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CHROMCRAFT REVINGTON INC
Form DEF 14A
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SCHEDULE 14A

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

Filed by the Registrant [X]
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Check the appropriate box:

- Preliminary Proxy Statement
- CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY
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Chromcraft Revington, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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CHROMCRAFT REVINGTON, INC.
1100 NORTH WASHINGTON STREET
DELPHI, INDIANA 46923

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD TUESDAY, MAY 9, 2006

To the Stockholders of Chromcraft Revington, Inc.:

The annual meeting of stockholders of Chromcraft Revington, Inc. (the "Company") will be held on Tuesday, May 9, 2006 at 10:30 a.m., Indianapolis time, at the Conrad Hotel, 50 West Washington Street, Indianapolis, Indiana, for the following purposes:

1. To elect eight directors of the Company, each of whom will serve a term expiring at the 2007 annual meeting of stockholders and until his successor is duly elected and qualified.
2. To approve the 2006 Executive Incentive Plan of the Company.
3. To approve the amended and restated Directors' Stock Plan of the Company.

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4. To transact such other business as may properly come before the annual meeting of stockholders and any adjournment or postponement thereof.

The Board of Directors has fixed the close of business on March 10, 2006 as the record date for determining stockholders entitled to notice of and to vote at the annual meeting of stockholders.

Whether or not you plan to attend the annual meeting, you are urged to complete, date and sign the enclosed proxy and return it promptly in the envelope provided so that your shares are represented and voted at the annual meeting.

By Order of the Board of Directors,

Frank T. Kane
Vice President-Finance,
Chief Financial Officer
and Secretary

April 6, 2006

CHROMCRAFT REVINGTON, INC.
1100 NORTH WASHINGTON STREET
DELPHI, INDIANA 46923

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is furnished to the stockholders of Chromcraft Revington, Inc. (the "Company") in connection with the solicitation by the Board of Directors of the Company of proxies to be voted at the annual meeting of stockholders of the Company to be held on Tuesday, May 9, 2006 at 10:30 a.m., Indianapolis time, at the Conrad Hotel, 50 West Washington Street, Indianapolis, Indiana, and at any and all adjournments or postponements of the meeting. This proxy statement and accompanying form of proxy were first mailed to stockholders of the Company on or about April 6, 2006.

The cost of soliciting proxies will be borne by the Company. In addition to use of the mail, proxies may be solicited personally or by telephone by directors, officers and certain employees of the Company who will not be specially compensated for such solicitation. The Company also will request brokerage firms, nominees, custodians and fiduciaries to forward the proxy solicitation materials relating to the annual meeting to the beneficial owners of common stock and will reimburse such institutions for the cost of forwarding these materials.

Any stockholder giving a proxy has the right to revoke it at any time before the proxy is exercised. Revocation may be made by written notice delivered to the Secretary of the Company, by executing and delivering to the Company a proxy bearing a later date or by attending and voting in person at the annual meeting.

The shares represented by proxies received by the Company will be voted as instructed by the stockholders giving the proxies. In the absence of specific

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instructions, proxies will be voted as follows:

- FOR the election as directors of the eight persons named as nominees in this proxy statement, each of whom will serve for a term expiring at the 2007 annual meeting of stockholders and until his successor is duly elected and qualified;
- FOR the approval of the 2006 Executive Incentive Plan of the Company; and
- FOR the approval of the amended and restated Directors' Stock Plan of the Company.

If for any reason any director nominee named in this proxy statement becomes unable or unwilling to serve, the persons named as proxies in the accompanying form of proxy will have authority to vote for a substitute nominee should the Board of Directors determine to nominate another person. The accompanying form of proxy gives discretionary authority to the persons named as proxies to vote in accordance with the directions of the Board of Directors on any other matters that may properly come before the annual meeting.

The principal executive office of the Company is located at 1100 North Washington Street, Delphi, Indiana 46923.

VOTING SECURITIES

The Company has one class of capital stock outstanding consisting of common stock. The close of business on March 10, 2006 has been fixed as the record date (the "Record Date") for determining stockholders of the Company entitled to notice of and to vote at the annual meeting of stockholders and any adjournments or postponements thereof. On the Record Date, the Company had 6,147,276 shares of common stock outstanding and entitled to vote. There are no other outstanding securities of the Company entitled to vote.

Each share of common stock of the Company is entitled to one vote, exercisable in person or by proxy. The presence, in person or by proxy, of the holders of a majority of the outstanding shares of common stock is necessary to constitute a quorum in order for business to be conducted at the annual meeting. Shares voting, abstaining or withholding authority to vote on any matter at the annual meeting will be counted as present for purposes of determining a quorum. Assuming a quorum is present at the annual meeting, the election of directors will be determined by a plurality of the votes cast, and approval of the other items set forth in the Notice for this meeting as well as any other matters that may properly come before the meeting will be approved by the affirmative vote of the holders of at least a majority of the shares present, in person or by proxy, at the annual meeting.

Instructions on the accompanying proxy to withhold authority to vote for one or more of the director nominees will result in those nominees receiving fewer votes. In counting the votes with respect to the approval of the other items set forth in the Notice for this meeting as well as any other matters that may properly come before the meeting, abstentions will have the same effect as votes against the matter. Shares that are the subject of a broker non-vote will be deemed to be not voted.

Each participant in the Employee Stock Ownership Plan (the "ESOP") of the Company will receive a voting instruction card to use to provide voting instructions to First Bankers Trust Services, Inc., the trustee for the ESOP, for the shares allocated to the participant's account under the ESOP as of the Record Date. Voting instructions to the trustee should be completed, dated,

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signed and returned in the envelope provided by May 3, 2006. Voting instructions of individual participants will be kept confidential by the ESOP trustee and will not be disclosed to any director, officer or other person at the Company.

Unless the ESOP or the fiduciary duties of the ESOP trustee require otherwise, the trustee will vote (i) the shares allocated to participants' accounts under the ESOP in accordance with the instructions received in a timely manner from participants, and (ii) the shares that have not been allocated to participants' accounts in accordance with the directions of the Benefit Plans Administrative Committee of the Company (the "Benefits Committee"). If a participant does not return his or her voting instruction card in a timely manner or if the voting instruction card is returned unsigned or without indicating how the participant desires to vote, the Benefits Committee will direct the ESOP trustee how to vote the shares allocated to the participant's account.

Each participant in the Savings Plan of the Company will receive a voting instruction card to use to provide voting instructions to T. Rowe Price Trust Company, Inc., the trustee for the Savings Plan, for the shares credited to the participant's account under the Savings Plan as of the Record Date. Voting instructions to the trustee should be completed, dated, signed and returned in the envelope provided by May 3, 2006. Voting instructions of individual participants will be kept confidential by the Savings Plan trustee and will not be disclosed to any director, officer or other person at the Company.

Unless the Savings Plan or the fiduciary duties of the Savings Plan trustee require otherwise, the trustee will vote the shares credited to participants' accounts under the Savings Plan in accordance with

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the instructions received in a timely manner from participants. If a participant does not return his or her voting instruction card in a timely manner or if the voting instruction card is returned unsigned or without indicating how the participant desires to vote, the Benefits Committee will direct the Savings Plan trustee how to vote the shares credited to the participant's account.

The Benefits Committee is comprised of two members, namely Benjamin M. Anderson-Ray, who is the Company's Chairman and Chief Executive Officer, and Frank T. Kane, who is the Company's Vice President-Finance and Chief Financial Officer. The members of the Benefits Committee are appointed by the Board of Directors and may be changed by the Board at any time.

ITEM 1 - ELECTION OF DIRECTORS

The first item to be acted upon at the annual meeting of stockholders will be the election of eight directors of the Company, each of whom will serve a term expiring at the 2007 annual meeting of stockholders and until his successor is duly elected and qualified.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR THE ELECTION AS DIRECTORS OF EACH OF THE NOMINEES NAMED BELOW.

The Nominating and Corporate Governance Committee first considered and then recommended to the Board of Directors that each of the director nominees named in this proxy statement be nominated to serve as a director of the Company. The Board of Directors has accepted the recommendation of the Nominating and Corporate Governance Committee and has nominated these individuals to serve as directors of the Company.

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The Company expects each nominee for election as a director named in this proxy statement to be able to serve if elected. If any nominee is not able to serve, proxies will be voted in favor of the remainder of those nominated and may be voted for substitute nominees if selected by the Board of Directors, unless the Board chooses to reduce the number of directors of the Company. The persons named on the enclosed proxy intend to vote each proxy, if properly signed and returned, FOR the election of each of the eight director nominees identified in this proxy statement, unless indicated on the proxy that the stockholder's vote should be withheld from any or all of the nominees.

Set forth below are the name and age of each director nominee, his principal occupation and his directorships with other companies. All of the nominees currently are members of the Board of Directors of the Company.

BENJAMIN M. ANDERSON-RAY, age 51, was appointed to the Board of Directors and as Chief Executive Officer of the Company on June 22, 2005. He was named Chairman of the Board as of August 1, 2005. From 2004 to 2005, Mr. Anderson-Ray served as a Managing Partner of Spring Garden Corporate Advisors, Inc., an investment advisory firm serving the horticultural industry. He is also a co-founder and member of the board of directors of PALCO Systems, a medical equipment developer. From 2002 to 2004, he served as the Chief Executive Officer of Gravograph New Hermes Holdings, LLC, a manufacturer and marketer of equipment, software, consumables and related services in the durable marking industry. Prior to Gravograph, Mr. Anderson-Ray held various senior management positions, including President of the Global Business Group at Sunrise Medical, Inc., a durable medical equipment company. Earlier in his career, he held senior marketing, sales and general management positions at Newell Rubbermaid, Inc., Black & Decker Corporation and General Electric Company. Mr. Anderson-Ray is a member of the Company's Strategy Committee, which he chairs.

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RONALD H. BUTLER, age 56, is a director and the President and Chief Executive Officer of Pet Resorts, Inc., a privately-held company that builds premium pet boarding, daycare, pet training and grooming facilities. Previously, Mr. Butler served as the Chief Executive Officer of Three Dog Bakery, Inc., a manufacturer of pet foods. Mr. Butler also serves as a director of ARXX Building Products (Ontario, Canada) and has held senior management positions at various companies, including PETSMART and Payless Cashways, Inc. Mr. Butler has served as a director of the Company since 2004. He is a member of the Company's Compensation Committee, which he chairs, and Strategy Committee.

JOHN R. HESSE, age 72, was appointed to the Board of Directors on December 9, 2005. Mr. Hesse is the President of Spring Garden Corporate Advisors, Inc., an investment advisory firm serving the horticultural industry. From 1997 until 2002, Mr. Hesse served as the Chairman and Chief Executive Officer of International Garden Products, Inc., a consolidator of horticultural production companies. Mr. Hesse is a member of the Company's Audit Committee, Nominating and Corporate Governance Committee and Strategy Committee.

DAVID L. KOLB, age 67, served as the Chairman of the Board of Directors of Mohawk Industries, Inc., a worldwide producer and distributor of flooring products, from 1988 until his retirement in 2004 and as Chief Executive Officer from 1988 until 2000. From 1980 until 1988, Mr. Kolb served as the President of Mohawk Carpet Corporation. Mr. Kolb currently serves as a director of Mohawk Industries, Inc., Aaron Rents, Inc. and Paxar Corp. Aaron Rents, Inc. is a retailer specializing in the rental and sale of residential and office furniture, consumer electronics and home appliances and accessories. Paxar Corp.

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is a provider of identification and tracking solutions for retailers and apparel manufacturers. Mr. Kolb is a member of the Company's Compensation Committee. He has served as a director of the Company since 1992.

