Second Quarter 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF

THE SECURITIES EXCHANGE ACT OF 1934

For quarterly period ended July 4, 2009

Commission file number 1-4119

NUCOR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	**13-1860817**
(State or other jurisdiction of	**(I.R.S. Employer**
incorporation or organization)	**Identification No.)**
1915 Rexford Road, Charlotte, North Carolina	**28211**
(Address of principal executive offices)	**(Zip Code)**

(704) 366-7000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

314,673,053 shares of common stock were outstanding at July 4, 2009.

Table of Contents

Nucor Corporation

Form 10-Q

July 4, 2009

INDEX

Table of Contents

Nucor Corporation Condensed Consolidated Statements of Earnings (Unaudited)

(In thousands, except per share amounts)

	Three Months (13 Weeks) Ended		Six Months (26 Weeks) Ended	
	July 4, 2009	June 28, 2008	July 4, 2009	June 28, 2008
Net sales	$ 2,478,028	$ 7,090,599	$ 5,132,347	$ 12,064,868
Costs, expenses and other:				
Cost of products sold	2,539,904	5,879,655	5,318,228	9,951,247
Marketing, administrative and other expenses	106,925	220,172	232,301	389,886
Interest expense, net	31,957	26,734	64,322	45,079
	2,678,786	6,126,561	5,614,851	10,386,212
Earnings (loss) before income taxes and noncontrolling interests	(200,758)	964,038	(482,504)	1,678,656
Provision for (benefit from) income taxes	(72,989)	295,348	(164,210)	508,441
Net earnings (loss)	(127,769)	668,690	(318,294)	1,170,215
Earnings attributable to noncontrolling interests	5,568	87,936	4,688	179,707
Net earnings (loss) attributable to Nucor stockholders	$ (133,337)	$ 580,754	$ (322,982)	$ 990,508
Net earnings per share:				
Basic	$ (0.43)	$ 1.94	$ (1.03)	$ 3.37
Diluted	$ (0.43)	$ 1.94	$ (1.03)	$ 3.36
Average shares outstanding:				
Basic	314,752	298,262	314,532	293,291
Diluted	314,752	298,668	314,532	294,051
Dividends declared per share	$ 0.35	$ 0.52	$ 0.70	$ 1.04

See notes to condensed consolidated financial statements.

Table of Contents

Nucor Corporation Condensed Consolidated Balance Sheets (Unaudited)

(In thousands)

	July 4, 2009	Dec. 31, 2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 2,060,203	$ 2,355,130
Short-term investments	136,389	
Accounts receivable, net	960,226	1,228,807
Inventories	1,268,200	2,408,157
Other current assets	502,810	405,392
Total current assets	4,927,828	6,397,486
Property, plant and equipment, net	4,117,542	4,131,861
Goodwill	1,776,207	1,732,045
Other intangible assets, net	922,340	946,545
Other assets	667,130	666,506
Total assets	$ 12,411,047	$ 13,874,443
LIABILITIES		
Current liabilities:		
Short-term debt	$ 5,942	$ 8,622
Long-term debt due within one year	5,400	180,400
Accounts payable	413,347	534,161
Federal income taxes payable		199,044
Salaries, wages and related accruals	181,006	580,090
Accrued expenses and other current liabilities	343,492	351,875
Total current liabilities	949,187	1,854,192
Long-term debt due after one year	3,086,200	3,086,200
Deferred credits and other liabilities	671,416	677,370
Total liabilities	4,706,803	5,617,762
EQUITY		
Nucor stockholders equity:		
Common stock	149,810	149,628
Additional paid-in capital	1,655,252	1,629,981
Retained earnings	7,316,054	7,860,629
Accumulated other comprehensive loss, net of income taxes	(151,203)	(190,262)
Treasury stock	(1,514,695)	(1,520,772)
	7,455,218	7,929,204
Noncontrolling interests	249,026	327,477

Total equity	**7,704,244**	**8,256,681**
Total liabilities and equity	**$ 12,411,047**	**$ 13,874,443**

See notes to condensed consolidated financial statements.

