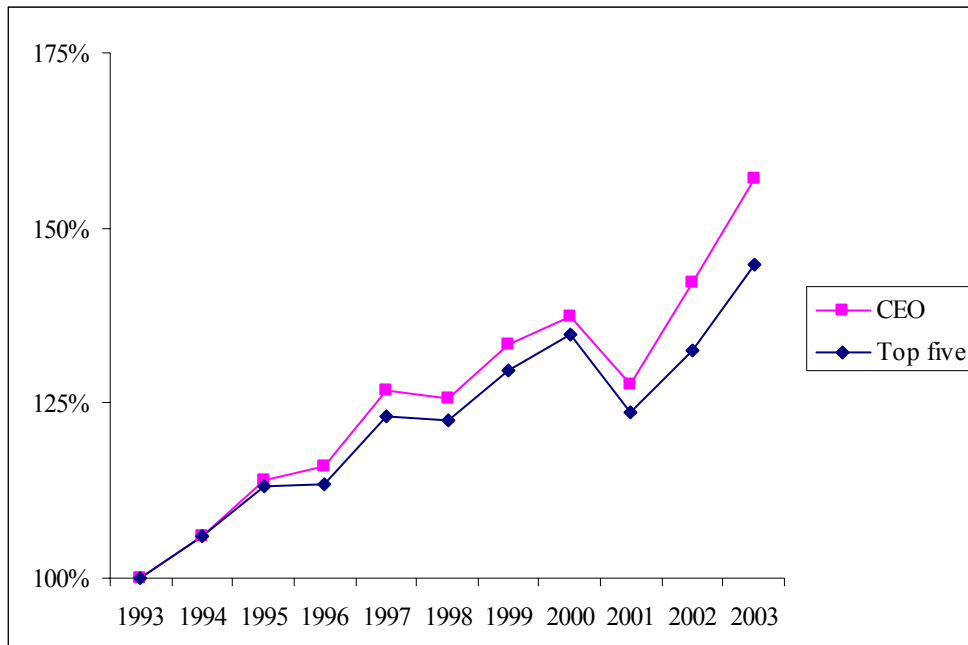
The sample includes all S&P 1500 firms from the Execucomp database. ROA is the earnings before interest, taxes, depreciation and amortization in year t-1, divided by the book value of asset in year t-1. Firm return is the market return of the firm's stock. All figures used were adjusted for inflation by translation to 2002 dollars.

	Dependent variable: Log(CEO non-equity compensation)	Dependent variable: Log(Top-5 non-equity compensation)
Log(Sales (t-1))	0.214 *** (0.014)	0.230 *** (0.012)
Log(1+Firm ROA)	0.211 *** (0.062)	0.206 *** (0.010)
Log(1+Firm return (t-1))	0.228 *** (0.012)	0.138 *** (0.010)
Log(1+Firm return (t-2))	0.155 *** (0.012)	0.190 *** (0.059)
1994	0.155 *** (0.022)	0.143 *** (0.020)
1995	0.217 *** (0.022)	0.206 *** (0.020)
1996	0.311 *** (0.023)	0.287 *** (0.020)
1997	0.430 *** (0.023)	0.386 *** (0.020)
1998	0.502 *** (0.024)	0.446 *** (0.021)
1999	0.627 *** (0.024)	0.573 *** (0.021)
2000	0.758 *** (0.025)	0.685 *** (0.021)
2001	0.716 *** (0.025)	0.626 *** (0.022)
2002	0.662 *** (0.026)	0.577 *** (0.022)
2003	0.675 *** (0.026)	0.583 *** (0.023)
Observations	15421	14154
Adjusted R ²	66%	71%

After translating increases in log compensation to increases in actual compensation, we present in Figure 5 the increases in cash-based compensation during the considered period controlling for firm size and performance. Figure 5 shows that, holding firm attributes constant, the levels of CEO cash-based compensation increased by 56% between 1993 and 2003, and the levels of the cash-based compensation paid to top-five executives increased by 45% during this period. Thus, we do not find evidence that increases in equity-based compensation were accompanied by companies' reduction in cash-based compensation. Finally, it is worth noting that, while equity-based compensation peaked in 2000 and declined afterwards, cash-based compensation trended upwards throughout the examined period, and its growth pace even picked up after 2000.

