

**SCHEDULE 14A
(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION**

**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE SECURITIES
EXCHANGE ACT OF 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-11c or Section 240.14a-12

ROBBINS & MYERS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

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

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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

(3) Filing Party:

(4) Date Filed:

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NOTICE OF 2001 ANNUAL MEETING OF SHAREHOLDERS

Date: Wednesday, December 12, 2001

Time: 11:00 A.M., E.S.T.

Place: Olivia's West Room
Kettering Tower
Second and Main Streets
Dayton, Ohio 45423

At the Annual Meeting, shareholders of Robbins & Myers, Inc. will:

- **Elect four directors for a two-year term;**
- **Vote on adoption of an amendment to the 1999 Long-Term Incentive Stock Plan making an additional 550,000 shares available for award under the plan;**
- **Vote on re-approval of the Senior Executive Annual Cash Bonus Plan;**
- **Vote on approval of the appointment of Ernst & Young LLP as independent auditors of the Company for the fiscal year ending August 31, 2002; and**
- **Transact such other business as may properly come before the meeting or any adjournment thereof.**

Shareholders of record at the close of business on October 19, 2001 may vote at the meeting.

Your vote is important. Please fill out the enclosed proxy card and return it in the reply envelope.

By Order of the Board of Directors,

Joseph M. Rigot
Secretary

November 8, 2001

PROXY STATEMENT FOR 2001 ANNUAL MEETING OF SHAREHOLDERS

ROBBINS & MYERS, INC.
1400 Kettering Tower
Dayton, Ohio 45423

November 8, 2001

Solicitation and Voting of Proxies

The Board of Directors of Robbins & Myers, Inc. is sending you this Proxy Statement to solicit your proxy. If you give the Board your proxy, the proxy agents of the Board will vote your shares at the Annual Meeting of Shareholders on December 12, 2001 and any adjournment of the meeting. The proxy agents will vote your shares as you specify on the proxy card. If you do not specify how your shares should be voted, the proxy agents will vote your shares in accordance with the Board's recommendations.

You may revoke your proxy at any time before the proxy agents use it to vote on a matter. You may revoke your proxy in any one of three ways:

- You may send in another proxy card with a later date.
- You may notify the Company in writing before the Annual Meeting that you have revoked your proxy.
- You may vote in person at the Annual Meeting.

The Company first mailed this Proxy Statement to shareholders on November 8, 2001.

Voting Securities and Record Date

You are entitled to notice of the Annual Meeting and to vote at the meeting if you owned common shares of record at the close of business on October 19, 2001. For each share owned of record, you are entitled to one vote. On October 19, 2001, the Company had 11,762,603 common shares outstanding, which are the only voting securities.

Quorum Requirement and Voting

A quorum of shareholders is necessary to hold a valid meeting. The presence, in person or by proxy, of the holders of one-third of the common shares is necessary to have a quorum for the election of directors. The presence, in person or by proxy, of the holders of a majority of the outstanding shares is necessary for any other purpose. Abstentions and broker non-votes are counted as present for establishing a quorum. A broker non-vote occurs when a broker votes on some matters on the proxy card but not on others because he does not have the authority to do so.

In counting votes on a particular item, the Company will treat abstentions as votes cast on the particular matter. The Company will not, however, treat broker non-votes as either votes cast or shares present for matters related to the particular item.

If a shareholder notifies the Company in writing 48 hours or more before the meeting that the shareholder desires that directors be elected by cumulative voting, then shareholders will have cumulative voting rights in the election of directors. Cumulative voting allows each shareholder to multiply the number of shares owned by the number of directors to be elected and to cast the total for one nominee or distribute the votes among the nominees as the shareholder desires. Nominees who receive the greatest number of votes will be elected.

ELECTION OF DIRECTORS

The Company's Board of Directors is divided into two classes, with one class being comprised of four directors and the other of three directors. One class of directors is elected at each Annual Meeting of Shareholders for a term of two years.

At the 2001 Annual Meeting, shareholders will elect four directors who will hold office until the Annual Meeting of Shareholders in 2003. The Board has nominated Robert J. Kegerreis, William D. Manning, Maynard D. Murch IV, and John N. Taylor, Jr. for election as directors. All nominees are presently directors.

If a nominee becomes unable to stand for reelection, the Board's proxy agents will vote the proxies for a substitute nominee of the Board. If shareholders vote cumulatively in the election of directors, then the Board's proxy agents will vote the shares represented by the proxies cumulatively for the election of as many of the Board's nominees as possible and in such order as the proxy agents determine.

Nominees for Term of Office Expiring in 2003

Robert J. Kegerreis, Ph.D.

Director Since 1972

Dr. Kegerreis, 80, served as President of Wright State University from July 1973 to June 1985. He is currently a management consultant and has served as Executive Director of the Arts Center Foundation, Dayton, Ohio, since 1989. Dr. Kegerreis is a director of the Miami Valley Research Park.

William D. Manning

Director Since 1995

Mr. Manning, 67, was Senior Vice President of The Lubrizol Corporation (industrial chemicals) from 1985 to his retirement in April 1994. He is currently a management consultant. Mr. Manning is a director of Unifrax Corporation and NYCO America LLC.

Maynard H. Murch IV

Director Since 1977

Mr. Murch, 57, has been Chairman of the Board of the Company since July 1979. He is President and Chief Executive Officer of Maynard H. Murch Co., Inc. (investments) which is managing general partner of M.H.M. & Co., Ltd. (investments). Since 1976, Mr. Murch has been Vice President of Parker/ Hunter, Incorporated (dealer in securities), a successor firm to Murch and Co., Inc., a securities firm that Mr. Murch had been associated with since 1968. Mr. Murch is a director of Lumitex, Inc. and Shiloh Industries, Inc.

John N. Taylor, Jr.

Director Since 1988

Mr. Taylor, 66, was Chairman from August 1986 to June 2001 and President from October 1974 until August 1986 of Kurz-Kasch, Inc. (a specialty manufacturer of plastic-based components and electromagnetic products).

Directors Continuing in Office Until 2002

Gerald L. Connelly

Director Since 1998

Mr. Connelly, age 60, has been President and Chief Executive Officer of the Company since January 1, 1999. From April 1996 to January 1999, he was Executive Vice President and Chief Operating Officer of the Company and from June 1994 to April 1996, he was a Vice President of the Company and President of its Process Industries Group. He is also a director of Genesis Worldwide Inc.

Thomas P. Loftis

Director Since 1987

Mr. Loftis, 57, has been engaged in commercial real estate development, asset management and consulting with Midland Properties, Inc. since 1981. Mr. Loftis has been a general partner of M.H.M. & Co., Ltd. (investments) since 1986.