LARRY P. KUNZ, age 71, served as the President and Chief Operating Officer of Payless Cashways, Inc., a retailer of building materials and home improvement products, from 1986 until his retirement in 1993. Mr. Kunz is a member of the Company's Nominating and Corporate Governance Committee, which he chairs. He has served as a director of the Company since 1992.

THEODORE L. MULLETT, age 64, has been a management consultant since 1998. From 1965 until his retirement in 1998, Mr. Mullett was a certified public accountant with KPMG LLP and was a partner with that firm from 1973 until 1998. Mr. Mullett is a member of the Company's Audit Committee, which he chairs, and the Compensation Committee. He has served as a director of the Company since 2002.

CRAIG R. STOKELY, age 60, was appointed to the Board of Directors on December 9, 2005. Since 1992, Mr. Stokely has served as the President of The Stokely Partnership, Inc., a management consulting firm. Previously, he served as Senior Vice President of Corporate Development at Fellowes, Inc., a worldwide manufacturer of office products. Earlier in his career, Mr. Stokely held senior management positions with the LeeWards and Kenner Toy divisions of General Mills, Inc. Mr. Stokely currently serves as a director of Showingtime, Inc., a privately-held technology company serving the residential real estate industry. He is a member of the Company's Compensation Committee, Nominating and Corporate Governance Committee and Strategy Committee.

JOHN D. SWIFT, age 64, was appointed to the Board of Directors on December 9, 2005. Mr. Swift served as the Vice President-Finance and Chief Financial Officer of Mohawk Industries, Inc., a worldwide producer and distributor of flooring products, from 1987 until his retirement in 2004. Earlier in his career, he held various finance and accounting positions at General Electric Company and Firestone Tire and Rubber Company. Mr. Swift is a member of the Company's Audit Committee and Strategy Committee.

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ITEM 2 - APPROVAL OF THE COMPANY'S EXECUTIVE INCENTIVE PLAN

The second item to be acted upon at the annual meeting of stockholders will be the approval of the 2006 Executive Incentive Plan of the Company.

THE BOARD OF DIRECTORS RECOMMENDS VOTING FOR APPROVAL OF THE EXECUTIVE INCENTIVE PLAN

BACKGROUND

The Board of Directors of the Company approved a new Executive Incentive Plan effective as of January 1, 2006. The Board will submit the plan to stockholders for approval at the annual meeting of stockholders. Awards made under the Executive Incentive Plan are subject to stockholder approval of the plan.

If approved by stockholders, the new plan will supersede and replace the Company's existing Short Term Executive Incentive Plan and Long Term Executive Incentive Plan (both of which were approved by stockholders in 2002). The Board of Directors determined that it would be desirable to approve a new plan that will provide for long and short term awards under a single plan and that will

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provide the Compensation Committee with the flexibility to use various types of equity-based compensation awards.

The principal differences between the new Executive Incentive Plan and the current Long Term Executive Incentive Plan are that the new plan (i) allows the Compensation Committee to award long-term incentive compensation in the form of nonqualified stock options, stock appreciation rights, restricted stock or performance shares (payable in the discretion of the Committee 50% in stock options or shares and 50% in cash), whereas the current plan permits long-term awards to be paid only 50% in stock options and 50% in cash, and (ii) allows for a maximum aggregate of one million shares subject to stock options, stock appreciation rights, shares of restricted stock and performance shares, whereas the current plan's limit on the maximum number of awards is derived by virtue of the maximum number of stock options that may be issued under the Company's 1992 Stock Option Plan. The principal differences between the new Executive Incentive Plan and both the current Short Term and Long Term Executive Plans are that the new plan (i) provides for different business criteria upon which performance measures are based, (ii) provides for different limitations on maximum payouts of awards, and (iii) allows for the payment to a participant of excise and certain other taxes relating to an excess parachute payment.

In addition to granting stock options under the new plan, stock options may continue to be granted under the Company's 1992 Stock Option Plan (as amended and restated effective March 15, 2002) until the maximum number of shares under the 1992 Stock Option Plan has been issued. As of the date of this proxy statement, there are 265,543 shares available for issuance pursuant to stock options under the 1992 plan.

If stockholders approve the new Executive Incentive Plan, no new awards will be made under the Short Term Executive Incentive Plan or the Long Term Executive Incentive Plan. All outstanding awards (whether vested or unvested) under these plans, however, will remain valid, outstanding and subject to the terms and conditions of these plans. If stockholders do not approve the new Executive Incentive Plan, then awards will continue to be made under the Short Term Executive Incentive Plan and the Long Term Executive Incentive Plan.

The purposes of the new Executive Incentive Plan are (i) to provide key employees of the Company and its affiliates with an incentive for making outstanding contributions to the financial success

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of the Company and its affiliates, (b) to provide key employees with an incentive to achieve certain short-term objectives of the Company and its affiliates, (c) to promote the long-term financial success of the Company and its affiliates by further aligning the interests of key employees with the interests of the Company's stockholders, and (d) to provide the Company with an ability to attract, motivate and retain the services of key employees who make significant contributions to the financial success of the Company and upon whose judgment, initiative, effort and performance the successful conduct of the Company's business is largely dependent.

The Executive Incentive Plan also is intended to provide performance-based compensation to certain key employees within the meaning of Section 162(m) of the Internal Revenue Code ("Code Section 162(m)"). Code Section 162(m) and the regulations under this section place a \$1,000,000 limit on the federal income tax deduction that may be taken by the Company for compensation paid to its chief executive officer and each of its four other most highly compensated officers (these five individuals are referred to as covered employees).

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Compensation that is performance-based, however, is not subject to this tax deduction limitation. In general, compensation is treated as performance-based if it is payable on the attainment of objective performance goals established in advance by a committee of outside directors and the material terms of the plan under which the compensation is paid are disclosed to and approved by stockholders.

Accordingly, stockholders are being asked to approve this plan so that awards under the plan will not be subject to the federal income tax deduction limit described above.

A summary of the material terms of the Executive Incentive Plan is set forth below. A copy of the plan is attached as Appendix A to this proxy statement, and the summary below is qualified in its entirety by reference to this Appendix.

SUMMARY OF MATERIAL PROVISIONS OF THE EXECUTIVE INCENTIVE PLAN

Eligibility. Any current or future officer or key employee of the Company or any of its affiliates designated by the Compensation Committee of the Board of Directors is eligible to participate in the Executive Incentive Plan and to receive an award under the plan.

No employee will have the right to be selected to be a participant in the plan, to receive an award under the plan or, after having been selected to be a participant for a particular performance period, to be selected to be a participant for another performance period or to receive any future awards (whether or not on the same terms and conditions or with similar performance measures or otherwise). In addition, participation in the plan will not confer upon any participant any right to continued employment by the Company or any of its affiliates and will not interfere with or affect in any way the right of the Company or an affiliate to terminate any participant's employment at any time or to change the terms and conditions of such employment unless expressly provided otherwise in a written employment agreement between the participant and the Company or an affiliate.

Types of Awards. The Executive Incentive Plan permits the award of nonqualified stock options, stock appreciation rights, restricted stock, performance shares and cash. Awards under the plan will be subject to performance measures, continued service with the Company or an affiliate and/or other criteria established by the Compensation Committee.

Maximum Number of Shares Subject to the Plan. Subject to certain adjustments, a maximum aggregate of one million shares subject to nonqualified stock options, stock appreciation rights, shares of restricted stock and performance shares may be granted under the plan. If an equity-based award does not vest or is not earned and is forfeited, the shares subject to that award will be available for new grants

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under the plan. The one million shares available under the new plan are in addition to the 265,543 options available for grant under the Company's 1992 Stock Option Plan.

Performance Measures. The Compensation Committee will determine the performance measures (if applicable) with respect to an award for each participant and for each performance period. The performance measures will be based on business criteria against which a participant's performance will be

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measured to determine whether a cash award will be earned or an equity-based award will vest or become earned or exercisable. These business criteria will consist of one or more of the following as they relate to the Company or one of its affiliates:

- (i) earnings before interest and taxes;
- (ii) earnings before interest, taxes, depreciation and amortization;
- (iii) earnings before interest, taxes, depreciation and amortization and non-cash ESOP compensation expenses;
- (iv) return on net assets;
- (v) return on equity;
- (vi) return on invested capital;
- (vii) sales or revenues;
- (viii) net income;
- (ix) earnings per share on a diluted basis; and
- (x) such other measures, metrics or strategic actions as may be determined by the Compensation Committee that will apply to a participant who is not a covered employee.

The Compensation Committee is not required to establish performance measures for all awards under the new Executive Incentive Plan but must establish performance measures based on one or more of the above criteria for awards intended to qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code.

The performance measures also will include an award rate and will provide for a targeted level or levels of achievement relating to one or more of the foregoing business criteria. Performance measures will have "threshold," "target" and "maximum" levels. The performance measures may differ among participants, awards and performance periods. Achievement of the performance measures will be determined based upon the audited financial statements of the Company prepared in accordance with generally accepted accounting principles (or as may otherwise be determined by the Board of Directors) and may exclude any one-time, non-recurring charges or credits as determined by the Board of Directors or the Compensation Committee.

Performance Periods. The Compensation Committee will determine the performance periods within which a participant must achieve the applicable performance measures. With respect to equity-based awards, the performance periods normally will consist of three year periods. Cash awards normally will involve performance periods of one year.

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Limitations on Awards. Potential awards will be based upon (i) the extent to which the participant has met or exceeded the performance measures for the applicable performance period and/or satisfied continued service requirements with the Company or an affiliate or other requirements, and (ii) the participant's position at the Company or one of its affiliates. In addition, the following limitations will apply to awards under the plan:

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- (i) The maximum amount of all cash awards paid under the plan to any one participant in any fiscal year will not exceed (a) with respect to each officer of the Company, the lesser of two times such officer's base salary paid in the fiscal year prior to the year in which the award is paid or \$850,000, and (b) with respect to each other participant, the lesser of such participant's base salary paid in the fiscal year prior to the year in which the award is paid or \$300,000;
- (ii) The maximum amount of all equity-based awards granted under the plan to any one participant in any fiscal year for performance periods in excess of one year will not exceed (i) with respect to each officer of the Company, the lesser of two times such officer's base salary paid in the fiscal year prior to the year in which the award is granted or \$850,000 (except that the maximum amount of equity-based awards that may be granted to Mr. Anderson-Ray in 2006 will be \$850,000), and (ii) with respect to each other participant, the lesser of such participant's base salary paid in the fiscal year prior to the year in which the award is granted or \$300,000;
- (iii) In the event any award exceeds either or both of the above limitations, then the Compensation Committee will adjust and reduce the dollar value of the award to the applicable limitation in such amounts and on such basis as the Committee, in its sole discretion, deems appropriate; and
- (iv) The amount of an equity-based award will be determined based upon the fair market value of a share of Company common stock on the date that the award is granted to the participant.

The base salaries paid to the executive officers of the Company are set forth in the Summary Compensation Table appearing on page 21 of this proxy statement and will be set forth in future proxy statements relating to each annual meeting of stockholders of the Company.

Payment of Awards. After a cash award has vested or been earned, the award will be paid within ninety days following the end of the applicable performance period. After an equity-based award has vested or been earned, the award will be paid, issued or become exercisable on the day following the date on which the award has vested or been earned. All awards will be paid net of any applicable tax withholding obligations. The Committee may, in its discretion, determine to pay one-half of any equity-based awards in cash.