FIGURE 5: INCREASES IN NON-EQUITY COMPENSATION AFTER CONTROLLING FOR SIZE, PERFORMANCE AND FIXED EFFECTS

The figure displays the changes in non equity-based compensation to CEOs and top five executives among firms that belong to the Execucomp database, after controlling for size, performance and fixed-effects. The year 1993 is the reference point (100%). All figures used were adjusted for inflation and translated to 2002 dollars.



IV. THE INCREASE IN THE ECONOMIC SIGNIFICANCE OF EXECUTIVE PAY

In this section, we turn to examine the growing economic significance of executive pay during the period under consideration. In examining this question, we take into account not only the firms in the ExecuComp database but also other public firms. Much of the recent research on executive compensation has been based on the ExecuComp database used above (see, e.g., Core, Guay and Larcker (2003), Murphy (1999)). This database consists of firms that belong to the S&P 500, Mid-Cap 400 and Small-Cap 600 or firms that once belonged to these indexes. However, because pay does not grow proportionately with size, small firms are likely to pay a larger fraction of total executive pay in the economy than is suggested by their fraction of total stock market capitalization. Therefore, in any assessment of the economic significance of such pay, it is important to take into account the large number of mid-cap and small-cap firms outside the ExecuComp database.

We therefore start by estimating the executive compensation paid by firms that are included in the Compustat database, which consists of most of the exchange-traded firms in the US, but not included in the ExecuComp database. Before doing so, we exclude from the Compustat database any real estate investment trusts, mutual funds and closed-end funds. The number of firms with financial information in the Compustat database after excluding such firms is around 6000 a year, roughly four times the number of firms in the ExecuComp database.

We estimate the levels of top-five compensation by non-ExecuComp firms in the following way. For every year in our sample, we first estimate the coefficients of regression (2) for the firms in the ExecuComp database.² This regression explains more than 50% of the variation in compensation in the ExecuComp database. We then use the estimated coefficients to predict the compensation levels in firms that are in the Compustat database (which provides us with their size and performance data) but do not belong to the ExecuComp database. To verify that our methodology provides a good approximation of aggregate compensation levels for firms outside the ExecuComp database, we compared the results we obtained using our estimation method with actual compensation figures we obtained for 750 firms outside the

² To be able to include firms that exist less than 3 years in our database, we do not include in regression (2) the standard deviation and the 2-year lagged return variables. Adding these variables does not significantly change our results.

ExecuComp database.³ We found that our estimate of the aggregate compensation in these firms was within 5% of their actual aggregate compensation. This result suggests that our estimation method provides a good approximation of actual compensation levels.

Table 7 displays the aggregate top-five compensation paid by public firms—both those in the ExecuComp dataset and those outside it. As the table indicates, executive compensation outside the ExecuComp dataset constitutes a substantial fraction of the aggregate compensation in the economy.

TABLE 7: AGGREGATE TOP-FIVE EXECUTIVE COMPENSATION

The table shows the sum of compensation to top-five executives for all Compustat firms. The compensation for firms that do not belong to the Execucomp database but are in the Compustat database is estimated using the coefficients of the following annual regressions on the Execucomp firms:

$$\text{Log}(\text{compensation}_{i,t}) = a_0 + a_1 \text{Log}(\text{sales}_{i,t-1}) + a_2 \text{Log}(1 + \text{ROA}_{i,t-1}) + a_3 \text{Log}(1 + \text{Return}_{i,t-1}) + \text{NEW_ECONOMY}_{i,t-1} + \text{INDUSTRY}_{i,t-1} + \varepsilon_{i,t}$$

All figures used were adjusted for inflation and translated to 2002 dollars.

<i>Period</i>	<i>Aggregate compen. in execucomp firms (\$B)</i>	<i>Aggregate compen. in non-execucomp firms (\$B)</i>	<i>Aggregate compen. in all firms (\$B)</i>
1993-2003	203	85	288
2001-2003	61	31	92
1993-1995	31	20	51

Table 7 shows that the estimated aggregate compensation paid by public firms to top-five executives during 1993-2003 added up to \$288 billion (in 2002 dollars). Firms included in the ExecuComp database paid an aggregate amount of \$203 billion, and the remaining \$85 billion is our estimate for the amounts paid by the public firms outside the ExecuComp database. Of the \$288 billion, \$92 billion were paid in the last three years of our sample, compared to \$51 billion in the first three years of our sample.