Jerome F. Tatar

Director Since 1991

Mr. Tatar, 55, has been Chairman, President and Chief Executive Officer of The Mead Corporation (forest products) since November 1, 1997. From April 1996 to November 1997, he was President and Chief Operating Officer and a director of The Mead Corporation. From July 1994 to April 1996, he was Vice President – Operating Officer of The Mead Corporation. Mr. Tatar is also a director of National City Corp.

Meetings of Directors

The Board of Directors met five times in fiscal 2001. The Board of Directors has two committees: the Audit Committee [Messrs. Taylor (Chairman), Kegerreis and Manning], which met twice in fiscal 2001, and the Compensation Committee [Messrs. Kegerreis (Chairman), Manning and Tatar], which met twice in fiscal 2001. Each director attended all of the meetings of the Board of Directors and the committees on which he served in fiscal 2001.

The Audit Committee serves as the representative of the Board for the general oversight of Company affairs in the area of financial accounting and reporting and the underlying internal controls. The Committee meets with Company personnel and with representatives of Ernst & Young LLP, the Company's independent auditors, to review internal auditing procedures, the annual audit of the Company's financial statements, and compliance with the Company's Code of Business Conduct. The Committee reports its findings and recommendations to the Board of Directors. The Audit Committee Charter, adopted by the Board and included as Appendix A to the Company's 2000 Proxy Statement, more specifically sets forth the duties and responsibilities of the audit committee.

The Compensation Committee develops and administers the Company's executive compensation policies and programs and sets the compensation of executive officers. The Committee also advises the Board of Directors on the creation, administration or modification of employee compensation policies and procedures.

Director Compensation

Directors who are not employees of the Company received the following compensation in fiscal 2001:

Annual Retainer:	\$32,000 (50% is generally paid in restricted shares of the Company which vest after one year)
Committee Chairman Stipend:	\$3,000
Stock Options:	2,000 share option granted to each director on the date he is elected to a new term; option price is equal to fair market value on date of election.

SECURITY OWNERSHIP

Directors and Executive Officers

Set forth below is information as of October 19, 2001 concerning common shares of the Company beneficially owned by each director, each executive officer named in the Summary Compensation Table, and directors and executive officers as a group.

Individual or Group	Number of Shares Beneficially Owned as of 10/19/01 ⁽¹⁾	Percent of Class
Gerald L. Connelly	146,118	1.2%
Robert J. Kegerreis	33,600	(5)
Thomas P. Loftis	43,392 ⁽²⁾	(5)
William D. Manning	19,456	(5)
Maynard H. Murch IV	3,087,140 ⁽³⁾	26.2%
Jerome F. Tatar	22,007	(5)
John N. Taylor, Jr.	104,925 ⁽⁴⁾	(5)
Kevin J. Brown	20,779	(5)
Hugh E. Becker	30,231	(5)
Milton M. Hernandez	7,260	(5)
Thomas J. Schockman	3,560	(5)
Directors and Executive Officers as a Group (14 persons)	3,588,988	29.7%

(1) Unless otherwise indicated, total voting power and total investment power are exercised by each individual and/or a member of his household. Shares which a person may acquire within 60 days of October 19, 2001 are treated as “beneficially owned” and the number of such shares included in the table for each person is:

Mr. Connelly — 140,000	Dr. Kegerreis — 6,367	Mr. Loftis — 6,917
Mr. Manning — 10,000	Mr. Murch — 5,334	Mr. Tatar — 10,000
Mr. Taylor — 6,000	Mr. Brown — 19,127	Mr. Becker — 29,500
Mr. Hernandez — 6,667	Mr. Schockman — 3,334	
Directors and executive officers as a group — 301,663		

(2) Includes 11,368 shares with respect to which Mr. Loftis has sole voting and shared investment power.

(3) Includes 32,000 shares with respect to which Mr. Murch has sole voting and shared investment power and 2,994,254 shares beneficially owned by M.H.M. & Co., Ltd. See Footnote (1) in the following section.

(4) Includes 20,200 shares held of record in the name of K-K Realty Partners, Ltd., of which Mr. Taylor is the general partner.

(5) Less than 1%.

Principal Shareholders

The only persons known by the Board of Directors of the Company to be beneficial owners of more than 5% of the outstanding common shares of the Company as of October 19, 2001 are listed in the following table:

Name and Address	Number of Common Shares Beneficially Owned as of 10/19/01	% of Class
M.H.M. & Co., Ltd. ⁽¹⁾ 830 Hanna Building Cleveland, OH 44115	2,994,254	25.5%
Brian Fenwick-Smith ⁽²⁾ 13, Boulevard de Suisse MC 98000 Monaco	600,000	5.1%
Lord, Abbett & Co. ⁽³⁾ 90 Hudson Street Jersey City, NJ 07302	985,867	8.4%
WEDGE Capital Management L.L.P. ⁽⁴⁾ 2920 One First Union Center 301 South College Street Charlotte, NC 28202	816,200	6.9%
Wellington Management Company, LLP ⁽⁵⁾ 75 State Street Boston, MA 02109	965,900	8.2%

- (1) M.H.M. & Co., Ltd. is an Ohio limited partnership (the "Partnership"). Maynard H. Murch Co., Inc. is the managing general partner, and Thomas P. Loftis is the other general partner, of the Partnership. Partnership decisions with respect to the voting and disposition of Company shares are determined by Maynard H. Murch Co., Inc., whose board of directors is comprised of Maynard H. Murch IV and Robert B. Murch, who are brothers, and Creighton B. Murch, who is their first cousin.
- (2) The Company issued these shares to Mr. Fenwick-Smith on August 31, 2001 in connection with its purchase from him of Romaco N.V.
- (3) Lord, Abbett & Co. is a registered investment advisor.
- (4) WEDGE Capital Management L.L.P. is a registered investment advisor.
- (5) Wellington Management Company, LLP is a registered investment advisor, and the information is presented as of June 30, 2001. Of the shares listed, it has shared power to vote 718,800 shares and shared power to dispose of 965,900 shares.

COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Compensation Committee of the Board of Directors develops and administers the compensation policies and programs and sets the compensation of executive officers of the Company. The Committee members are three directors who are not present or former employees of the Company.

Objectives and Policies

The Committee seeks to:

- Attract and retain talented executives critical to the long-term success of the Company;
- Offer total compensation programs which compare favorably to those of global industrial companies similar to the Company;
- Tie compensation to the Annual Business Plan and progress on long-term goals;
- Reward both Company and individual performance; and
- Link executive's goals with those of shareholders.