Administration. The Compensation Committee will administer the Executive Incentive Plan. The Board of Directors intends the Compensation Committee to be comprised solely of directors who are (i) independent under the director independence requirements of the principal securities exchange or market on which shares of the Company's common stock are traded, (ii) non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934, and (iii) outside directors for purposes of Code Section 162(m). Failure of the Committee to be comprised in this manner will not result in the cancellation, termination or lapse of any award.

The Compensation Committee will have full power and discretion to determine the amounts, sizes, types, vesting requirements, restrictions, pay-outs, exercise or other prices and all other attributes of awards under the plan; determine the performance measures, performance periods, award rates and all

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other targets, terms and conditions of awards in a manner consistent with the plan; amend or modify the plan subject to limitations imposed by applicable law and the plan; interpret the plan and all award or other agreements entered into under the plan; establish, amend or waive rules and regulations for the plan's administration; and make all other determinations which may be necessary or advisable for the administration of the plan. All determinations of the Committee will be final. The material actions of the Committee with respect to the administration of the plan will be presented to the Board of Directors for ratification or confirmation before such actions are taken or implemented.

Termination of Employment. If a participant's employment with the Company or one of its affiliates is terminated due to voluntary resignation or if the participant's employment is terminated by the Company or an affiliate without cause, the all unvested or unearned awards will be forfeited, but all vested or earned awards will be paid to or exercisable by the participant in accordance with the applicable award agreement. If a participant's employment with the Company or one of its affiliates is terminated with cause, then all vested or earned but unexercised or unpaid awards, and all outstanding and unvested or unearned awards, will be forfeited.

If a participant's employment is terminated due to death or disability, then all unvested or unearned awards will be paid, earned or exercisable (i) on a prorated basis based on the length of time the participant was employed by the Company or an affiliate during the applicable performance period, and (ii) only if the performance measures and other targets, metrics, measures, terms and conditions to which the award relates are ultimately satisfied or fulfilled. In the case of a participant's retirement on or after attaining age 65, the participant's awards will be treated in the same manner as if he or she had died or become disabled, unless the participant's retirement occurs during the first six months of a performance period, in which case all awards will be forfeited.

Change in Control. Upon a change in control of the Company and unless provided otherwise in a participant's employment or award agreement, (i) a participant's unearned or unvested equity-based awards will be treated as earned or exercisable at the target award rate immediately prior to the effectiveness of the change in control, and (ii) a participant's unearned cash awards will be treated as earned at the target award rate immediately prior to the effectiveness of the change in control on a prorated basis based on the ratio that the number of days in the performance period bears to the total number of days in the performance period.

Excess Parachute Payments. If a participant incurs an excise tax with respect to any payment under the plan that constitutes an excess parachute payment under Section 280G of the Internal Revenue Code, then the payment will be grossed up in an amount equal to the excise tax on the excess parachute payment plus the income and employment taxes on the gross up amount. The effect of this is that the participant will receive a payment under the plan as if Section 280G had not been applicable. The participant will be responsible for paying all income and employment taxes on all vested or earned awards under the plan and any excess parachute payments.

Amendment and Termination. Subject to the terms of the plan and applicable law, the Board of Directors or the Compensation Committee may amend, terminate, discontinue or suspend the plan at any time. In addition, the Compensation Committee may make adjustments to awards, award rates, performance measures, performance periods and other terms and conditions of the plan but may not, without the consent of the participant to whom an award has been made, make any alteration that would adversely affect the award. The total number of awards that may be granted under the plan may not be increased without prior stockholder approval.

Transferability. Certain awards are transferable to a limited extent to a participant's family members or a family trust or partnership, as well as by the participant's will or the laws of descent and distribution. No award, however, can be otherwise transferred, assigned or pledged nor can a lien, security interest, option or right to acquire be placed on an award.

Deferral of Payments. Participants are not permitted to defer the receipt of the payment of cash awards that have been earned unless the Compensation Committee should determine in the future to allow deferrals to occur.

SUMMARY OF TAX TREATMENT OF AWARDS

Nonqualified Stock Options. A nonqualified stock option results in no taxable income to the optionee or deduction to the Company at the time it is granted. An optionee exercising such an option will, at that time, recognize taxable compensation in the amount of the difference between the exercise price and the then fair market value of the shares. Subject to the applicable provisions of the Internal Revenue Code, a deduction for federal income tax purposes will be allowable to the Company in the year of exercise in an amount equal to the taxable compensation recognized by the optionee.

If, however, a nonqualified stock option is exercised by tendering previously owned shares of the Company's common stock in payment of the exercise price, then the optionee will recognize compensation income equal to the fair market value on the date of exercise of the total number of shares subject to the option less the fair market value on the date of exercise of the shares tendered in payment of the exercise price.

Stock Appreciation Rights. Generally, the recipient of a stand-alone stock appreciation right will not recognize taxable income at the time the stand-alone stock appreciation right is granted. If an employee receives the appreciation inherent in the stock appreciation right in cash, the cash will be taxed as compensation income to the employee at the time it is received. If the appreciation is paid in the form of the Company's common stock, the fair market value of the shares will also be taxed as compensation income to the employee at the time it is received. In general, there will be no federal income tax deduction allowed to the Company upon the grant or termination of stock appreciation rights. However, upon the settlement of a stock appreciation right, the Company will be entitled to a deduction equal to the amount of compensation income the recipient is required to recognize as a result of the settlement.

Restricted Stock, Performance Shares and Cash. Restricted stock is generally taxed as compensation income at the time the restrictions imposed on the shares lapse, unless the recipient elects to be taxed on the value of the shares as of the date of grant. Performance shares and cash awards are generally taxed as compensation income to the participant at the time of payment. In each of the foregoing cases, the Company will generally be entitled to a corresponding federal income tax deduction at the same time the participant recognizes the compensation income.

Section 162(m) of the Internal Revenue Code. Compensation of persons who are "covered employees" of the Company (the Chief Executive Officer and the four next most highly compensated officers of the Company) is subject to the tax deduction limits of Section 162(m) of the Internal Revenue Code. Awards that qualify as "performance-based compensation" are exempt from Section 162(m), thus allowing the Company the full federal tax deduction otherwise permitted for such compensation. If approved by the Company's stockholders, the new Executive Incentive Plan will enable the Compensation Committee to grant awards that will be exempt from the deduction limits of Section 162(m).

EXECUTIVE INCENTIVE PLAN BENEFITS

The future benefits to be received by any individual or group of individuals under the plan are not determinable at this time and will depend on future financial performance of the Company and its affiliates.

ITEM 3 - APPROVAL OF THE AMENDED AND RESTATED
DIRECTORS' STOCK PLAN

The third item to be acted upon at the annual meeting of stockholders will be the approval of the amended and restated Directors' Stock Plan of the Company.

THE BOARD OF DIRECTORS RECOMMENDS VOTING "FOR" APPROVAL OF THE
AMENDED AND RESTATED DIRECTORS' STOCK PLAN

BACKGROUND

The Directors' Stock Option Plan of the Company was approved by the Board of Directors and the stockholders effective as of January 1, 2002. The Board has approved several amendments to the plan effective as of December 1, 2005 and will submit the plan, as amended and restated, to stockholders for approval at the 2006 annual meeting of stockholders. Any awards made under the amended and restated plan are subject to stockholder approval of the plan.

The three principal changes to the Directors' Stock Option Plan are to (i) rename the plan as the Directors' Stock Plan, (ii) increase the number of shares subject to the plan from 75,000 to 150,000 shares, and (iii) permit grants of restricted stock in addition to nonqualified stock options already authorized by the plan. The amended and restated plan is designed to promote the interests of the Company and its stockholders through the granting of shares of common stock subject to a vesting schedule or options to acquire shares of Company common stock to non-employee directors, and thereby continuing to encourage their focus on enhancing long-term stockholder value of the Company.

A summary of the material terms of the amended and restated Directors' Stock Plan is set forth below. A copy of the plan is attached as Appendix B to this proxy statement, and the summary below is qualified in its entirety by reference to this Appendix.

SUMMARY OF MATERIAL PROVISIONS OF THE DIRECTORS' STOCK PLAN

Eligibility. All non-employee directors are eligible to receive grants of restricted stock or stock options under the Directors' Stock Plan.

Grants under the Plan. Only shares of restricted common stock and options to purchase shares of common stock of the Company are permitted to be granted under the plan. Each non-employee director will receive an award of either 3,000 shares of restricted common stock or an option to purchase 10,000 shares of common stock at the time he or she is first elected or appointed to the Board of Directors. Thereafter, each non-employee director will receive an award of either 800 shares of restricted common stock or an option to purchase 2,500 shares of common stock on the day following his or her re-election at an annual meeting of stockholders. The Compensation Committee will determine whether the awards will be made in restricted stock, in stock options or in a combination thereof.

With respect to stock options, only nonqualified stock options will be awarded under the plan. A nonqualified stock option is an option that does not meet the requirements of Section 422 of the Internal Revenue Code applicable to incentive stock options.

No restricted stock or options will be granted under the plan after December 1, 2016.

Vesting. Shares of restricted common stock granted to directors under the plan will vest one year following the date of grant of the shares. Stock options granted to directors under the plan will vest and be exercisable immediately at the time of the grant. The awards of restricted stock will vest immediately upon the death or disability of a director or immediately prior to a change in control of the Company.

Shares Subject to the Plan. Subject to certain adjustments, a maximum of 150,000 shares of common stock is available for issuance under the amended and restated plan. If restricted stock does not vest or if an option expires or terminates without being exercised in full, the shares subject to that award will be available for new grants under the plan.

Certain Option Provisions. The exercise price of all options will be not less than 100% of the fair market value (as defined in the amended and restated plan) of the shares on the day the option is granted. All options will be exercisable for a period of up to 10 years. If a director ceases to be a director for any reason other than his death or disability, the option will expire 90 days following the date the director is no longer serving as such, unless the option would expire earlier under its terms. In the case of a director's death or disability, the option will expire one year from the date his status as a director terminates, unless the option would expire earlier under its terms.

Administration. The Compensation Committee will administer the Directors' Stock Plan. The Committee will interpret the plan and all award or other agreements entered into under the plan; establish, amend or waive rules and regulations for the plan's administration; and make all other determinations which may be necessary or advisable for the administration of the plan.

The Board of Directors intends the Compensation Committee to be comprised solely of directors who are (i) independent under the director independence requirements of the principal securities exchange or market on which the Shares are traded, and (ii) non-employee directors under Rule 16b-3 of the Securities Exchange Act of 1934. Failure of the Committee to be comprised in this manner will not result in the cancellation, termination, expiration or lapse of any award.

Amendment and Termination. Subject to the terms of the plan and applicable law, the Board of Directors may amend, terminate, discontinue or suspend the plan at any time but may not, without the consent of a director to whom an award of restricted stock or options has been granted, make any alteration that would adversely affect the award. The Board of Directors has the authority to amend the plan to change the number of shares of restricted stock or the number of stock options that may be awarded upon the initial election or annual re-election as a director. The total number of shares that may be granted under the plan, however, may not be increased without prior stockholder approval.

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Transferability. Certain awards are transferable to a limited extent to a director's family members or a family trust or partnership, as well as by the director's will or the laws of descent and distribution. No award, however, can be otherwise transferred, assigned or pledged nor can a lien, security interest, option or right to acquire be placed on an award.

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SUMMARY OF TAX TREATMENT OF AWARDS

For a discussion of the tax treatment of restricted stock and nonqualified stock option awards under the plan, see the discussion of these awards under Item 2 above on page 10.

PLAN BENEFITS

The future benefits to be received by any individual or group of individuals under the plan are not determinable at this time.

EXECUTIVE OFFICERS OF THE COMPANY

Benjamin M. Anderson-Ray and Frank T. Kane are the only executive officers of the Company, and each serves a term of office of one year and until his successor is duly elected and qualified.