To assess the significance of executive pay, we also compared the aggregate top-five compensation paid by public firms to the aggregate corporate earnings of these firms. We found that the \$288 billion in aggregate top-five compensation comprised about 6% of the aggregate net income of these public firms during the period under consideration.

³ We are grateful to the shareholder advisory firm Glass, Lewis & Co. for providing us with this data.

We also examined changes in the ratio of aggregate executive compensation to aggregate corporate earnings during the examined period. Table 8 displays the evolution during this period of the ratio of aggregate executive compensation to aggregate corporate earnings of public firms. We find that the ratio has been trending upwards, climbing from 4.8% for the period 1993-1995 to 10.3% for the period 2001-2003.

TABLE 8: COMPENSATION AND CORPORATE EARNINGS

The table shows the ratio of the sum of compensation to top-five executives in the Compustat database to the sum of net income. For firms that do not belong to the Execucomp database, the compensation is estimated from the coefficients of the following annual regressions of Execucomp firms:

$$\begin{aligned} \log(\text{compensation}_{i,t}) = & a_0 + a_1 \log(\text{sales}_{i,t-1}) + a_2 \log(1 + \text{ROA}_{i,t-1}) + a_3 \log(1 + \text{Return}_{i,t-1}) \\ & + \text{NEW_ECONOMY}_{i,t-1} + \text{INDUSTRY}_{i,t-1} + \varepsilon_{i,t} \end{aligned}$$

All figures used were first adjusted for inflation and translated to 2002 dollars.

Period	Aggregate compensation to aggregate income
1993-1995	4.8%
1994-1996	4.4%
1995-1997	4.7%
1996-1998	4.9%
1997-1999	5.3%
1998-2000	5.4%
1999-2001	7.2%
2000-2002	12.1%
2001-2003	10.3%

V. EXPLAINING THE GROWTH OF PAY

We now turn to discussing possible explanations for the growth of executive pay.⁴ In discussing possible explanations, it is useful to distinguish between two models of the pay setting process: the arm's-length bargaining model and the managerial power model (Bebchuk and Fried, 2003, 2004). These two models use different premises concerning the incentives of

⁴ In this section, we draw on the discussion in Bebchuk and Fried (2004, ch. 5).

directors setting pay arrangements. Under the arm's-length bargaining model, which is the focus of subsection A, boards making pay arrangements with executives are assumed to focus on the interests of shareholders. In contrast, under the managerial power view, which is the focus of subsection B, directors have incentives and inclinations to favor executives within the constraints imposed on them by market forces and outsiders' reactions.

Because the growth of pay levels during the considered period paralleled the growth of stock market capitalization levels, and because compensation levels also grew in tandem with the levels of stock market capitalization in the preceding two decades (Frydman and Saks (2004), Jensen, Murphy, and Wruck (2004)), it is natural to consider what could explain this connection. As discussed below, both the arm's-length bargaining model and the managerial power model provide reasons for expecting such a correlation between compensation and market capitalization. Both models also suggest reasons for why the increased acceptability and use of option-based pay could have contributed to the rise in compensation levels. Finally, both models suggest that it is worthwhile to pay some attention to changes in the structure of the market for executives and governance arrangements during the considered period.

Although we conclude that some of the factors we discuss below are less likely than others to play a substantial role in explaining the growth of executive pay, the available evidence does not enable us to identify the exact contribution of the various factors we discuss. Our analysis, however, provides a framework for future study of this issue.

A. The Arm's-Length Bargaining Perspective

1. The Effect of the Bull Market on the Supply and Demand of Executives

Under the arm's-length bargaining model, compensation arrangements are the product of arm's-length transacting between executives selling managerial services and directors seeking to get the best deal for their shareholders. In such a market, the price can go up if (i) the value to companies of executives' services goes up (demand side), (ii) executives' reservation value (resulting in part from executives' outside options) goes up (supply side), or (iii) the job nature or requirements become more demanding or costly for executives.

Himmelberg and Hubbard (2000) and Hubbard (2005) suggest that, during a period of market booms, the demand for executives goes up and firms need to pay more in order to retain and hire executives. In the second half of the 1990's, it might be argued, executives of public companies were also attracted to opportunities in new technology start-ups, which added to the imbalance between supply and demand. In support of this argument, one could note the increase over time of the difference between pay to the executives of new economy firms (who could be the subject of especially intense demand) and to the executives of other companies. It is unclear, however, why demand-supply imbalances produced by booms should create permanent rather than transitory increases in pay levels. That would be the case only if the supply of executives cannot over time respond to the increased demand for them.