Tax Deductibility of Compensation. Because certain executives could realize more than \$1,000,000 in compensation in one year due to payout of long-term incentives and option exercises, the Committee addressed the \$1,000,000 annual limitation on deductibility for federal income tax of compensation paid to executives named in the "Summary Compensation Table," which follows this report. In 1996, shareholders approved the Company's Senior Executive Annual Cash Bonus Plan, and such plan is being submitted to shareholders this year for re-approval. In 1999 shareholders approved the 1999 Long-Term Incentive Stock Plan. Incentive compensation paid to the Company's executives as cash bonuses, performance shares, and stock options should normally be deductible for federal income taxes.

Types of Compensation

The Company pays two types of compensation:

- Annual compensation — includes base salary and a cash bonus if certain financial targets are achieved; and
- Long-term compensation — includes annual stock option grants, which are only valuable if the Company's stock price increases and restricted shares, which are only granted to executives if a specified three-year goal is met.

Annual Compensation

Base Salary. The Company pays executives a salary each year which it believes is competitive with salaries paid by other industrial companies similar to the Company based on survey data of independent compensation consultants. The Committee reviews this survey data and periodically adjusts the Company's management salary structure to

maintain salary ranges at or slightly above the survey median. Individual salaries, which are considered annually, may be adjusted to reflect changes in the Company's salary structure, individual performance during the preceding year as well as overall Company performance.

Annual Cash Bonus Opportunity. Executives can earn a cash bonus each year. For fiscal 2001, the bonuses were calculated as follows:

- Available bonuses at targeted performance levels ranged from 25% to 50% of base salary; executives with higher positions on the Company's position evaluation system were eligible for a larger bonus percentage, effectively making more of their total compensation dependent on performance.
- Performance measures and the respective weighting assigned to each were:
 - Consolidated sales growth (33.3%)
 - Earnings per share growth (33.3%)
 - Controllable asset management (cash conversion cycle) (33.3%)
- Bonuses were paid at approximately 97% of targeted percentages based on actual performance achievements for fiscal 2001.

Long-Term Compensation Incentives

The Company's executives make strategic business decisions, which are ultimately successful, only if they increase shareholder value. The Committee believes a significant portion of executive compensation should be tied to increases in shareholder value and paid in Company stock. To accomplish this, the Committee uses stock options and restricted shares as long-term incentives.

Stock Options. The Committee annually grants stock options to executives under the Company's 1999 Long-Term Incentive Stock Plan. The option price is the fair market value of a Company share on the date of grant. Options generally become exercisable over a three-year period and expire 10 years after grant. The Committee determines the number of shares, if any, to be granted to each executive based on:

- Executive's ability to impact the Company's long-term financial results;
- Executive's recent performance; and
- Importance of executive to the Company achieving its long-term goals.

Performance Shares. At the beginning of fiscal 2000, the Committee awarded performance units to executives. The number of performance units, which convert to restricted shares earned, is directly related to the total shareholder return for the Company over the three-year period ending August 31, 2002 compared to the total shareholder return for companies in the Russell 2000 Company Group Index ("Index") for the same period. No restricted shares are earned unless the total shareholder return for the Company for the three-year period is at least equal to the median return for companies in the Index.

Compensation of Chief Executive Officer

In determining Mr. Connelly's total compensation, the Committee considers the Company's financial results, his leadership in developing and executing the Company's strategic plan, and his role in the Company's acquisition program.

The Committee increased Mr. Connelly's salary in October 2000 from \$420,000 to \$445,000. Mr. Connelly, as a participant in the annual cash bonus plan, had a target award at 50% of his base salary for fiscal 2001. Based on the Company's performance achievements relative to the financial performance measures applicable for fiscal 2001, Mr. Connelly was paid a bonus of \$215,825.

During fiscal 2001, the Committee granted Mr. Connelly options to purchase 30,000 common shares. This represents the normal annual grant under the 1999 Long-Term Incentive Stock Plan for the President and Chief Executive Officer. In determining the size of the award, the Committee evaluated the accomplishments of major strategic objectives as well as Mr. Connelly's potential for influencing future results. Consideration was also given to the relationship of previous grants and his total number of outstanding options.

The Committee believes its compensation policies and program for executive officers, including the Chief Executive Officer, effectively tie executive compensation to the Company's performance and shareholder value.

THE COMPENSATION COMMITTEE

Robert J. Kegerreis, *Chairman*

William D. Manning

Jerome F. Tatar

EXECUTIVE COMPENSATION

The following sections show compensation information relating to the Chief Executive Officer and the next four most highly compensated executive officers of the Company at August 31, 2001. The information is presented on a fiscal year basis.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation		Long-Term Compensation Awards	All Other Compensation ⁽¹⁾
		Salary	Bonus	Number of Shares Underlying Options	
Gerald L. Connelly, President and Chief Executive Officer	2001	\$445,000	\$215,825	30,000	\$5,640
	2000	420,000	184,400	30,000	4,200
	1999	400,000	–0–	30,000	4,000
Kevin J. Brown, Vice President and Chief Financial Officer	2001	\$187,000	\$ 72,556	15,000	\$3,785
	2000	161,667	61,600	15,000	3,115
	1999	125,000	–0–	5,000	1,731
Hugh E. Becker, Vice President, Investor Relations and Human Resources	2001	\$187,000	\$ 63,487	10,000	\$5,885
	2000	178,000	54,824	10,000	4,125
	1999	169,000	–0–	10,000	2,340
Milton M. Hernandez, Group Vice President and President, Robbins & Myers Europe ⁽²⁾	2001	\$185,000	\$ 62,808	17,500	\$4,835
	2000	72,917	22,458	15,000	969
Thomas J. Schockman, Controller ⁽²⁾	2001	\$119,000	\$ 28,858	–0–	\$4,281
	2000	65,625	14,437	10,000	1,246

(1) All amounts presented are Company contributions under its Employee Savings Plan.

(2) Mr. Hernandez was first employed by the Company on April 4, 2000 and Mr. Schockman on January 31, 2000.

Fiscal 2001 Stock Option Grants

The following table presents information concerning stock options granted in fiscal 2001 to the persons named in the Summary Compensation Table. The table also shows the hypothetical gains that would exist for the options at the end of their ten-year terms, assuming annual compound rates of stock appreciation of 5% and 10%. The actual future value of the options will depend on the market value of the Company's common shares.