BENJAMIN M. ANDERSON-RAY, age 51, has served as the Chief Executive Officer of the Company since June, 2005 and as its Chairman of the Board since August, 2005.

FRANK T. KANE, age 52, has served as the Vice President-Finance, Chief Financial Officer, Secretary and Treasurer of the Company since its organization in 1992.

STOCK OWNERSHIP INFORMATION

OWNERS OF MORE THAN FIVE PERCENT OF COMMON STOCK

The stockholders listed in the following table are known by management to beneficially own more than 5% of the outstanding shares of the Company's common stock as of the Record Date.

NAME AND ADDRESS OF BENEFICIAL OWNER -----	NUMBER OF SHARES BENEFICIALLY OWNED -----	PERCENT OF COMMON STOCK -----
Chromcraft Revington Employee Stock Ownership Plan Trust (1) 1100 North Washington Street Delphi, Indiana 46923	1,982,764	32.3%
FMR Corp. (2) 82 Devonshire Street Boston, Massachusetts 02109	957,300	15.6%
T. Rowe Price Associates, Inc. (3) 100 East Pratt Street Baltimore, Maryland 21202	555,400	9.0%

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Royce & Associates, LLC (4) 1414 Avenue of the Americas New York, New York 10019	419,700	6.8%
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Daniel Zeff (5) c/o Zeff Holding Company, LLC 50 California Street, Suite 1500 San Francisco, California 94111	389,295	6.3%
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- (1) Unless the trust or the fiduciary duties of the trustee require otherwise, the trustee of the ESOP trust will vote (i) the shares allocated to participants' accounts under the ESOP in accordance with the instructions received in a timely manner from participants, and (ii) the shares that have not been allocated to participants' accounts in accordance with the directions of the Benefits Committee. Any shares allocated to a participant's account for which the trustee has not received voting instructions in a timely manner will be voted by the trustee in accordance with the directions of the Benefits Committee. The Benefits Committee consists of Benjamin M. Anderson-Ray, Chairman and Chief Executive Officer of the Company, and Frank T. Kane, Vice President-Finance and Chief Financial Officer of the Company. The members of the Benefits Committee are appointed by the Board of Directors and can be changed by the Board at any time.
 - (2) Based solely on information provided by FMR Corp. in a Schedule 13G filed with the Securities and Exchange Commission on May 10, 2002. Included as reporting persons in the Schedule 13G are FMR Corp., Edward C. Johnson 3d, Chairman of FMR Corp., and Abigail P. Johnson, a director of FMR Corp. The reporting persons have sole power to dispose of 957,300 shares. Fidelity Management & Research Company, a wholly-owned subsidiary of FMR Corp., also is reported as a beneficial owner of the 957,300 shares.
 - (3) Based solely on information provided by T. Rowe Price Associates, Inc. ("Price Associates") in a Schedule 13G filed with the Securities and Exchange Commission on February 14, 2006. These securities are owned by T. Rowe Price Small-Cap Value Fund, Inc., which owns 555,400 shares, representing 9.0% of the outstanding shares of common stock, and which Price Associates serves as investment advisor with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities. However, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities.
 - (4) Based solely on information provided by Royce & Associates, LLC in a Schedule 13G filed with the Securities and Exchange Commission on January 12, 2006. Royce & Associates, LLC is the only reporting person identified in the Schedule 13G and it has sole power to vote and dispose of 419,700 shares.
 - (5) Based solely on information provided by Mr. Zeff in a Schedule 13G filed

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with the Securities and Exchange Commission on February 9, 2006. Mr. Zeff is the only reporting person identified in the Schedule 13G and he has sole power to vote and dispose of 389,295 shares.

The ESOP trust, which forms a part of the ESOP, initially purchased 2,000,000 shares of common stock of the Company in 2002. Under a term loan and security agreement, the Company loaned \$20,000,000 to the ESOP trust to finance the ESOP trust's purchase of the stock. Under the term loan and security agreement, the ESOP trust will repay the loan to the Company over a 30-year term at a fixed

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rate of interest of 5.48% per annum and pledges the shares of common stock owned by it to the Company as security for repayment of its obligations thereunder.

STOCK OWNERSHIP OF DIRECTORS AND EXECUTIVE OFFICERS

The following table shows the number of shares of common stock of the Company beneficially owned as of the Record Date by each director and executive officer of the Company, as well as the number of shares beneficially owned by all directors and executive officers as a group.

NAME OF PERSON	NUMBER OF SHARES BENEFICIALLY OWNED (1)	PERCENT OF COMMON STOCK
Benjamin M. Anderson-Ray	42,000 (2)	*
Ronald H. Butler	12,500	*
John R. Hesse	10,000	*
Frank T. Kane	142,528 (3)	2.3%
David L. Kolb	28,500	*
Larry P. Kunz	16,500	*
Theodore L. Mullett	17,700	*
Craig R. Stokely	10,000	*
John D. Swift	10,000	*
Directors and Executive Officers as a Group (9 Persons)	289,728	4.5%

* Represents less than 1% of the outstanding common stock of the Company.

(1) Includes 224,362 shares which directors and executive officers have the right to acquire pursuant to stock options exercisable within sixty days of the Record Date as follows: Benjamin M. Anderson-Ray, -0-; Ronald H. Butler, 12,500; John R. Hesse, 10,000; Frank T. Kane, 139,362; David L. Kolb, 12,500; Larry P. Kunz, 12,500; Theodore L. Mullett, 17,500; Craig R. Stokely, 10,000; and John D. Swift, 10,000.

(2) Includes 28,000 shares of restricted common stock of the Company. One-half of these shares will vest on December 31, 2006 and December 31, 2007, respectively, if Mr. Anderson-Ray is employed by the Company under his employment agreement on these dates.

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- (3) Includes 200 shares held directly by Mr. Kane, 1,324 shares and 1,642 shares held for the benefit of Mr. Kane under the Chromcraft Revington Savings Plan and the Chromcraft Revington Employee Stock Ownership Plan, respectively, and 139,362 shares subject to options to purchase common stock of the Company.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Under the federal securities laws, the Company's directors and executive officers, and any persons beneficially owning more than 10% of the Company's common stock, are required to report their initial ownership of the Company's common stock and any subsequent changes in that ownership to the Securities and Exchange Commission. Specific due dates for these reports have been established by the

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Securities and Exchange Commission, and the Company is required to disclose in this proxy statement any failure to file timely the required reports by directors, executive officers and 10% stockholders of the Company. During 2005, no director or executive officer was late in filing the required reports with the Securities and Exchange Commission. In making this disclosure, the Company has relied solely upon written representations of directors and executive officers of the Company and copies of reports that those persons have filed with the Securities and Exchange Commission and provided to the Company.

CERTAIN STOCK REPURCHASES BY THE COMPANY

The Company repurchased 65,987 shares of its common stock in 2005.

CORPORATE GOVERNANCE AND BOARD MATTERS

INDEPENDENCE AND GOVERNANCE

The Board of Directors has determined that each of the directors standing for re-election at the 2006 annual meeting, with the exception of Mr. Anderson-Ray, has no material relationship with the Company that would interfere with the exercise of his independent judgment and, accordingly, is independent under the Company's director independence standards. Mr. Anderson-Ray is not independent because he serves as the Chairman and Chief Executive Officer of the Company. The Company's director independence standards are the same as the director independence criteria adopted by the American Stock Exchange as set forth in Section 121 of the Exchange's Company Guide.

The Board of Directors has adopted a Code of Ethics applicable to its chief executive officer and senior financial managers, a Code of Business Conduct and Ethics applicable to its directors, officers and employees and a set of Corporate Governance Guidelines. Copies of these items are available, without charge, upon request in writing to Mr. Frank T. Kane, Corporate Secretary, Chromcraft Revington, Inc., at 1100 North Washington Street, Delphi, Indiana 46923, or by telephone at (765) 564-3500.

BOARD COMMITTEES

The Board of Directors has four committees: the Audit Committee, the Compensation Committee, the Nominating and Corporate Governance Committee and the Strategy Committee. All members of each of the Committees are non-employee directors who are independent under the criteria adopted by the American Stock Exchange, other than Mr. Anderson-Ray who is a member of and chairs the Strategy

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Committee.

Audit Committee. The members of the Audit Committee are Messrs. Mullett (Chairman), Hesse and Swift. The committee held four meetings in 2005. As specified in its charter, the Audit Committee's primary objectives are to assist the Board of Directors in its oversight of (i) the integrity of the financial statements of the Company, (ii) the qualifications and independence of the Company's independent auditors, (iii) the performance of the Company's internal audit function, and (iv) the Company's compliance with applicable legal and regulatory requirements. The Audit Committee's charter was attached to the Company's proxy statement relating to the 2004 annual meeting of stockholders and is available upon written request to the Secretary of the Company.

In addition, among other responsibilities, the Audit Committee appoints, oversees the performance of and approves the fees of the Company's independent auditors; reviews and discusses with management and the independent auditors the Company's annual audited and quarterly financial statements; reviews with management and the independent auditors the adequacy and effectiveness of the Company's internal controls; discusses with management the Company's major financial risk exposures;

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assures that the Company maintains an internal audit function; reviews and recommends any changes to the Company's Code of Ethics applicable to its chief executive officer and senior financial managers; annually reviews the Audit Committee's charter and evaluates the Committee's performance; and prepares the Audit Committee report for inclusion in the Company's annual meeting proxy statement.

The report of the Audit Committee is included in this proxy statement beginning on page 29.

Compensation Committee. The members of the Compensation Committee are Messrs. Butler (Chairman), Kolb, Mullett and Stokely. The committee held five meetings in 2005. As specified in its charter, the Compensation Committee's primary objective is to assist the Board of Directors in fulfilling its responsibilities relating to the compensation of the executive officers of the Company. The Compensation Committee's charter was attached to the Company's proxy statement relating to the 2004 annual meeting of stockholders and is available upon written request to the Secretary of the Company.

In addition, among other responsibilities, the Compensation Committee determines the compensation of the Company's chief executive officer and other executive officers; reviews and approves the Company's goals and objectives relevant to compensation of the chief executive officer; develops the philosophies, policies and practices relating to compensation and benefits for executive management of the Company and its subsidiaries; administers the Company's stock option plans for key employees and directors; administers the Company's executive incentive plans; reviews and makes recommendations to the Board of Directors regarding any employment agreements for executive management of the Company and its subsidiaries; reviews and makes recommendations to the Board of Directors regarding director compensation; approves a succession plan developed by management for the Company's chief executive officer and other executive officers; annually reviews the Compensation Committee's charter and evaluates the Committee's performance; and prepares the Compensation Committee report for inclusion in the Company's annual meeting proxy statement.

The report of the Compensation Committee is included in this proxy

statement beginning on page 26.

Nominating and Corporate Governance Committee. The members of the Nominating and Corporate Governance Committee are Messrs. Kunz (Chairman), Stokely and Hesse. The committee met two times in 2005. As specified in its charter, the primary objectives of the Nominating and Corporate Governance Committee are to assist the Board of Directors by (i) identifying individuals who are qualified to serve as directors of the Company, (ii) recommending to the Board the director nominees for election at each annual meeting of stockholders, (iii) recommending to the Board any matters relating to the structure, authority and membership of the Board's committees, (iv) developing and recommending to the Board a set of Corporate Governance Guidelines applicable to the Company, and (v) overseeing the evaluation of the Board of Directors. The Nominating and Corporate Governance Committee's charter was attached to the Company's proxy statement relating to the 2004 annual meeting of stockholders and is available upon written request to the Secretary of the Company.