Another explanation that is based on the bull market was suggested recently by Spatt (2004). He suggests that the bull market increased the wealth of executives, which in turn increased their reservation wage by increasing the monetary amount needed to induce executives to work. This explanation assumes that the major choice of executives is between working and consuming leisure. This explanation might fit better to CEOs who are older, and perhaps less to younger CEOs with a lot of money. Thus, a prediction associated with this argument worthwhile checking is that, all else equal, the increase should be higher for older executives than to younger executives.

Another market equilibrium explanation related to the bull market is that during booms executives need to exert more effort and increased pay levels are needed to compensate them for the disutility involved in higher effort levels. It is not evident, however, that stock market booms require more effort on the part of executives. One could argue that bear market periods, when funding is more difficult to get and shareholders are less happy, require greater effort by managers and impose greater disutility on them.

2. Changes in Executive Mobility, Turnover, and Liability

Another market equilibrium explanation is based on the increased mobility of executives. During the past decade, hiring of CEOs from outside the firm has increased. It might be argued that, with more outside options, executives' bargaining positions have strengthened. However, the net effect that board willingness to shop outside the firm has on executives' bargaining positions is ambiguous. While firms' willingness to shop for top

outside executives has increased the number of options executives have, it has similarly increased the number of options firms have, and the latter effect could operate to strengthen directors' bargaining positions.

Another aspect of the market for executives that has changed is the somewhat increased incidence of executive firing. It might be suggested that compensation levels had to go up to compensate executives for the higher risk of being fired, and Hermalin (2004), Inderset and Mueller (2005), and Murphy and Zabochnik (2004) link the increase in CEO pay to the increase in CEO turnover. However, even though the incidence of executive firing increased a bit, the risk of being fired remained quite small, hardly one that needs to be made up by a sharp increase in pay. Moreover, the financial cost of being fired has been reduced by the common contractual provisions that practically guarantee large severance payments to fired executives and by the tendency of boards to accompany such contractual severance benefits with additional gratuitous goodbye payments (Bebchuk and Fried, chapters 7 and 11).⁵

3. Increases in Value of Outside Options

We have thus far discussed explanations that focus on the market for executives of public firms. Another type of market equilibrium explanation might focus on developments in other markets. In particular, during the examined period, the rewards in other types of positions to which executives of public companies could have switched might have increased, and such increases might have required public companies to increase executive pay to retain their executives. Exploring this issue fully is beyond the scope of this article, but a look at the data available from the Bureau of Labor Statistics suggests that compensation given to other high-level professionals increased at a significantly lower rate than executive compensation during the examined period.⁶

⁵ Another cost-based explanation for why pay after in recent years has not come back to the pre bull market levels is that after the corporate scandals, liability costs of managers have increased. However, the threat of personal legal liability remains quite limited for corporate managers (Black, Cheffins and Klausner (2004)). For one thing, officers and directors are often covered by insurance, and plaintiff lawyers have powerful incentives to settle their cases within the coverage provided by insurance. Accordingly, it is far from clear that the expected liability of managers require significant increases in compensation.

⁶ For example, the compensation to high-level lawyers increased during the period 1993-2003 by 15%, the compensation to high-level engineers increased by 18%, and compensation to high-level accountants increased by 3% (all figures are net of inflation).

It might also be suggested that public companies had to increase executive pay during the examined period in order to prevent managers from switching to closely held start-ups. Although such an option might have been available for some of the executives of public companies in the technology and new-economy areas, it is far from clear that it was readily available to most executives of other public firms. Moreover, this option was no longer particularly attractive after the burst of the bubble, and this explanation thus cannot explain why compensation remained at levels so much higher than in the beginning of the examined period.

4. Increased Option Use: The Loosening of Populist Constraints

Some prominent economists viewed compensation levels in the beginning of the 1990's—or at least the levels of equity-based compensation—as too low (Jensen and Murphy (1990a, 1990b)). In their view, shareholders would have been better off if equity-based compensation increased to provide high-powered incentives. Political and populist constraints discouraged boards from raising equity-based compensation to levels that could produce high payoffs in the event of success. Starting from this view, one could argue that the growing acceptance of incentive-based compensation among institutional investors has loosened the political constraints that kept equity-based compensation at an inefficiently low level in the beginning of the 1990's. Thus, it might be argued, the growing levels of compensation were a product of the ability of boards to serve shareholders better.