Name	Individual Grants ⁽¹⁾				Potential Realizable Value at Assumed Annual Rates of Stock Price Appreciation for Option Term ⁽²⁾	
	Number of Shares Underlying	% of Total Options Granted to	Exercise Price	Expiration Date	5%	10%
	Options Granted	Employees in Fiscal 2001				
Gerald L. Connelly	30,000	21.0%	\$27.75	6/25/11	\$523,555	\$1,326,790
Kevin J. Brown	15,000	10.5%	\$27.75	6/25/11	\$261,777	\$ 663,950
Hugh E. Becker	10,000	7.0%	\$27.75	6/25/11	\$174,518	\$ 442,264
Milton M. Hernandez	17,500	12.2%	\$27.75	6/25/11	\$305,407	\$ 773,961
Thomas J. Schockman	-0-	—	—	—	—	—

- (1) Under the Company's option plans, one-third of the shares subject to an option may be purchased one year after the date of grant, two-thirds after two years, and 100% after three years and the options have a 10-year term.
- (2) The dollar amounts under these columns are the result of calculations at the 5% and 10% rates, assuming annual compounding, prescribed by rules of the Securities and Exchange Commission and are not intended to forecast possible appreciation, if any, of the Company's share price.

Option Exercises in Fiscal 2001 and Fiscal Year-End Option Values

The following table presents information concerning all exercises of options to purchase Company shares during fiscal 2001 by the persons named in the Summary Compensation Table and the value of all unexercised options at August 31, 2001.

Name	Shares Acquired On Exercise	Value Realized ⁽¹⁾	Number of Shares Underlying Unexercised Options at 8/31/01		Value of Unexercised In-The-Money Options at 8/31/01 ⁽²⁾	
			Exercisable	Unexercisable	Exercisable	Unexercisable
Gerald L. Connelly	-0-	-0-	140,000	60,000	\$1,209,320	\$200,200
Kevin J. Brown	-0-	-0-	18,833	26,667	\$ 93,332	\$ 89,668
Hugh E. Becker	-0-	-0-	29,500	20,000	\$ 101,385	\$ 66,735
Milton M. Hernandez	-0-	-0-	6,667	30,833	\$ 45,218	\$ 86,025
Thomas J. Schockman	-0-	-0-	3,334	6,666	\$ 23,871	\$ 47,729

- (1) Represents the excess of the market value of the acquired shares on the dates of exercise over the aggregate option price paid.
- (2) Represents the excess of the market value at August 31, 2001 of the shares subject to the options over the aggregate option exercise price.

Pension Plan

The Company has a noncontributory, defined benefit pension plan for officers and other salaried employees (the “Pension Plan”). The Company calculates retirement benefits under the Pension Plan on the basis of the employee’s average annual compensation for the five highest years during the employee’s last ten years of employment with reductions for credited years of service less than 35. The maximum annual retirement benefit that the Company can pay under the Pension Plan to any participant as a result of limitations imposed under the Internal Revenue Code is presently \$140,000.

Compensation for the purpose of calculating retirement benefits includes salary and bonuses (exclusive of deferred incentive compensation). The total amount of such compensation for executive officers for fiscal 2001 is presented in the Summary Compensation Table under the heading “Annual Compensation.”

The Company also has a Supplemental Pension Plan (the “Supplemental Plan”) which provides supplemental retirement benefits for Messrs. Connelly, Brown, Hernandez, Becker, and other key employees as they obtain eligibility under the criteria established by the Board for participation in the plan. The supplemental retirement benefit is provided under terms and conditions similar to those under the Pension Plan except the Supplemental Plan allows for the crediting of additional years of service by the Committee. The supplemental retirement benefit is equal to the excess of (i) the benefit that would have been payable to the employee under the Pension Plan without regard to certain annual retirement income and benefit limitations imposed by federal law and at the years of service credited under the Supplemental Plan over (ii) the benefit payable to the employee under the Pension Plan.

The following table shows the estimated maximum annual retirement benefits payable at normal retirement (age 65) under the Pension Plan and Supplemental Plan at selected compensation levels after various years of service. The credited years of service for the current executive officers named in the Summary Compensation Table is: Mr. Connelly — 10, Mr. Brown — 6, Mr. Hernandez — 1, Mr. Becker — 25, and Mr. Schockman — 1. Amounts shown are straight life annuity amounts. These amounts are not reduced to take into account Social Security benefits paid to the employee.

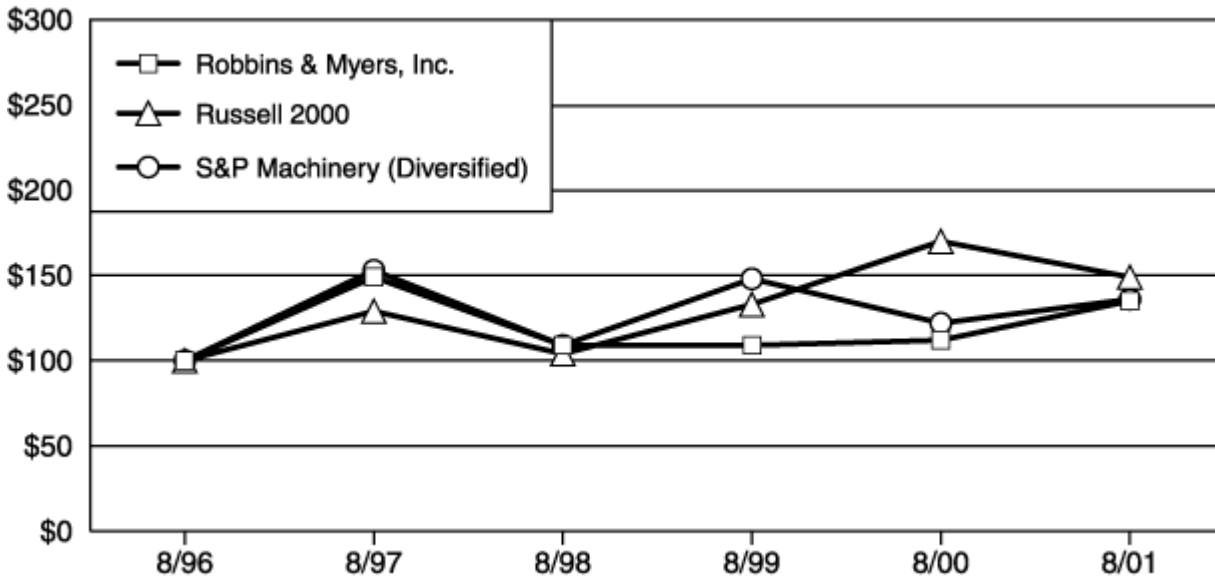
Final Average Compensation	Estimated Annual Retirement Benefits For Specified Years of Service				
	15 Years	20 Years	25 Years	30 Years	35 Years
\$250,000	\$ 51,418	\$ 68,543	\$ 85,668	\$102,793	\$119,876
300,000	61,919	82,544	103,170	123,796	144,379
350,000	72,418	96,544	120,669	144,794	168,878
400,000	82,918	110,543	138,168	165,793	193,376
500,000	103,918	138,544	173,169	207,794	242,378
600,000	124,919	166,544	208,170	249,796	291,379
700,000	144,264	192,348	240,444	288,528	336,624

Other

The Company has agreed to pay Mr. Connelly one year's salary in the event the Company terminates his employment as Chief Executive Officer for reasons other than misconduct. If such termination occurs within three years after a change of control of the Company (as defined in the agreement) his salary continues for a three-year period.