In addition, among other responsibilities, the Nominating and Corporate Governance Committee reviews possible candidates for election to the Company's Board of Directors; determines the qualifications that the Committee will consider when evaluating potential director nominees; reviews and recommends to the Board of Directors any changes in the Company's Code of Business Conduct and Ethics for its directors, officers and employees and its Corporate Governance Guidelines; oversees the evaluations of executive management of the Company; and annually reviews the Nominating and Corporate Governance Committee's charter and evaluates the committee's performance.

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Strategy Committee. The members of the Strategy Committee are Messrs. Anderson-Ray (Chairman), Butler, Hesse, Stokely and Swift. The primary responsibility of the committee is to assist senior management with overall corporate strategy of the Company.

BOARD MEETINGS

The Board of Directors held ten meetings during 2005. Each director attended at least 75% of the aggregate of the total number of meetings of the Board of Directors and of all Board committees of which he is a member.

DIRECTOR COMPENSATION

Directors who are not employees of the Company are paid an annual retainer of \$20,000. Non-employee directors also receive a fee of \$1,500 per day on each day that they attend in person a Board of Directors or a Board committee meeting and a fee of \$750 per day on each day that they participate in a telephonic meeting of the Board or a committee, regardless of the number of Board or committee meetings held on a given day. In addition, the chair of the Audit Committee receives an annual retainer of \$4,500, and the chairs of the Compensation Committee and the Nominating and Corporate Governance Committee each receive an annual retainer of \$3,000. Non-employee directors also are reimbursed for their expenses incurred while traveling on behalf of the Company. A director who is an employee of the Company does not receive a retainer or director or committee fees for his service on the Board of Directors but is reimbursed for his expenses incurred while traveling on behalf of the Company.

Directors who are not employees of the Company currently are eligible to participate in the Directors' Stock Option Plan of the Company. Under this plan, each non-employee director receives an option to purchase 10,000 shares of common stock at the time he or she is first elected or appointed to the Board of

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Directors. Thereafter, each non-employee director receives an option to purchase 2,500 shares of common stock on the day following his or her re-election at an annual meeting of stockholders.

Stock options granted to directors under the plan vest and are exercisable immediately at the time of the grant, have an exercise price equal to the fair market value of the underlying shares on the date of the grant and are exercisable for ten years following the date of each grant.

In 2005, Messrs. Butler, Kolb, Kunz and Mullett each received an option to purchase 2,500 shares of common stock, and Messrs. Hesse, Stokely and Swift each received his initial option to purchase 10,000 shares of common stock, under the Directors' Stock Option Plan.

The Board of Directors has amended and restated, subject to stockholder approval, the Directors' Stock Option Plan (to be renamed the Directors' Stock Plan) primarily to increase the total number of shares permitted to be issued under the plan from 75,000 shares to 150,000 shares and to allow for the automatic grant of either shares of restricted common stock or options to purchase shares of Company common stock. The amended and restated plan is summarized beginning on page 11 of this proxy statement and will be voted upon at the annual meeting of stockholders.

EXECUTIVE SESSIONS OF THE BOARD OF DIRECTORS AND PRESIDING DIRECTOR

Executive sessions of the Board of Directors are those at which only non-employee directors are present. There were ten executive sessions of the Board of Directors in 2005. Any non-employee director can request that an executive session of the Board be scheduled.

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The presiding director is the director who presides over an executive session of the Board of Directors. The Board of Directors has not designated a specific director to serve as the presiding director at all executive sessions of the Board. Instead, the independent directors rotate the presiding director position among themselves, and a rotation occurs after a director has presided over an executive session.

CONSIDERATION OF DIRECTOR CANDIDATES

Role of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee will consider candidates for Board membership suggested by the Committee's members, by other members of the Board of Directors and by stockholders. For existing directors to be nominated for re-election at an annual meeting, the Nominating and Corporate Governance Committee will consider the director's performance on the Board, his attendance record at Board and committee meetings, the needs of the Company and the ability of the director to continue to satisfy the established director qualifications set forth in the Company's Corporate Governance Guidelines.

With respect to new members of the Board, the Nominating and Corporate Governance Committee will consider the needs of the Company and whether the director satisfies the Committee's established director qualifications. When the Committee determines a need exists, the Committee will recommend new directors to replace directors who do not seek re-election, to fill vacancies or to add members to the Board of Directors in the event the size of the Board is increased. Once the Committee has identified a prospective director nominee and has conducted an initial evaluation of the candidate, the Committee will

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interview the candidate. If the Committee believes the candidate would be an appropriate addition to the Board of Directors, it will recommend to the full Board of Directors that the individual be nominated for election at an annual meeting of stockholders or be elected to fill a vacancy on the Board. The Board of Directors determines the director nominees after considering the recommendation of the Nominating and Corporate Governance Committee.

Suggestions by Stockholders. The Nominating and Corporate Governance Committee will consider suggestions by stockholders of individuals to serve on the Board of Directors when it makes its recommendations to the full Board of Directors of persons to be nominated as directors. Director candidates suggested by a stockholder will be considered by the Nominating and Corporate Governance Committee in a manner similar to the way that candidates suggested by a Committee member or by a member of the Board of Directors are considered. Any stockholder desiring to make a suggestion to the Nominating and Corporate Governance Committee of a director nominee should submit to the Committee the candidate's name and address; a statement of the candidate's business experience; an identification of other boards of directors and board committees on which the candidate serves; a statement indicating any relationship between the candidate and the Company itself, any customer, supplier or competitor of the Company or the stockholder making the suggestion; a statement that the candidate would be willing to serve if nominated and elected; an evaluation of the candidate in light of the Committee's established director qualifications; and any other information requested by the Committee. These suggestions should be made in writing and received no later than October 31, 2006 by:

Chair, Nominating and Corporate Governance Committee
Chromcraft Revington, Inc.
1100 North Washington Street
Delphi, Indiana 46923

Stockholders can also nominate individuals for election as directors at any annual meeting of stockholders in addition to making suggestions to the Nominating and Corporate Governance Committee as provided above. To make such a nomination, a stockholder must comply with the procedures set forth in the Company's By-Laws. Those procedures are contained in Article IX of the By-Laws and are

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summarized under the heading "STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS" beginning on page 31 of this proxy statement.

Qualifications of Directors. When evaluating a prospective director nominee, the Nominating and Corporate Governance Committee will consider, among other qualifications, the prospective nominee's:

- level of integrity;
- ability to make sound decisions and to exercise appropriate business judgment;
- overall business experience;
- knowledge of the Company's industry;
- ability to devote sufficient time and attention to the performance of his duties as a director;

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- independence from the Company and its customers, suppliers and competitors;
- potential contribution to the range of talent, skill and expertise needed or appropriate for the Board of Directors;
- ability to represent the interests of the Company's stockholders; and
- background or experience in financial, accounting or compensation matters.

COMMUNICATIONS WITH THE BOARD OF DIRECTORS

Stockholders or other interested parties who desire to communicate with the full Board of Directors, the non-employee directors or an individual director may write to:

Chair, Nominating and Corporate Governance Committee
Chromcraft Revington, Inc.
1100 North Washington Street
Delphi, Indiana 46923

A letter from a stockholder should state the stockholder's name and, if the stockholder's shares are held in street name, evidence of the stockholder's ownership of Company common stock. Depending on the subject matter of the letter, the Chairman of the Nominating and Corporate Governance Committee will:

- forward the letter to the appropriate director;
- request an officer of the Company to handle the inquiry directly such as, for example, where the letter contains a request for routine information about the Company or stock transfer matters or is primarily commercial in nature; or
- not forward the letter to any director if it relates to an improper or irrelevant topic.

At each Board meeting, the Chairman will present a summary of all letters received since the last Board meeting that were not forwarded to all directors and will make those letters available to any director.

ATTENDANCE AT ANNUAL MEETINGS

The Board of Directors has adopted a policy that it expects all Board members to attend the Company's annual meeting of stockholders. All incumbent directors of the Company who were serving as directors at the time of 2005 annual meeting (Messrs. Butler, Kolb, Kunz and Mullett) attended that meeting.

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EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The following table summarizes the annual and long term compensation paid by the Company to the executive officers of the Company for the years ended December 31, 2005, 2004 and 2003.

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NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG TERM COMPENSA	
		SALARY	BONUS (1)	OTHER ANNUAL COMPENSATION	SHARES UNDERLYING STOCK OPTIONS	RESTRICTED STOCK AWARDS
Benjamin M. Anderson-Ray (3) Chairman and Chief Executive Officer of the Company	2005	\$198,958	\$250,000 (4)	\$ 14,676 (5)	-0-	\$366,800 (6)
Frank T. Kane Vice President- Finance, Chief Financial Officer, Secretary and Treasurer of the Company	2005	\$223,333	\$ 42,944	\$ -0-	4,932	
	2004	218,333	13,267	-0-	7,260	
	2003	209,167	34,137	-0-	12,946	
Stephen D. Healy (9) President of Cochrane Furniture Company, Inc. (a wholly-owned subsidiary of the Company)	2005	\$227,000	\$ -0-	\$ -0-	-0-	
	2004	223,000	-0-	-0-	-0-	
	2003	215,000	-0-	-0-	-0-	
Michael E. Thomas (11) Retired Chairman, and Chief Executive Officer of the Company	2005	\$146,089	\$ -0-	\$ 27,338 (12)	-0-	
	2004	418,000	38,099	136,326 (12)	26,464	
	2003	406,667	99,555	47,610 (12)	46,567	

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- (1) The amounts included in this column for Messrs. Thomas and Kane were earned under the Company's Short Term Executive Incentive Plan for the years indicated.
 - (2) The awards under the Company's Long Term Executive Incentive Plan were paid to Messrs. Thomas and Kane for the years indicated in two components: 50% in a single lump sum cash amount and 50% in options to acquire shares of the Company's common stock. The cash and stock option components of the awards for 2005, 2004 and 2003 were paid or granted in 2006, 2005 and 2004, respectively.
 - (3) Mr. Anderson-Ray was appointed as the Chief Executive Officer of the Company on June 22, 2005.
 - (4) Includes the amount Mr. Anderson-Ray earned under the Company's Short Term Executive Incentive Plan (\$175,000) and one-half of Mr. Anderson-Ray's sign-on bonus (\$75,000). Unless Mr. Anderson-Ray's employment is terminated by the Company for cause or by Mr. Anderson-

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Ray without good reason, the remaining one-half of the sign-on bonus will be paid on June 20, 2006.

