

AMERICAN GREETINGS CORP  
Form 8-K  
June 26, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): June 26, 2009

**American Greetings Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**1-13859**  
(Commission  
File Number)

**34-0065325**  
(I.R.S. Employer  
Identification No.)

**One American Road**

**Cleveland, Ohio**  
(Address of principal executive offices)

**44144**  
(Zip Code)

Registrant's telephone number, including area code: (216) 252-7300

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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- “ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

At the Annual Meeting of Shareholders of American Greetings Corporation (the Company ) on June 26, 2009, the shareholders approved an amendment to the American Greetings Corporation 2007 Omnibus Incentive Compensation Plan (the Plan. ), reserving an additional 1,600,000 Class A common shares and 400,000 Class B common shares for issuance under the Plan, bringing the total number of shares reserved for issuance thereunder to 5,500,000 (4,400,000 Class A common shares and 1,100,000 Class B common shares). The material terms of the Plan, as amended, are summarized in the Company s Definitive Proxy Statement for the 2009 Annual Meeting of Shareholders, which was filed with the Securities and Exchange Commission on May 18, 2009 (No. 001-13859). The description of the Plan, as amended, as contained herein is qualified in its entirety by reference to the full text of the Plan, as amended, a copy of which is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibit.

10.1 American Greetings Corporation 2007 Omnibus Incentive Compensation Plan, as Amended April 17, 2009

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**American Greetings Corporation**  
(Registrant)

By: /s/ Catherine M. Kilbane  
Catherine M. Kilbane, Senior Vice

President, General Counsel and Secretary

Date: June 26, 2009