PERFORMANCE GRAPH

The following graph compares the cumulative total return to shareholders on the Company's common shares for its last five fiscal years with the cumulative total return of the Russell 2000 Company Group Index and the S&P Diversified Machinery Index for the same periods. The graph depicts the value on August 31, 2001 of a \$100 investment made on August 31, 1996 in Company shares and each index, with all dividends reinvested.



Performance Graph Data	8/96	8/97	8/98	8/99	8/00	8/01
Robbins & Myers, Inc.	100	149	109	109	112	135
Russell 2000	100	129	104	133	170	149
S&P Machinery (Diversified)	100	153	109	148	122	136

AMENDMENT TO THE 1999 LONG-TERM INCENTIVE STOCK PLAN

Shareholders approved the Company's 1999 Long-Term Incentive Stock Plan (the "Plan") on December 8, 1999. At the Annual Meeting, shareholders will vote on a proposed amendment to increase the number of shares available for issuance under the Plan from 550,000 to 1,100,000. Approval of the amendment requires the affirmative vote of the holders of a majority of the outstanding common shares present, in person or by proxy, and entitled to vote at the meeting. **The Board of Directors recommends that you vote FOR approval of the amendment.**

The Plan provides for the grant of options and other long-term incentive stock awards to key employees of the Company and its subsidiaries. The Plan is the only vehicle available to the Company for the granting of stock-based compensation. Currently, there are 218,200 shares available for the grant of awards. The Board believes adoption of the amendment provides the Company Compensation Committee, which administers the Plan, the continuing flexibility necessary to design and implement performance-based compensation utilizing stock incentives.

A description of the essential features of the Plan appears below. The Company will provide you a copy of the full text of the Plan upon request directed to the Company, either by telephoning 937-222-2610, or by writing Robbins & Myers, Inc., 1400 Kettering Tower, Dayton, Ohio 45423, Attention: Secretary.

General Information Regarding the Plan

Administration. The Plan is administered by the Company's Compensation Committee, which is comprised of three directors of the Company. Committee members must be non-employee directors and outside directors. This means, among other things, that they cannot be current or former Company officers. The Committee has full authority under the Plan to determine the types and terms of awards and to interpret and administer the Plan. The Committee may grant incentive awards in the form of stock options, performance share awards, and restricted stock awards.

Shares Available Under the Plan. If the amendment is approved, an additional 550,000 shares will be available for issuance under the Plan. Under the Plan, the Company may issue authorized and unissued shares or deliver treasury shares as awards. If there is a stock split, stock dividend or other relevant change affecting the Company's shares, the Committee makes appropriate adjustments in the maximum number of shares issuable under the Plan and subject to outstanding awards.

On October 19, 2001 (the record date for the Annual Meeting), the closing price of a common share of the Company on the New York Stock Exchange Composite Tape was \$26.62.

Eligibility and Award Limits. Awards may be made to employees of the Company and its subsidiaries. In determining which key employees will receive awards, the Committee considers such factors as it deems relevant in order to promote the purposes of the Plan. As of October 19, 2001, 89 employees held awards under the Plan.

The Plan contains annual limits on awards to individual participants. In any calendar year, the maximum number of shares that may be subject to options granted to any participant is 100,000; also, no participant may be awarded in any calendar year restricted shares with a value of more than \$500,000 at the time of award, or performance shares with a value of more than \$1,000,000 at the time of award.

Amendment and Termination of the Plan. The Board may terminate or amend the Plan as it deems advisable. Unless shareholders approve, however, no amendment may increase the maximum number of shares subject to the Plan, permit the granting of options at a price less than the fair market value of a share on the date of grant, or materially modify the requirements as to eligibility for participation in the Plan. Unless sooner terminated, the Plan expires on October 5, 2009.

Types of Awards

Stock Options. The Committee may grant options qualifying as incentive stock options under the Internal Revenue Code of 1986, as amended (the "Code"), and nonqualified stock options. The term of an option may not exceed ten years. The option price per share may not be less than the fair market value of a Company share on the date of grant. The Committee does not have the right to amend an outstanding option grant for the purpose of reducing its exercise price.

The option price is payable either in cash, by delivery to the Company of shares of the Company already owned by the optionee, or by any combination of such methods of payment. Under the Plan, an optionee may use shares received upon the exercise of a portion of an option to pay the exercise price for additional portions of the option.

The Committee may provide that an option is exercisable at any time during its term, or only with respect to a stated number of shares over staggered periods. An option may only be exercised while the optionee is employed by the Company or a subsidiary of the Company or within 30 days after cessation of the optionee's employment if the reason for cessation of employment is other than disability, retirement, or death. In the case of disability, normal retirement, or death, an option may be exercised to the extent it was exercisable on the date the optionee ceased to be employed by the Company for the lesser of three years after termination of employment or the remaining term of the option. In the event of a change of control of the Company (as defined in the Plan), any option which is not then exercisable, automatically becomes exercisable.

Restricted Share Awards. The Committee may also issue or transfer shares under a restricted share award. The grant of the award sets forth a restriction period during which the grantee must remain in the employ of the Company. If the grantee's employment terminates during the period, the grant would terminate and the grantee must return the shares to the Company. However, the Committee may provide complete or partial exceptions to this requirement as it deems equitable. The grantee could not dispose of the shares prior to the expiration of the restriction period. During this period, the grantee is entitled to vote the shares and, at the discretion of the Committee, receive dividends.

Performance Awards. The Committee may grant performance awards under which payment is made, in the Committee's discretion, in shares, or a combination of shares and cash if

the performance of the Company or any subsidiary or division of the Company selected by the Committee meets certain goals established by the Committee during an award period. The Committee determines the goals, the length of an award period, the maximum payment value of an award, and the minimum performance required before a payment is made. Except for performance awards intended as “performance-based compensation” under Section 162(m) of the Code, the Committee may revise the goals and the computation of payment at any time to account for unforeseen events which occur during an award period and which have a substantial effect on the performance of the Company, subsidiary or division. In order to receive payment, a grantee must remain in the employ of the Company until the completion of the award period, except that the Committee may provide complete or partial exceptions to that requirement as it deems equitable.