The movement in the direction of equity-based compensation is consistent with this argument. However, this explanation cannot account for the other ways in which pay has been changing during the considered period. In particular, the fact that cash compensation also increased during the period suggests that directors did not use equity-based compensation as a substitute for performance-insensitive cash compensation. Furthermore, it seems that equity-based compensation has not been designed in the most cost-effective way to provide a given level of incentives. Had boards used indexing or other means of reducing the windfalls involved in conventional options, avoided re-pricing, back-door re-pricing and reloading and limited executives' broad freedom to unload equity incentives, they would have been able to provide the same or better incentives at lower levels of equity-based compensation (Bebchuk and Fried, Chapters 11-14).

5. Increased Option Use and Director Misperceptions

The arm's-length bargaining model assumes that directors seek to serve shareholders well—not that they necessarily succeed in doing so. This model is thus consistent with failure by boards to serve shareholders due to honest misperceptions and human errors. Murphy (2002) and Hall and Murphy (2003) argue that the large use of options in the considered period, which accounts for much of the increase in compensation levels during this period, is due to directors' misperceiving the true costs to shareholders of option-based compensation.

Under Hall and Murphy's "perceived costs" hypothesis, boards have used conventional stock option plans because they failed to perceive the true economic cost to shareholders of such options. Because boards were able to grant such options without any cash outlay and without an accounting charge, Hall and Murphy suggest, boards perceived them as inexpensive if not free and therefore were overly willing to grant them.

This explanation raises several questions. First, it implies that members of compensation committees—most of whom are current or former executives or other individuals with business sophistication—have systematically failed to recognize that options are costly to shareholders. This explanation also raises the question of why compensation consultants, assuming they have not been under the influence of executives, have not educated boards about the costs of options. Furthermore, one could expect boards to become over time better aware of the costs of options to shareholders. However, despite substantial public discussion of the costs of options to shareholders, the growth in option use and compensation levels has continued throughout the examined period.

B. The Managerial Power Perspective

The managerial power perspective does not assume that directors seek to get the best deal for shareholders. Rather, directors are willing to go along with compensation arrangements more favorable to executives. How far executives and directors will stray from shareholder interests will depend on the market penalties and social costs that they will have to bear when adopting arrangements favorable to executives. Both market penalties and social cost depend on how such arrangements are perceived by relevant outsiders. Under the

managerial power model, changes in compensation levels can be expected when the constraints that executives and directors face change.

1. The Bull Market and the Outrage Constraint

Bebchuk and Fried (2004, chapter 5) argue that the stock market boom has increased the pay levels that are defensible and acceptable to outsiders without triggering significant outrage. Under this view, a rising stock market, which affects even the market caps of poorly performing companies, provides most firms with a convenient justification for substantial pay increases. Furthermore, investors and other outsiders are generally less bothered by excessive and distorted pay arrangements when markets are rising rapidly.

According to this explanation, the bull market of the 1990's—the biggest bull market since the Depression—weakens the outrage constraint, giving managers and boards more latitude to boost executive pay. Conversely, shareholders who have seen the value of their investments decline precipitously are more prone to scrutinize managerial behavior and less likely to be forgiving of what they perceive (correctly or incorrectly) to be managerial overreaching, which is consistent with the fact that pay did not continue to escalate during 2000-2002.

Like the market equilibrium explanations discussed above, this explanation predicts a general correlation over time between stock market levels and compensation levels. How one can disentangle which explanation underlies this correlation is an interesting question for future research.

2. The Bull Market and the Market for Corporate Control

A related explanation is that increases in market cap levels bring about an increase in the absolute amounts that executives can extract without triggering a control contest. Suppose that the market value of a firm can fall by a fixed percentage from its “full” value without triggering takeover bids. In such a case, the amount of private benefits that executives can extract will go up proportionately with increases in market capitalization.

A problem with this explanation, however, is that it assumes that the market for corporate control is the binding constraint on executive pay. Instead, however, because of the

costs of takeovers and management's power to use defensive tactics, the corporate control market does not appear to be the binding constraint. Compensation levels appear to fall substantially below the level that would be sufficient to trigger a hostile bid.