- (5) Represents a tax gross-up on relocation expenses paid to Mr. Anderson-Ray.
- (6) Represents 28,000 shares of restricted common stock of the Company awarded to Mr. Anderson-Ray in connection with his employment as the Chief Executive Officer of the Company. These shares will vest in two equal increments on December 31, 2006 and December 31, 2007, respectively, if Mr. Anderson-Ray continues to be employed by the Company under his employment agreement on those dates. The restricted stock was valued based on the closing price of the Company's common stock on December 31, 2005. Mr. Anderson-Ray has the right to vote and to receive dividends on the shares of restricted common stock prior to vesting.
- (7) Represents 14,000 shares of restricted common stock of the Company awarded to Mr. Anderson-Ray that vested on December 31, 2005. The shares were valued based upon the average of the high and low prices of the Company's common stock on December 31, 2005.
- (8) Represents Company contributions to tax qualified retirement plans of \$9,261, \$8,200 and \$9,985 for 2005, 2004 and 2003, respectively, and payments for retirement benefits reduced under Internal Revenue Code restrictions of \$6,287, \$12,999 and \$6,490 for 2005, 2004 and 2003, respectively.
- (9) Mr. Healy was not an executive officer of the Company as of December 31, 2005 but is included in the Summary Compensation Table under Item 402(a)(3)(iii) of Regulation SK.
- (10) Represents Company contributions to tax qualified retirement plans of \$9,261, \$8,200 and \$10,034 for 2005, 2004 and 2003, respectively, and payments for retirement benefits reduced under Internal Revenue Code restrictions of \$76, \$11,677 and \$-0- for 2005, 2004 and 2003, respectively.
- (11) Mr. Thomas retired as Chairman, President and Chief Executive Officer of the Company on May 4, 2005.
- (12) Includes amounts reimbursed to Mr. Thomas for taxes in connection with Company contributions to Mr. Thomas' supplemental executive retirement plan of \$-0-, \$109,280 and \$37,705 for 2005, 2004 and 2003, respectively. In addition, the amounts for 2005 and 2004 include reimbursed premiums and the related tax gross-up of \$23,578 paid in each year for certain life insurance provided to Mr. Thomas.
- (13) Includes Company contributions to tax qualified retirement plans of \$9,261, \$8,200 and \$10,034 for 2005, 2004 and 2003, respectively; Company contributions pursuant to Mr. Thomas' supplemental executive retirement plan of \$-0-, \$172,528 and \$59,528 for 2005, 2004 and 2003, respectively; a payment under the supplemental executive retirement plan of \$82,052 for 2005; and payments for retirement benefits reduced under Internal Revenue Code restrictions of \$65,924 and \$27,850 for 2004 and 2003, respectively.

Under applicable U.S. federal income tax laws, the Company generally cannot take a tax deduction for certain compensation paid to the individuals named in the Summary Compensation Table in excess of \$1 million. However, certain performance-based compensation is fully deductible by the Company if certain requirements, including stockholder approval, are met.

STOCK OPTION GRANTS IN 2005

The following table summarizes certain information concerning stock options granted in 2005 to the persons named in the Summary Compensation Table, and the value of the options held by such persons at December 31, 2005. The exercise price of the stock options equaled the average of the high and low selling prices of the Company's common stock, as reported by the American Stock Exchange on the date of grant.

NAME	NUMBER OF SHARES UNDERLYING OPTIONS GRANTED	PERCENT OF TOTAL OPTIONS GRANTED TO EMPLOYEES IN 2005	EXERCISE PRICE	EXPIRATION DATE	POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES STOCK PRICE APPRECIATION OPTION TERM (1)	
					5%	10%
Benjamin M. Anderson-Ray	-0-	-0-	N/A	N/A	-0-	-0-
Frank T. Kane	4,932	18.7%	\$12.73	2/8/15	\$ 39,469	\$100,023
Michael E. Thomas	17,705	67.1%	\$12.73	2/8/15	\$141,686	\$359,063
Stephen D. Healy	-0-	-0-	N/A	N/A	-0-	-0-

(1) These dollar amounts represent a hypothetical increase in the price of the common stock, less the exercise price, from the date of option grant until the expiration date of the option at the rate of 5% and 10% per annum compounded. The actual value, if any, of stock options is dependent on the future performance of the Company's common stock. There can be no assurance that the amounts assumed in these columns will be achieved or that higher amounts will not be achieved.

AGGREGATED OPTION EXERCISES IN 2005 AND YEAR END OPTION VALUES

The following table summarizes certain information concerning stock options exercised in 2005 by the persons named in the Summary Compensation Table, and the value of the unexercised options held by such persons at December 31, 2005.

NAME	SHARES ACQUIRED ON EXERCISE	VALUE REALIZED	NUMBER OF SHARES UNDERLYING UNEXERCISED OPTIONS AT DECEMBER 31, 2005		VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS DECEMBER 31, 2005 (1)	
			EXERCISABLE	UNEXERCISABLE	EXERCISABLE	UNEXERCISABLE
Benjamin M. Anderson-Ray	-0-	-0-	-0-	-0-	-0-	-0-
Frank T. Kane	8,000	\$ 11,224	116,844	40,000	\$193,070	\$104,000
Michael E. Thomas	95,687	\$259,745	215,736	-0-	\$374,799	-0-
Stephen D. Healy	10,000	\$ 51,063	89,796	40,000	\$172,411	\$104,000

-
- (1) Value per share is calculated by subtracting the exercise price from the closing price of the Company's common stock of \$13.10 per share on December 31, 2005, as reported on the American Stock Exchange.

EMPLOYMENT AGREEMENTS

Benjamin M. Anderson-Ray. The Company has entered into an employment agreement with Mr. Anderson-Ray. The initial term of Mr. Anderson-Ray's employment under his employment agreement began on June 20, 2005 and will end on June 20, 2010. Upon the expiration of the initial term, the employment agreement will be automatically renewed on the same terms and conditions for successive one-year terms, unless Mr. Anderson-Ray's employment has been terminated earlier or either the Company or Mr. Anderson-Ray provides to the other a written non-renewal notice.

Under his employment agreement, Mr. Anderson-Ray will serve as the Company's Chairman and Chief Executive Officer and will have such other authority, duties and responsibilities as the Company's Board of Directors may from time to time prescribe that are consistent with his position as Chief Executive Officer of the Company. The Board of Directors is required to nominate Mr. Anderson-Ray as one of its director nominees to be considered for election at each annual meeting of stockholders during such period of time that Mr. Anderson-Ray is serving as the Company's Chief Executive Officer.

Mr. Anderson-Ray's base salary will be not less than \$375,000 per fiscal year (pro-rated for any partial year of employment), and he will be entitled to participate in all incentive compensation plans and programs generally available to executive officers of the Company and its subsidiaries. He also will be reimbursed for certain relocation expenses and will receive an automobile allowance of \$1,500 per month.

In addition to a non-renewal of his employment agreement as described above, Mr. Anderson-Ray's employment may be terminated (i) by the Company with or without cause, (ii) by Mr. Anderson-Ray with or without good reason, (iii) upon Mr. Anderson-Ray's death or disability, or (iv) by Mr. Anderson-Ray in the event of a change in control of the Company. If Mr. Anderson-Ray's employment is terminated by the Company for cause or by Mr. Anderson-Ray without good reason, the Company will pay Mr. Anderson-Ray a lump sum equal to his monthly base salary for three months. If his employment is terminated by the Company without cause or by Mr. Anderson-Ray for good reason, the Company will pay Mr. Anderson-Ray (i) an amount (payable in twelve equal monthly installments) equal to \$550,000 if his last day of employment is on or prior to December 31, 2006, or (ii) an amount (payable in twenty-four equal monthly installments) equal to two times his base salary plus two times the average of the awards paid to him under the Company's short term incentive plan in the two fiscal years ended immediately preceding his last day of employment (but in no event greater than two times the average of the target award amounts under the short term incentive plan for such two year period) if his last day of employment is after December 31, 2006. If Mr. Anderson-Ray terminates his employment under certain circumstances upon a change in control of the Company, the Company will pay Mr. Anderson-Ray an amount (payable in twenty-four equal monthly installments) equal to two times his base salary plus two times the average of the awards paid to him under the short term incentive plan in the two fiscal years ended immediately preceding his last day of employment (but in no event greater than two times the average of the target award amounts under the short term incentive

plan for such two year period).

If the Company determines not to renew the employment agreement, it will pay Mr. Anderson-Ray an amount (payable in twenty-four equal monthly installments) equal to two times his base salary plus two times the average of the awards paid to him under the short term incentive plan in the two fiscal years ended immediately preceding his last day of employment (but in no event greater than two times the average of the target award amounts under the short term incentive plan for such two year period). If Mr. Anderson-Ray determines not to renew the Employment Agreement, the Company will pay him an

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amount (payable in twelve equal monthly installments) equal to his base salary plus the average of the awards paid to him under the short term incentive plan in the two fiscal years ended immediately preceding his last day of employment (but in no event greater than the average of the target award amounts under the short term incentive plan for such two year period).

In addition, the monthly severance payments described above which are payable over a period of time that is twelve months or longer could be reduced or eliminated entirely if Mr. Anderson-Ray obtains a position with an unrelated entity prior to or during the period of time that severance payments are being paid or if Mr. Anderson-Ray breaches any of his covenants in the employment agreement. Upon any termination of Mr. Anderson-Ray's employment, his vested and unvested incentive compensation awards will be distributed, paid or exercisable as provided in the employment agreement, unless expressly provided otherwise in the Company's short term incentive plan or its long term incentive plan, or in a written agreement between the Company and Mr. Anderson-Ray relating to awards under the short term incentive plan or the long term incentive plan.

While Mr. Anderson-Ray is employed by the Company and for a period of two years thereafter, the employment agreement prohibits Mr. Anderson-Ray from competing against the Company or its subsidiaries, from soliciting any customers or employees and from requesting any customer, supplier, vendor or others doing business with the Company or its subsidiaries to change their relationship with the Company or its subsidiaries.

Frank T. Kane. The Company also has entered into an employment agreement with Mr. Kane which provides, among other items, for the employment by the Company of Mr. Kane as the Company's Vice President-Finance, Chief Financial Officer, Secretary and Treasurer through March 15, 2007. The employment agreement provides for automatic extensions for successive one-year periods upon expiration of the initial term, or any renewal term, unless the Company or Mr. Kane gives notice of termination at least 180 days before the termination date.

Under his employment agreement, Mr. Kane receives a base salary of not less than \$205,000 during each year that the employment agreement is in effect and will be entitled to participate in the incentive compensation plans and programs generally available to executives of the Company.

The Company may terminate the employment of Mr. Kane with or without cause (as defined in the employment agreement) or in the event of the disability of Mr. Kane. Mr. Kane may terminate his employment with or without good reason (as defined in the employment agreement). If the Company terminates Mr. Kane's employment with cause or if Mr. Kane terminates his employment without good reason, then the Company is required to pay him, in a lump sum, his monthly base salary for a three-month period following his termination. If the Company terminates Mr. Kane's employment without cause or if Mr. Kane terminates his

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employment with good reason, then the Company is required to pay him in 24 equal monthly installments an amount equal to twice the sum of his then-current annual base salary and the higher cash bonus under the short term incentive plan (up to the target award rate) paid to him in the two fiscal years preceding termination. In the event of termination due to disability, Mr. Kane will receive his then-current annual base salary earned through the date of termination.

If the Company determines not to renew Mr. Kane's employment agreement, it will pay Mr. Kane an amount (payable in twelve equal monthly installments) equal to his base salary plus the greater of the annual cash bonus paid to him under the short term incentive plan (up to the target award rate) in the two years preceding his last day of employment.

If Mr. Kane terminates his employment following a change in control of the Company (as defined in the employment agreement) and, in addition, a reduction in his duties, a diminution in his salary or

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benefits or a relocation of his principal place of employment occurs, then the Company will be required to pay him, as severance pay, a lump sum amount equal to twice the sum of his then-current annual base salary and the higher cash bonus under the short term incentive plan (up to the target award rate) paid to him in the two fiscal years preceding termination.

Under his employment agreement, Mr. Kane may not compete against the Company during his employment by the Company and during the two-year period following termination of his employment. However, if the Company elects not to extend the term of Mr. Kane's employment agreement, then Mr. Kane may not compete against the Company for a one-year period following termination of his employment.

The foregoing brief description of the material terms of the employment agreements of Messrs. Anderson-Ray and Kane do not purport to be complete and are qualified in their entirety by reference to each employment agreement, as filed with the Securities and Exchange Commission.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The Compensation Committee is comprised of four non-employee directors: Messrs. Butler, Kolb, Mullett and Stokely. No member of the Compensation Committee is or was formerly an officer or employee of the Company or any of its subsidiaries. No executive officer of the Company serves as a member of the board of directors or compensation committee of any entity that has one or more executive officers of that entity serving as a member of the Board of Directors or Compensation Committee of the Company.

COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

EXECUTIVE COMPENSATION PHILOSOPHY

A primary objective of the Compensation Committee is to develop and maintain executive compensation guidelines and programs for the executive management of the Company and its subsidiaries. The Committee also sets the salary and incentive compensation of the chief executive and other executive officers of the Company, as well as discusses with the chief executive officer the compensation of the executive management of the Company's subsidiaries.

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The Compensation Committee currently uses the following guidelines when establishing the overall executive compensation programs and the compensation package for the Company's chief executive and other executive officers:

- Provide executive compensation that enables the Company and its subsidiaries to attract and retain appropriate executives.
- Reward executives for achievement of corporate, subsidiary and individual short- and long-term business objectives and strategies.
- Align the interests of executives with the long-term interests of stockholders through ownership of common stock of the Company.
- Foster a corporate environment that rewards successful performance and increased stockholder value of the Company over time.

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The Compensation Committee periodically reviews information relating to what it believes are comparable companies (including certain companies that the Company has included in its peer group for purposes of the stock performance graph appearing on page 29 of this proxy statement) in order to establish general guidelines for executive compensation. In addition, the Compensation Committee has retained an independent compensation consultant to assist it with various compensation matters.

In determining compensation programs and amounts, the Committee takes into account the limit on the deduction for federal income tax purposes of annual compensation exceeding \$1 million that is paid to the chief executive officer or to any of the other four most highly compensated executive officers of the Company. In this regard, the Committee strives to use performance-based compensation that is not subject to the \$1 million deduction limit as a component of executive compensation.

COMPONENTS OF EXECUTIVE OFFICER COMPENSATION FOR 2005

Base Salary. The Compensation Committee annually reviews the base salaries for the Company's executive officers. In determining individual salaries for 2005, the Committee considered a variety of factors, including level of responsibility, individual performance, prior experience and a general comparison of base salaries paid for similar positions at comparable companies.

Annual Incentives. The Company provides annual incentive compensation opportunities to its executive officers under the Short Term Executive Incentive Plan (this plan is proposed to be replaced by the 2006 Executive Incentive Plan). Awards under this plan are based on the achievement of corporate, subsidiary and/or individual objectives that are established annually, with awards paid in cash.

The Committee determines the performance measures for the year and the level of performance required for threshold, target and maximum annual payouts. Threshold performance measures must be satisfied before any payout under the plan will occur.

Long-Term Incentives. The Company provides long-term incentive compensation opportunities to its executive officers under the Long Term Executive Incentive Plan (this plan is proposed to be replaced by the 2006 Executive Incentive Plan). Awards under this plan are based on the achievement of corporate, subsidiary and/or individual objectives that are established annually for future

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three-year performance periods, except that vesting of the award of restricted stock to Mr. Anderson-Ray made in 2005 is based only on his continued service with the Company.

The Committee determines the performance measures for each three-year performance period and the level of performance required for threshold, target and maximum payouts. Threshold performance measures must be satisfied before any payout under the plan will occur.

CHIEF EXECUTIVE OFFICER COMPENSATION FOR 2005

The Board of Directors of the Company appointed Mr. Anderson-Ray as the Company's chairman and chief executive officer in 2005. The Company also entered into an employment agreement with Mr. Anderson-Ray. Under his employment agreement, Mr. Anderson-Ray will receive a minimum annual base salary of \$375,000 (pro-rated for any partial year).

Mr. Anderson-Ray was paid a short-term cash incentive award of \$175,000 in 2005. In order for Mr. Anderson-Ray to have earned this award, he was required to make a presentation acceptable to the Company's Board of Directors relating to a proposed strategic plan for the Company, an assessment of the key employees of the Company and its subsidiaries and an assessment of the competition affecting the

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Company's business. Mr. Anderson-Ray also was paid one-half of his \$150,000 sign-on bonus (or, \$75,000) in 2005.

In 2005, Mr. Anderson-Ray received a grant of 42,000 shares of restricted common stock of the Company. At the time of grant, these shares were eligible to vest in equal increments on December 31, 2005, 2006 and 2007 so long as Mr. Anderson-Ray was serving as the Company's chairman and chief executive officer on these dates. Accordingly, 14,000 shares vested on December 31, 2005.

Because of the importance attributed to selecting and establishing the total compensation of the Company's new chief executive officer, the entire Board of Directors, based on a recommendation of its Search Committee, set the base salary and the short-term and long-term incentive compensation opportunities for Mr. Anderson-Ray. The amount of Mr. Anderson-Ray's base salary and his short-term and long-term incentive compensation award opportunities for 2005 were set at a level that the Company believed was appropriate for it to be able to attract and retain Mr. Anderson-Ray as the Company's chief executive officer.

Mr. Thomas, who retired as the Company's chairman, president and chief executive officer on May 4, 2005, was paid his 2005 base salary on a pro-rated basis through his retirement date. Mr. Thomas did not receive a short-term or long-term incentive compensation award or payout in 2005.

MEMBERS OF THE COMPENSATION COMMITTEE

Ronald H. Butler, Chairman
David L. Kolb
Theodore L. Mullett
Craig R. Stokely

STOCK PERFORMANCE GRAPH

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The graph set forth below compares the five-year cumulative total stockholder return of the Company's common stock with the cumulative total stockholder return of (i) the Russell 3000(R) Index, (ii) the Russell 2000(R) Index, (iii) companies in a new industry peer group compiled by the Company, and (iv) the peer group utilized by the Company in last year's annual meeting proxy statement. The graph assumes \$100 was invested on January 1, 2001 in the Company's common stock, the Russell 2000(R) Index, the Russell 3000(R) Index and companies in the new and prior peer groups, and also assumes the reinvestment of dividends, if any.

The Company has included the Russell 3000(R) Index in the graph because its common stock is now included in that index rather than the Russell 2000(R) Index. The Company has determined to use a different peer group because it believes the companies included in the new peer group are more reflective of the Company's peers than those included in the peer group utilized last year.

The new peer group includes Bassett Furniture Industries, Inc., Flexsteel Industries, Inc., Furniture Brands International, Hooker Furniture Corporation, Kimball International, Inc., La-Z-Boy Incorporated, Rowe Furniture Corporation and Stanley Furniture Company, Inc. The peer group utilized in last year's proxy statement included Bassett Furniture Industries, Inc., Flexsteel Industries, Inc., Kimball International, Inc., La-Z-Boy Incorporated, Rowe Furniture Corporation and Stanley Furniture Company, Inc. Calculations for this graph were prepared by Hemscott, Inc.

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COMPANY/INDEX/MARKET	FISCAL YEAR ENDING					
	12/29/2000	12/31/2001	12/31/2002	12/31/2003	12/31/2004	12/30
CHROMCRAFT REVINGTON INC	100.00	107.80	130.50	113.40	123.00	131
OLD PEER GROUP	100.00	126.17	138.05	141.48	130.15	116
RUSSELL 2000 INDEX	100.00	101.02	79.22	115.16	135.31	139
NEW PEER GROUP	100.00	135.99	128.63	146.33	134.33	119
RUSSELL 3000 INDEX	100.00	87.36	67.44	86.82	95.56	99

OLD PEER GROUP

NEW PEER GROUP

BASSETT FURNITURE IND
FLEXSTEEL INDUSTRIES INC
KIMBALL INTERNAT B
LA-Z-BOY INCORPORATED
ROWE COMPANIES THE
STANLEY FURNITURE INC

BASSETT FURNITURE IND
FLEXSTEEL INDUSTRIES INC
FURNITURE BRANDS INTL
HOOKER FURNITURE CORP
KIMBALL INTERNAT B
LA-Z-BOY INCORPORATED
ROWE COMPANIES
STANLEY FURNITURE INC

REPORT OF THE AUDIT COMMITTEE

The Audit Committee has furnished the report set forth below on the Company's audited financial statements for the year ended December 31, 2005. The

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functions of the Audit Committee are described above under the heading "CORPORATE GOVERNANCE AND BOARD MATTERS."

The Audit Committee reviewed and discussed with management and the independent auditors the Company's audited financial statements as of and for the year ended December 31, 2005. Management has the primary responsibility for the Company's financial statements and the reporting process, including the Company's system of internal controls. The Company's independent auditors, KPMG LLP, audited the Company's financial statements as of and for the year ended December 31, 2005 and expressed an opinion that the financial statements present fairly, in all material respects, the consolidated financial position, results of operations and cash flows of the Company and its subsidiaries as of and for such year in conformity with accounting principles generally accepted in the United States of America.

The Audit Committee discussed with the independent auditors the matters required to be discussed by Statement on Auditing Standards No. 61. Additionally, the Committee has received from the independent auditors the written disclosures and the letter required by Independence Standards Board Standard No. 1 and has discussed with the independent auditors their independence. The Committee relies on the information and representations provided to it by management and the independent auditors.

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Based on these reviews and discussions, the Audit Committee recommended to the Board of Directors, and the Board has approved, that the audited financial statements of the Company be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005 filed with the Securities and Exchange Commission.

MEMBERS OF THE AUDIT COMMITTEE

Theodore L. Mullett, Chairman
John R. Hesse
John D. Swift

INDEPENDENT AUDITORS

GENERAL

KPMG LLP audited the financial statements of the Company for the year ended December 31, 2005. A representative of KPMG LLP will be present at the annual meeting, will have an opportunity to make a statement, if he or she desires, and will be available to respond to appropriate questions.

FEEES TO INDEPENDENT AUDITORS

The following table sets forth the fees billed or to be billed by KPMG LLP to the Company for services performed in connection with the years ended December 31, 2005 and 2004.

	2005	2004
	-----	-----
Audit fees (1)	\$232,550	\$221,300
Audit-related fees (2)	23,000	18,000

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Tax fees	-0-	-0-
All other fees (3)	-0-	161,076
	-----	-----
Total	\$255,550	\$400,376
	=====	=====

- (1) Audit fees represented fees for professional services rendered in connection with the audit of the Company's financial statements for the years ended December 31, 2005 and 2004 and the review of the Company's financial statements included in its Quarterly Reports on Form 10-Q filed in 2005 and 2004.
- (2) Audit-related fees represented fees for professional services rendered in connection with audits of the Company's employee benefit plans.
- (3) All other fees consisted of non-audit services primarily related to compliance with Section 404 of the Sarbanes-Oxley Act of 2002.

KPMG LLP is permitted to provide only services to the Company that have been pre-approved by the Audit Committee.

ANNUAL REPORT AND PROXY STATEMENT

A copy of the Company's 2005 annual report to stockholders, including the audited consolidated financial statements as of and for the year ended December 31, 2005, is enclosed with this proxy statement. The 2005 annual report to stockholders does not constitute proxy soliciting material.

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In an effort to reduce printing costs and postage fees, the Company has adopted a practice whereby stockholders who have the same address and last name and who do not participate in electronic delivery of proxy materials will receive only one copy of this proxy statement and the 2005 annual report unless one or more of these stockholders notifies the Company that they wish to receive individual copies of these materials. The Company will deliver promptly upon written or oral request a separate copy of this proxy statement and its 2005 annual report to any stockholder at a shared address to which a single copy of those materials was sent.

If a stockholder shares an address with another stockholder and received only one copy of this proxy statement and the 2005 annual report this year but would like to receive a separate copy of these materials in the future, or if a stockholder received multiple copies of this proxy statement and the 2005 annual report but would like to receive a single copy of the Company's proxy statement and annual report in the future, please contact the Company.