Performance-based Compensation. Section 162(m) of the Code limits the amount of the deduction that the Company may take on its federal income tax return for compensation paid to any of the Named Executive Officers in the Summary Compensation Table (the Code refers to these officers as “covered employees”). The limit is \$1 million per covered employee per year, with certain exceptions. This deductibility cap does not apply to “performance-based compensation,” if approved by shareholders. Options granted under the Plan will qualify as performance-based compensation and other Incentive Awards may also qualify if the Committee so designates the other Incentive Awards as performance-based compensation and administers the Plan with respect to these designated awards in compliance with Section 162(m) of the Code.

The Plan contains a number of measurement criteria that the Committee may use to determine whether and to what extent any covered employee has earned a Performance Share or Restricted Share Award. The measurement criteria that the Committee may use to establish specific levels of performance goals include any one or a combination of the following: level of sales, earnings per share, income before income taxes and cumulative effect of accounting changes, income before cumulative effect of accounting changes, net income, return on assets, return on equity, return on capital employed, total stockholder return, market valuation, cash flow and completion of acquisitions. The foregoing criteria have any reasonable definitions that the Committee may specify, which may include or exclude any or all of the following items, as the Committee may specify: extraordinary, unusual or non-recurring items; effects of accounting changes; effects of currency fluctuations; effects of financing activities (e.g., effect on earnings per share of issuing convertible debt securities); expenses for restructuring or productivity initiatives; non-operating items; acquisition expenses; and effects of divestitures. Any such performance criterion or combination of such criteria may apply to a participant’s award opportunity in its entirety or to any designated portion of the award opportunity, as the Committee may specify.

The Committee may set performance goals based on the achievement of specified levels of corporate-wide performance or performance of a Company subsidiary or business unit in which the participant works. The Committee may make downward adjustments in the amounts payable under an award, but it may not increase the award amounts or waive the achievement of a performance goal.

Federal Income Tax Consequences

Stock Options. The grant of an incentive stock option or a nonqualified stock option does not result in income for the grantee or in a deduction for the Company.

The exercise of a nonqualified stock option results in ordinary income for the optionee and a deduction for the Company measured by the difference between the option price and the fair market value of the shares received at the time of exercise. Tax withholding by the Company is required.

Except to the extent of the alternative minimum tax, the exercise of an incentive stock option does not result in income to the grantee. If the grantee (i) does not dispose of the shares within two years after the date of grant and one year after the transfer of shares upon exercise (the “holding periods”) and (ii) is an employee of the Company or a subsidiary of the Company from the date of grant until three months before the exercise, favorable tax consequences are available. If these requirements are met, the optionee’s cost basis in the shares is the option price and any gain upon disposition is taxed to the employee as long-term capital gain. The excess of the market value of a share on the exercise date over the option price of an incentive stock option is taken into account on the exercise date for alternative minimum tax purposes and is potentially subject to such tax.

If the grantee disposes of the shares acquired upon exercise of an incentive stock option prior to the expiration of the holding periods, the grantee recognizes ordinary income and the Company is entitled to a deduction, that is, in general, equal to the lesser of (i) the fair market value of the shares on the exercise date minus the option price or (ii) the amount realized on disposition minus the option price. Any gain in excess of the ordinary income portion is taxable as long-term or short-term capital gain.

Performance Awards. The grant of a performance award does not result in income to the grantee or in a deduction to the Company. Upon the receipt of shares or cash under a performance award, the grantee recognizes ordinary income and the Company is entitled to a deduction measured by the fair market value of the shares and the amount of any cash received. Income tax withholding by the Company is required.

Restricted Share Awards. The grant of a restricted share award does not result in income for the grantee or in a deduction for the Company for federal income tax purposes assuming the shares transferred are subject to restrictions resulting in a “substantial risk of forfeiture” as intended by the Company. Dividends paid to the grantee while the shares remained subject to restriction are treated as compensation for federal income tax purposes. At the time the restrictions lapse, the grantee receives ordinary income, and the Company is entitled to a deduction measured by the fair market value of the shares at the time of lapse. Income tax withholding by the Company is required.

Elective Share Withholding. An employee may elect to have shares withheld in an amount required to satisfy the minimum federal, state, and local withholding requirements upon the exercise of a nonqualified stock option, the vesting of restricted stock award, the payment of a performance share award or any other taxable event. The Committee may, however, adopt guidelines limiting or restricting the use of shares as a method of payment of withholding taxes.

RE-APPROVAL OF SENIOR EXECUTIVE ANNUAL CASH BONUS PLAN

The Board of Directors of the Company normally seeks to implement compensation programs in a manner which maximizes the deductibility for federal income taxes of compensation paid by the Company. Accordingly, in 1996 the Board adopted, and the stockholders approved on December 11, 1996, the Senior Executive Annual Cash Bonus Plan (the "Plan"). The Plan is designed to qualify the amounts paid under its terms to the Company's senior executive officers as "qualified performance-based compensation" under Section 162(m) of the Internal Revenue Code (the "Code"). This qualification allows amounts awarded under the Plan to be deductible by the Company for federal income tax purposes, even if, when combined with other compensation, the award causes the compensation of any Named Executive Officer to exceed \$1 million. The Code requires that the Plan be re-approved by the Company's shareholders every five years.

Re-approval of the Plan requires the affirmative vote of the holders of a majority of the common shares represented, in person or by proxy, and entitled to vote at the Annual Meeting. **The Board of Directors recommends a vote FOR re-approval of the Plan.**

A description of the essential features of the Plan appears below. The Company will provide you a copy of the full text of the Plan upon request directed to the Company, either by telephoning 937-222-2610, or by writing Robbins & Myers, Inc., 1400 Kettering Tower, Dayton, Ohio 45423, Attention: Secretary.

Payment of any awards under the Plan relating to services to be performed in fiscal year 2002 and thereafter is contingent on re-approval of the Plan by shareholders. If such approval is not obtained, no such future awards will be paid, although other incentive awards may be paid at the discretion of the Committee (as hereinafter defined).

Under Section 162(m) of the Code, the amount which the Company may deduct on its tax returns for compensation paid to certain "covered employees" (generally the chief executive officer and the four highest paid executive officers other than the chief executive officer) in any taxable year is generally limited to \$1 million per individual. However, compensation that qualifies as "performance-based compensation" is not subject to the \$1 million deduction limit. In order for compensation to qualify as "performance-based" for this purpose, it must meet certain conditions, one of which is that the material terms of the performance goals under which the compensation is to be paid must be disclosed to and approved by shareholders, and thereafter approved every five years that the Plan continues in effect.