3. Increased Use of Equity-Based Compensation and the Outrage Constraint

In the early 1990's, institutional investors and federal regulators, with the support of financial economists, embraced the idea that performance-based compensation can serve shareholders by improving incentives. Bebchuk and Fried (2004, chapter 5) argue that outsiders' enthusiasm for incentive-based compensation provided executives and directors with opportunities to raise pay levels substantially in ways that would appear acceptable to outsiders.

Under this explanation, executives were able to take advantage of investors' enthusiasm for incentive-based compensation in several ways. First, they were able to obtain substantial additional option pay without having to bear a corresponding downward adjustment in cash compensation. Furthermore, executives used their influence to make the design of option plans advantageous to them. The use of conventional options, broad freedom to unload equity incentives and back-door repricing increased the amount and reduced the performance-sensitivity of option-based compensation, enabling executives to obtain much larger amounts of compensation than more cost-effective option plans would have provided.

In addition, because option compensation offers the possibility of improved incentives, the use of options made more defensible very large compensation amounts that would have triggered prohibitive outrage had they been solely in cash. While Apple CEO Steve Jobs was able to obtain an option package worth more than half a billion dollars, cash compensation of this magnitude is still inconceivable. Firms could have used better-designed option plans that would have provided the same incentives for significantly less cost. However, the large windfall elements of the option plans that firms did use were not sufficiently clear and transparent to make these plans blatantly unjustifiable. Thus, under this explanation, managers were able to get substantial increases in pay levels by using shareholders' interest in increasing the performance-sensitivity of pay and the fact that option pay is easier to defend and legitimize even when the pay is based on flawed schemes.

This explanation could be questioned by asking why risk-averse managers would not use their influence to get higher cash salaries rather than more options. A response might be that managers seeking to increase their pay during the 1990's did not have a choice between additional option compensation and additional cash compensation with the same expected value. Instead, outsiders' enthusiasm for equity-based compensation created an opportunity for managers to obtain additional option compensation without offsetting reductions in their cash compensation.

4. Changes in Entrenchment Levels

To the extent that the market for corporate control is a meaningful constraint on executives and directors, it might be suggested that this constraint weakened since the early 1990's. The adoption of state antitakeover statutes, the development of Delaware law permitting managers to use the "just say no" defense, and the adoption of firm-level antitakeover arrangements provided managers with more protection from hostile takeovers at the end of the considered period than the beginning (Bebchuk, Cohen and Ferrell (2004)). Executives and directors might have used the greater protection from takeovers to raise pay levels.

In addition, managers' greater ability to block acquisitions has been used as a justification for, and has made acceptable to shareholders, the use of golden parachutes and other arrangements that provide managers with large payments in the event of an acquisition. During the considered period, the incidence of firms with golden parachute arrangements increased considerably (Bebchuk, Cohen and Ferrell (2004)). This practice could also have contributed to the increase in compensation levels during this period.

In contrast to this explanation, Hall and Murphy (2003) rely on changes in governance arrangements during the considered period to argue that the managerial power model is inconsistent with the growth of pay during this period. In particular, they rely on the fact that the incidence of independent directors increased during the considered period.⁷ Assuming that increased use of independent directors reduces managerial power, Hall and Murphy suggest, the managerial power model should have predicted declines in pay rather than pay increases

⁷ For a study of the growing incidence of independent directors, see Chhaochharia and Grinstein (2004).

during the considered period. However, Bebchuk and Fried (2004, chapter 2) argue independent directors have been quite willing to go along with pay arrangements favorable to executives. In this view, the increased incidence of independent directors has been a less important development than the increased insulation of both executives and directors from hostile takeovers.

VI. CONCLUSION

This paper has considered the growth of executive compensation during 1993-2003. During this period, compensation increased considerably. The analysis indicates that the growth in pay levels has gone far beyond what could be explained by the changes in market cap and industry mix during the examined period. The growth of pay involved a substantial rise in the compensation paid to the executives of firms of a given market cap and industry classification. Although equity-based compensation has grown the most, its growth has not been accompanied by a reduction in cash compensation

The analysis has also highlighted the economic significance of the changes in compensation levels. During 2001-2003, the aggregate compensation paid to top-five executives of public firms amounted to \$92 billion and 10.3% of the aggregate corporate earnings of these firms. Thus, the potential costs of flawed compensation arrangements—if such flaws exist—could be quite meaningful for investors.