Stockholders may contact the Company by mail at 1100 North Washington Street, Delphi, Indiana 46923 or by telephone at (765) 564-3500. In either case, you should direct your communication to Mr. Frank T. Kane, Corporate Secretary of the Company.

STOCKHOLDER PROPOSALS AND DIRECTOR NOMINATIONS

In addition to the notice requirements described below, stockholder proposals desired to be considered for inclusion in the Company's proxy soliciting materials relating to the 2007 annual meeting of stockholders must be received by the Company at its principal executive office no later than December

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1, 2006 and must be submitted in accordance with the rules and regulations under the Securities Exchange Act of 1934.

Stockholders desiring to make a director nomination or a proposal for any business or matter at any annual or special meeting of stockholders of the Company must comply with the notice procedures provided in the Company's By-Laws. Those procedures are summarized below. A complete copy of the Company's By-Laws was included as an exhibit to the Company's Form 8-K filed on December 12, 2005 and is available on the Internet website of the Securities and Exchange Commission at www.sec.gov.

Nominations for the election as directors and proposals for any business or matter to be presented at any annual or special meeting of stockholders may be made by any stockholder of record of the Company entitled to vote in the election of directors or on the business or matter to be presented, as the case may be, or by the Board of Directors of the Company. In order for a stockholder to make any such nomination or proposal, the stockholder must give notice thereof in writing by certified first class United States mail, return receipt requested, or by receipted overnight delivery to the Corporate Secretary of the Company. Such notice must be received by the Company not later than the following date: (i) with respect to any annual meeting of stockholders, not less than 120 days or more than 180 days prior to the first anniversary of the date of the notice for the previous year's annual meeting of stockholders, or (ii) with respect to any special meeting of stockholders, not more than 15 days following the date of the notice for such special meeting. No notice of any kind under this procedure is required for any nominations for the election as directors or any proposals for any business or matter made by the Board of Directors of the Company.

Each such notice given by a stockholder with respect to nominations for the election of directors must set forth as to each nominee: (i) the name, age, address and telephone number of the nominee, (ii) the principal occupation or employment of the nominee, (iii) the number of shares of stock of the Company beneficially owned by the nominee, and (iv) any arrangement pursuant to which the nomination is made or the nominee will serve or may be elected. The stockholder making such nominations must

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also promptly provide any other information relating to his nominees as may be reasonably requested by the Company.

Each such notice given by a stockholder with respect to proposals for any business or other matter to be presented at any meeting of stockholders must set forth as to each matter: (i) a brief description of the business or matter desired to be presented at the meeting and the reasons for conducting such business at the meeting, (ii) the name and address, as they appear on the Company's list of stockholders for the meeting, of the stockholder making such proposal, (iii) the class and number of shares of stock of the Company beneficially owned by the stockholder, and (iv) any material interest of the stockholder in such proposal. The stockholder making such proposal must also promptly provide any other information relating to his proposal as may be reasonably requested by the Company.

If any nomination or proposal is not made in accordance with the requirements of this notice procedure, the chairman of the annual or special meeting of stockholders at which such nomination or proposal is sought to be presented may determine that the nomination or proposal was not made in accordance with the notice procedure and, in such event, he may declare to the

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meeting that the defective nomination or proposal is out of order and will be disregarded and not presented for a vote of the stockholders. This notice procedure does not require the Company to hold any meeting of stockholders for the purpose of considering any nomination or proposal made by any stockholder.

DISCRETIONARY VOTING AND OTHER MATTERS

As of the date of this proxy statement, the Board of Directors knows of no matters other than the items of business identified in the attached Notice of Annual Meeting of Stockholders to come before the annual meeting. If other matters properly come before the annual meeting, the persons named in the enclosed proxy will have authority to vote pursuant to such proxy at the annual meeting in accordance with the directions of the Company's Board of Directors.

The information under the headings "Compensation Committee Report on Executive Compensation" and "Report of the Audit Committee" does not constitute soliciting material and is not filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

By Order of the Board of Directors,

Frank T. Kane
Vice President-Finance,
Chief Financial Officer,
and Secretary

April 6, 2006

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APPENDIX A

CHROMCRAFT REVINGTON, INC.

2006 EXECUTIVE INCENTIVE PLAN
(EFFECTIVE AS OF JANUARY 1, 2006)

ARTICLE I
EFFECTIVE DATE AND PURPOSE

SECTION 1.1. EFFECTIVE DATE. Chromcraft Revington, Inc. hereby establishes the Chromcraft Revington 2006 Executive Incentive Plan, as set forth in this document. The Plan permits the award of nonqualified stock options, stock appreciation rights, restricted stock, performance shares and cash. The Plan and all Awards hereunder are expressly conditioned on the approval of the Plan by the stockholders of the Company. The Plan is effective January 1, 2006; provided, however, that no Award can be exercised, earned or paid until the Plan has been approved by stockholders at the Company's 2006 annual meeting of stockholders.

The Plan supersedes and replaces the Company's Short Term Executive Incentive Plan and the Long Term Executive Incentive Plan (both as amended and restated effective January 1, 2002) and, subsequent to the Effective Date, no new awards will be made under such plans; provided, however, that all outstanding awards (whether vested or unvested) under such plans will remain valid, outstanding and subject to the terms and conditions of such plans. In addition to granting Options under this Plan, stock options may be granted under the Company's 1992 Stock Option Plan (as amended and restated through March 15,

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2002) until the maximum number of stock options under the 1992 Stock Option Plan has been granted.

SECTION 1.2. PURPOSES OF THE PLAN. The purposes of the Plan are (a) to provide key employees with an incentive for making outstanding contributions to the financial success of the Company or its Affiliates; (b) to provide key employees with an incentive to achieve certain short-term objectives of the Company or its Affiliates; (c) to promote the long-term financial success of the Company or its Affiliates by further aligning the interests of key employees with the interests of the Company's stockholders; and (d) to provide the Company with an ability to attract, motivate and retain the services of key employees who make significant contributions to the financial success of the Company or its Affiliates and upon whose judgment, initiative, effort and performance the successful conduct of the Company's business is largely dependent. The Plan also is intended to provide performance-based compensation to Covered Employees within the meaning of Code Section 162(m).

ARTICLE II DEFINITIONS

For purposes of the Plan, the following words and phrases shall have the following meanings unless a different meaning is plainly required by the context:

SECTION 2.1. "1934 ACT" means the Securities Exchange Act of 1934, as amended. Reference to a specific section of the 1934 Act or a regulation thereunder shall include such section, any regulation promulgated under such section and any comparable provision of any future law, legislation or regulation amending, supplementing or superseding such section or regulation.

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SECTION 2.2. "AFFILIATE" means any Subsidiary and any corporation or any other entity (including, but not limited to, partnerships, limited liability companies and joint ventures) controlling, controlled by or under common control with the Company.

SECTION 2.3. "AWARD" means an award of cash, Options, SARs, Restricted Stock or Performance Shares under this Plan.

SECTION 2.4. "AWARD AGREEMENT" means the written agreement executed by the Company and a Participant which sets forth the terms and provisions applicable to each Award other than a cash Award.

SECTION 2.5. "AWARD DATE" means, with respect to any Award, the date on which the Award is made by the Committee or such later date as the Committee may specify to be the effective date of an Award.

SECTION 2.6. "AWARD RATE" means the performance/payout/position level relationship with respect to an Award.

SECTION 2.7. "BENEFICIARY" means the person or persons designated by a Participant to receive the benefits under the Plan, if any, which become payable as a result of the Participant's death.

SECTION 2.8. "BOARD" OR "BOARD OF DIRECTORS" means the Board of Directors of the Company serving on the Effective Date and thereafter.

SECTION 2.9. "CASHLESS EXERCISE" means, if there is a public market for the

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Shares, the payment of the Exercise Price of Options (a) through a "same day sale" commitment from the Participant and a NASD Dealer whereby the Participant irrevocably elects to exercise the Option and to sell a portion of the Shares so purchased in order to pay the Exercise Price, and whereby the NASD Dealer irrevocably commits upon receipt of such Shares to forward the Exercise Price directly to the Company; or (b) through a "margin" commitment from the Participant and a NASD Dealer whereby the Participant irrevocably elects to exercise the Option and to pledge the Shares so purchased to the NASD Dealer in a margin account as security for a loan from the NASD Dealer in the amount of the Exercise Price, and whereby the NASD Dealer irrevocably commits upon receipt of such Shares to forward the Exercise Price directly to the Company.

SECTION 2.10. "CAUSE" means, for purposes of determining whether and when a Participant has incurred a Termination of Service for Cause, a termination of a Participant's employment by the Company or by any Subsidiary or Affiliate for any of the following reasons, unless Cause is defined in a Participant's employment agreement with the Company, Subsidiary or Affiliate in which case such employment agreement shall control with respect to the definition of Cause for that Participant:

- (a) any refusal by the Participant to follow the directions of the Board of Directors or the chairman of the Company or any Subsidiary or Affiliate or the directions of the Participant's supervisor; or
 - (b) any negligence by the Participant (or, with the knowledge of the Participant, by any employee of the Company, Subsidiary or Affiliate who reports, directly or indirectly, to the Participant and where the Participant allows or fails to prevent such negligence by such employee) in managing the business, operations or affairs of the Company or any Subsidiary or Affiliate; or
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- (c) any dishonesty, fraud, theft or embezzlement by the Participant (or, with the knowledge of the Participant, by any employee of the Company, Subsidiary or Affiliate who reports, directly or indirectly, to the Participant and where the Participant allows or fails to prevent such dishonesty, fraud, theft or embezzlement by such employee) upon or against the Company or any Subsidiary or Affiliate or upon or against any customer of the Company or any Subsidiary or Affiliate; or
 - (d) any conviction of, or the entering of any plea of guilty or nolo contendere by, the Participant for any felony; or
 - (e) any violation by the Participant (or, with the knowledge of the Participant, by any employee of the Company, Subsidiary or Affiliate who reports, directly or indirectly, to the Participant and where the Participant allows or fails to prevent such violation by such employee) of any law, statute, rule, regulation or governmental requirement that has or will have a significant adverse effect on the Company or any Subsidiary or Affiliate; or
 - (f) any noncompliance by the Participant (or, with the knowledge of the Participant, by any employee of the Company, Subsidiary or Affiliate who reports, directly or indirectly, to the Participant and where the Participant allows or fails to prevent such noncompliance by such employee) with any provision of any employee handbook or policy, corporate governance guidelines or code of conduct or ethics of, or any non-solicitation, confidentiality or other agreement with, the

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Company or any Subsidiary or Affiliate; or

- (g) any misappropriation, usurping or taking by the Participant (or, with the knowledge of the Participant, by any employee of the Company, Subsidiary or Affiliate who reports, directly or indirectly, to the Participant and where the Participant allows or fails to prevent such misappropriation, usurping or taking by such employee) of any corporate opportunity of the Company or any Subsidiary or Affiliate; or
- (h) any alcoholism or unlawful drug, chemical or substance abuse or addiction of the Participant to the extent that such alcoholism, abuse or addiction adversely affects the ability of the Participant to perform his duties and responsibilities to the Company or any Subsidiary or Affiliate or adversely affects the business, operations or affairs of the Company or any Subsidiary or Affiliate.

SECTION 2.11. "CHANGE IN CONTROL" means the effective date of a transaction or series of related transactions whereby (a) at least fifty-one percent (51%) of the Shares shall subsequent to the effective date be beneficially owned by any person, entity or group (within the meaning of Section 13(d)(3) of the 1934 Act) unrelated to or unaffiliated with the Company, (b) the Com