The persons who are eligible to be selected to participate in the Plan are employees of the Company and its subsidiaries who are executive officers of the Company and whose annual incentive compensation for any taxable year of the Company the Committee anticipates would not be deductible by the Company in whole or in part unless the incentive compensation qualifies as "performance-based" under Section 162(m)(4)(C) of the Code, including members of the Board of Directors who are such employees. Based on this eligibility standard, only Mr. Connelly is eligible to be selected to participate at the present time. Other employees of the Company and its subsidiaries may be eligible to earn lower amounts of annual incentive compensation under other arrangements that are generally less

restrictive than the Plan. However, a larger or smaller number of persons may be eligible to be selected to participate in the Plan in the future, depending on the compensation levels and the character of the compensation payable to the Company's executive officers in the future. Under the Plan, the Compensation Committee of the Board of Directors, or another committee designated by the Board and consisting exclusively of "outside directors" within the meaning of Section 162(m) of the Code (the "Committee"), selects participants in the Plan, determines the amount of their award opportunities, selects the performance criteria and the performance goals for each year, and administers and interprets the Plan. An eligible employee may (but need not) be selected to participate in the Plan each year.

No later than 90 days after the commencement of each year (or by such other deadline as may apply under Code Section 162(m)(4)(C) or the Treasury Regulations thereunder), the Committee will select the persons who will participate in the Plan in such year and establish in writing the performance goals for that year as well as the method for computing the amount of compensation which each such participant will be paid if such goals are attained in whole or in part. Such method will be stated in terms of an objective formula or standard that precludes discretion to increase the amount that will be due upon attainment of the goals. The Committee retains discretion under the Plan to reduce an award at any time before it is paid.

The maximum amount of compensation that may be paid under the Plan to any participant for any year is equal to the lesser of 150% of the participant's base salary or \$750,000.

Under the Plan, the performance goals for any year may be based on any of the following criteria, either alone or in any combination, and on either a consolidated or business unit level, and may include or exclude discontinued operations and acquisition expenses (e.g., pooling of interests), as the Committee may in each case determine: level of sales, earnings per share, income before income taxes and the cumulative effect of accounting changes, income before the cumulative effect of accounting changes, net income, return on assets, return on equity, return on capital employed, total shareholder return, market valuation, cash flow and completion of acquisitions. The foregoing terms shall have any reasonable definitions that the Committee may specify, which may include or exclude any or all of the following items, as the Committee may specify: extraordinary, unusual or non-recurring items; effects of accounting changes; effects of currency fluctuations; effects of financing activities (e.g., effect on earnings per share of issuing convertible debt securities); expenses for restructuring or productivity initiatives; non-operating items; acquisition expenses (e.g., pooling of interests); and effects of acquisitions or divestitures. Any of the foregoing criteria may apply to a participant's award opportunity for any year in its entirety or to any designated portion of the award opportunity, as the Committee may specify.

The performance goals that have been established by the Committee for fiscal 2002 are based equally on three performance measures: sales growth, earnings per share growth, and asset management. The Committee has determined that the three items shall be calculated in accordance with generally accepted accounting principles, consistently applied, and shall exclude the effects of acquisitions, disposals, significant reorganizations, and debt or equity financings. Under the Plan, the Committee may use the same criterion or such other criterion as set forth in the Plan for awards in future years.

Awards may be paid under the Plan for any year only if and to the extent the awards are earned on account of the attainment of the performance goals applicable to such year and the participant is continuously employed by the Company throughout such year. The only exceptions to the continued employment requirement are if employment terminates by reason of death or disability during a year, in which case a prorated award may be paid after the close of the year, or if a Change of Control (as defined in the Company's 1999 Long-Term Incentive Stock Plan) occurs during a year, in which case a prorated award will be paid at the time of the Change of Control based on the participant's projected award for the year in which the Change of Control occurs (as determined by the Committee). If a participant's employment terminates for any reason other than death or disability during a year, any award for such year will be forfeited. However, a prorated award may also be paid after the year if employment terminates by retirement during the year, but only if such a payment will not prevent awards from qualifying as "performance-based" compensation in the absence of any termination of employment.

Unless the Committee provides otherwise, all payments pursuant to the Plan are to be made in cash when the Committee certifies that the performance goals for the year have been satisfied.

The Plan has been in effect since September 1, 1996 and will, if approved at this Annual Meeting, continue in effect for subsequent years unless and until terminated by the Committee in accordance with the provisions of the Plan. The Board may amend or terminate the Plan without shareholder approval at any time. For fiscal 2002, Mr. Connelly is the only participant in the Plan. While the actual amounts payable under the Plan for fiscal 2002 are not determinable, the Committee has set the maximum award opportunity under the Plan for fiscal 2002 at \$667,500. The maximum award under the Plan is only earned if specified performance criteria fixed by the Committee are attained, the Committee does not exercise its discretion to reduce the maximum award opportunity, and the participant remains in the Company's employment for the entire year.

In fiscal 2001, Mr. Connelly was the only participant in the Plan, and the Committee awarded him \$215,825 based on the Company's results with respect to three performance measures — sales growth, earnings per share growth, and effective asset management.

REPORT OF THE AUDIT COMMITTEE OF THE BOARD

The Audit Committee is comprised of three members of the Company's Board of Directors. Each member of the Audit Committee is independent as "independence" is defined at Sections 303.01(B)(2)(a) and (B)(3) of the New York Stock Exchange's listing standards. The duties and responsibilities of the Audit Committee are set forth in the Audit Committee Charter, which the Board of Directors adopted on March 21, 2001. A copy of the Charter was included as Appendix A to the Company's Proxy Statement for its Annual Meeting of Shareholders held on December 13, 2000. The Audit Committee, among other things, recommends to the Board of Directors (i) that the audited financial statements be included in the Company's Annual Report on Form 10-K and (ii) the selection of the independent auditors to audit the books and records of the Company.

The Audit Committee has (i) reviewed and discussed the Company's audited financial statements for the fiscal year ended August 31, 2001 with the Company's management and with the Company's independent auditors; (ii) discussed with the Company's independent auditors their judgments as to the quality, not just acceptability of the Company's accounting principles, and the matters required to be discussed by SAS 61 (Codification for Statements on Auditing Standards); and (iii) received and discussed the written disclosures and the letter from the Company's independent auditors required by Independence Standards Board Statement No. 1 (Independence discussions with Audit Committees). Based on such review and discussions with management and the independent auditors, the Committee recommended to the Board of Directors that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2001 for filing with the U.S. Securities and Exchange Commission.