This paper has also examined alternative accounts of the causes for the growth in pay. Both the arm's-length model and the managerial power model of executive compensation provide insight into factors that could have contributed to the escalation of pay. The escalation of pay that we document cannot by itself resolve the debate concerning the extent to which managerial influence shapes the market for executive pay. The rise of pay, however, does increase the importance of this debate and the questions it raises. The stakes are large.

REFERENCES

- Aggarwal, Rajesh K., and Andrew A Samwick. 1999. "Executive Compensation, Strategic Competition, and Relative Performance Evaluation: Theory and Evidence." *Journal of Finance* 54: 1999-2043.
- Bebchuk, Lucian A., Alma Cohen, and Allen Ferrel. 2004. "What Matters in Corporate Governance?" Working Paper. Harvard University.
- Bebchuk, Lucian A., and Jesse M. Fried. 2003. "Executive Compensation as an Agency Problem." *Journal of Economic Perspectives* 17: 71–92.
- Bebchuk, Lucian A., and Jesse M. Fried. *Pay without Performance: The Unfulfilled Promise of Executive Compensation*, Harvard University Press, 2004.
- Black, Bernard, Brian Cheffins, and Michael Klausner, 2004, "Outside Directors Liability," Working Paper.
- Chhaochharia, Vidhi and Yaniv Grinstein. 2004. "The Changing Structure of U.S. Corporate Boards, 1997-2003". Working Paper. Cornell University.
- Core, John E., Wayne Guay, and David F. Larcker. 2003. "Executive Equity Compensation and Incentives: A Survey." *Economic Policy Review* 9: 27–50.
- Core, John E., Robert W. Holthausen, and David F. Larcker. 1999. "Corporate Governance, Chief Executive Officer Compensation, and Firm Performance." *Journal of Financial Economics* 51: 371-406.
- Crystal, Graef S. 1991. *In Search of Excess: The Overcompensation of American Executives*. New York: W. W. Norton.
- Cyert, Richard M., Sok-Hyon Kang, and Praveen Kumar. 2002. "Corporate Governance, Takeovers, and Top-Management Compensation: Theory and Evidence." *Management Science* 48: 453–469.
- Fama, Eugene, and Kenneth French, 1997, "Industry Costs of Equity," *Journal of Financial Economics*, 43, 153-193.

- Frydman, Carola and Raven Saks, "Historical Trends in Executive Compensation 1936-2002," mimeo, Harvard University, 2004.
- Hall, Brian J., and Kevin J. Murphy. 2003. "The Trouble with Stock Options." *Journal of Economic Perspective* 17: 49–70.
- Hermalin, Benjamin, 2004, Trends in Corporate Governance, *Journal of Finance*, forthcoming.
- Himmelberg, Charles P., and R. Glenn Hubbard. 2000. "Incentive Pay and the Market for CEOs: An Analysis of Pay for Performance Sensitivity." Working paper, Columbia University and the National Bureau of Economic Research.
- Hubbard, Glenn. 2005. "Pay without performance: a market equilibrium critique", *Journal of Corporation Law*, forthcoming.
- Inderst, Roman, and Holger M. Mueller. 2005. "Incentives for CEOs to Exist." Working Paper. New York University.
- Jensen, Michael C., and Kevin J. Murphy. 1990a. "CEO Incentives: It's Not How Much You Pay, but How." *Harvard Business Review* 68: 138–153.
- . 1990b. "Performance, Pay and Top-Management Incentives." *Journal of Political Economy* 98: 225–264.
- Jensen, Michael C., Kevin J. Murphy, and Eric G. Wruck, 2004, "Remuneration: Where We've Been, How We Got to Here, What are the Problems, and How to Fix Them." Working Paper. Harvard University and the European Corporate Governance Institute.
- Murphy, Kevin J. 1999. "Executive Compensation." In *Handbook of Labor Economics*, edited by Orley Ashenfelter and David Card. Vol. 3, bk. 2. New York: Elsevier.
- . 2002. "Explaining Executive Compensation: Managerial Power vs. the Perceived Cost of Stock Options." *University of Chicago Law Review* 69: 847–869.
- . 2003. "Stock Based Pay in New Economy Firms." *Journal of Accounting and Economics*, 34, 129-147.

----- and Jan Zabochnik, 2004, “Managerial Capital and the Market for CEOs, Working Paper, University of Southern California.

Spatt, Chester, 2004, “Executive Compensation and Contracting”, mimeo, U.S. Securities and Exchange Commission.