THE AUDIT COMMITTEE

John N. Taylor, Jr., *Chairman*

Robert J. Kegerreis

William D. Manning

APPOINTMENT OF INDEPENDENT AUDITORS

Ernst & Young LLP served as the Company's independent auditors during the fiscal year ended August 31, 2001. A representative of Ernst & Young is expected to be present at the Annual Meeting with the opportunity to make a statement if he desires to do so and to respond to appropriate questions from shareholders.

In addition to rendering audit services during fiscal 2001, Ernst & Young performed other non-audit services (primarily acquisition and tax related services) for the Company and its consolidated subsidiaries. The Company paid the following fees to Ernst & Young for services rendered during fiscal 2001:

Audit Fees	\$570,700
Financial Information Systems	
Design and Implementation Fees	\$ -0-
All Other Fees	\$381,325

In recommending to the Board that Ernst & Young serve as the Company's independent accountants for fiscal 2002, the Audit Committee reviewed past audit results and the non-audit services performed during fiscal 2001 and proposed to be performed during fiscal 2002. In selecting Ernst & Young, the Audit Committee carefully considered the impact of such services on Ernst & Young's independence. The Audit Committee has determined that the performance of such non-audit services did not affect the independence of Ernst & Young. Ernst & Young has advised the Company that Ernst & Young is in compliance with all rules, standards and policies of the Independence Standards Board and the Securities and Exchange Commission governing auditor independence.

Subject to ratification by the shareholders, the Board of Directors of the Company has selected Ernst & Young as independent auditors for the Company for the fiscal year ending August 31, 2002. **The Board recommends a vote "FOR" the proposal to ratify such selection.** In the event shareholders do not approve the selection of Ernst & Young, the Board will seek to determine from shareholders the principal reasons Ernst & Young was not approved, evaluate such reasons, and consider whether, in view of the circumstances, a different firm of independent auditors should be selected for fiscal 2002.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the meeting other than those mentioned above. However, if other matters should properly come before the meeting, or any adjournment thereof, it is intended that the Board's proxy agents will vote the proxies in their discretion.

The Company will bear the cost of soliciting proxies. In addition to the use of the mails, certain officers, directors, and regular employees of the Company may solicit proxies by telephone or personal interview. The Company will request brokerage houses, banks and other persons to forward proxy material to the beneficial owners of shares held of record by such persons.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act of 1934 requires directors and executive officers of the Company and owners of more than 10% of the Company's common shares to file an initial ownership report with the Securities and Exchange Commission and a monthly or annual report listing any subsequent change in their ownership of common shares. The Company believes, based on information provided to the Company by the persons required to file such reports, that all filing requirements applicable to such persons during the period from September 1, 2000 through August 31, 2001, were met, except that the Company inadvertently omitted to file form 4 reports on behalf of Messrs. Kegerreis, Manning, Raiteri, Taylor and Tatar at the time they exercised Company granted options.

SHAREHOLDER PROPOSALS

If you intend to submit a proposal for inclusion in the Company's proxy statement and form of proxy for the 2002 Annual Meeting of Shareholders, the Company must receive the proposal at 1400 Kettering Tower, Dayton, Ohio 45423, Attention: Corporate Secretary, on or before July 10, 2002. The 2002 Annual Meeting of Shareholders is presently scheduled to be held on December 11, 2002.

For any proposal that is not submitted for inclusion in next year's proxy statement, but is instead sought to be presented directly by a shareholder at the 2002 Annual Meeting, management will be able to vote proxies in its discretion if the Company: (i) receives notice of the proposal before the close of business on September 24, 2002 and advises shareholders in the 2002 proxy statement about the nature of the matter and how management intends to vote on such matter or (ii) does not receive notice of the proposal before the close of business on September 24, 2002.

The Company's Code of Regulations, which is available upon request to the Corporate Secretary, provides that nominations for director may only be made by the Board of Directors (or an authorized board committee) or a shareholder entitled to vote who sends notice of the nomination to the Corporate Secretary not fewer than 50 days nor more than 75 days prior to the meeting date. Such notice is required to contain certain information specified in the Company's Code of Regulations. For a nominee of a shareholder to be eligible for election at the 2002 Annual Meeting, the shareholder's notice of nomination must be received by the Corporate Secretary between September 28, 2002 and October 22, 2002. This advance notice period is intended to allow all shareholders to have an opportunity to consider nominees expected to be considered at the meeting.

All submissions to, or requests from, the Corporate Secretary should be sent to Robbins & Myers, Inc., 1400 Kettering Tower, Dayton, Ohio 45423

By Order of the Board of Directors,

Joseph M. Rigot
Secretary

ROBBINS MYERS

1400 Kettering Tower • Dayton, Ohio 45423
Telephone: 937-222-2610 • Facsimile: 937-225-3314
www.robbinsmyers.com

DETACH CARD

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**PROXY FOR ANNUAL MEETING OF SHAREHOLDERS ON
DECEMBER 12, 2001
Solicited On Behalf Of The Board Of
Directors Of The Company**

The undersigned holder(s) of Common Shares of ROBBINS & MYERS, INC., an Ohio corporation (the "Company"), hereby appoints Gerald L. Connelly, Robert J. Kegerreis, and Maynard H. Murch IV, and each of them, attorneys of the undersigned, with power of substitution, to vote all of the Common Shares which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Company to be held on Wednesday, December 12, 2001, and at any adjournment thereof, as follows:

1. THE ELECTION OF DIRECTORS

FOR all nominees listed below
(except as marked to the contrary below),
including authority to cumulate votes selectively among such nominees.

WITHHOLD AUTHORITY
to vote for all nominees listed below

Robert J. Kegerreis, William D. Manning, Maynard H. Murch IV, John N. Taylor, Jr.

(Instruction: to withhold authority to vote for any individual nominee, strike a line through the nominee's name.)

2. APPROVAL OF AN AMENDMENT TO 1999 LONG-TERM INCENTIVE STOCK PLAN MAKING 550,000 ADDITIONAL SHARES AVAILABLE FOR AWARD UNDER THE PLAN.
 FOR AGAINST ABSTAIN
3. RE-APPROVAL OF SENIOR EXECUTIVE ANNUAL CASH BONUS PLAN.
 FOR AGAINST ABSTAIN
4. APPROVAL OF THE APPOINTMENT OF ERNST & YOUNG LLP AS INDEPENDENT AUDITORS FOR THE COMPANY.
 FOR AGAINST ABSTAIN
5. IN THEIR DISCRETION, UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT THEREOF.

(Continued and to be signed, on the reverse side)