Table of Contents

Nucor Corporation Condensed Consolidated Statements of Cash Flows (Unaudited)

(In thousands)

	Six Months (26 Weeks) Ended	
	July 4, 2009	June 28, 2008
Operating activities:		
Net earnings (loss)	$ (318,294)	$ 1,170,215
Adjustments:		
Depreciation	242,475	231,232
Amortization	36,001	32,066
Stock-based compensation	31,660	31,148
Deferred income taxes	(31,659)	(66,881)
Changes in assets and liabilities (exclusive of acquisitions):		
Accounts receivable	278,055	(591,318)
Inventories	1,147,421	(570,570)
Accounts payable	(121,847)	494,549
Federal income taxes	(285,735)	123,517
Salaries, wages and related accruals	(392,276)	(14,505)
Other	51,323	(11,214)
Cash provided by operating activities	637,124	828,239
Investing activities:		
Capital expenditures	(240,428)	(501,669)
Investment in and advances to affiliates	(57,904)	(27,903)
Disposition of plant and equipment	8,610	6,551
Acquisitions (net of cash acquired)	(24,714)	(1,591,817)
Purchases of investments	(136,389)	(209,605)
Proceeds from the sale of investments		392,055
Proceeds from currency derivative contracts		1,441,862
Settlement of currency derivative contracts		(1,424,292)
Cash used in investing activities	(450,825)	(1,914,818)
Financing activities:		
Net change in short-term debt	(2,694)	(21,429)
Proceeds from the issuance of long-term debt		989,715
Repayment of long-term debt	(175,000)	
Issuance of common stock	1,518	1,994,565
Bond issuance costs		(6,937)
Excess tax benefits from stock-based compensation	(700)	9,200
Distributions to noncontrolling interests	(83,223)	(153,218)
Cash dividends	(221,127)	(327,380)
Cash provided by (used in) financing activities	(481,226)	2,484,516
Increase (decrease) in cash and cash equivalents	(294,927)	1,397,937
Cash and cash equivalents - beginning of year	2,355,130	1,393,943

Cash and cash equivalents - end of six months	**$ 2,060,203**	**$ 2,791,880**

See notes to condensed consolidated financial statements.

Table of Contents

Nucor Corporation Notes to Condensed Consolidated Financial Statements (Unaudited)

1. **BASIS OF INTERIM PRESENTATION:** The information furnished in Item I reflects all adjustments which are, in the opinion of management, necessary to a fair statement of the results for the interim periods and are of a normal and recurring nature. The information furnished has not been audited; however, the December 31, 2008 condensed consolidated balance sheet data was derived from audited financial statements but does not include all disclosures required by accounting principles generally accepted in the United States of America. The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in Nucor s annual report for the fiscal year ended December 31, 2008. Certain amounts for the prior year have been reclassified to conform to the 2009 presentation. The Company has evaluated subsequent events through August 11, 2009, the date these financial statements were issued.

Recently Adopted Accounting Pronouncements - In January 2009, Nucor adopted Financial Accounting Standards Board (FASB) Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of Accounting Research Bulletin No. 51 (SFAS 160), which amends current accounting and reporting for a noncontrolling interest in a subsidiary and the deconsolidation of a subsidiary. Upon adoption of this standard, noncontrolling interest of $327.5 million was reclassified to equity as of December 31, 2008 and the corresponding earnings attributable to noncontrolling interests for the periods ended June 28, 2008 have been presented as reconciling items in the consolidated statements of earnings.

In January 2009, Nucor adopted FASB Staff Position (FSP) Emerging Issues Task Force 03-6-1, Determining Whether Instruments Granted in Share-Based Payment Transactions Are Participating Securities. This FSP provides that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents, whether paid or unpaid, are participating securities and shall be included in the computation of both basic and diluted earnings per share. The impact to diluted and basic earnings per share for the prior year periods due to adoption of this FSP was not significant.

In the second quarter of 2009, Nucor adopted FSP FAS 107-1 and Accounting Principles Bulletin (APB) 28-1, Interim Disclosures about Fair Value of Financial Instruments, which requires disclosures about the fair value of financial instruments for publicly traded companies for both interim and annual periods. This FSP is effective for interim reporting periods ending after June 15, 2009 and did not have a material impact on Nucor s consolidated financial statements. See Note 8, Fair Value Measurements, for the relevant disclosures.

Also in the second quarter of 2009, Nucor adopted SFAS No. 165, Subsequent Events, which establishes the accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. SFAS 165 requires the disclosure of the date through which an entity has evaluated subsequent events. See Note 1, Basis for Interim Presentation, for the relevant disclosures. The adoption of SFAS 165 did not have a material impact on Nucor s consolidated financial statements.

Recently Issued Accounting Pronouncements - In June 2009, the FASB issued SFAS No. 167, Amendments to FASB Interpretation No. 46(R). This standard amends certain requirements of FASB Interpretation No. 46 (revised December 2003), Consolidation of Variable Interest Entities, regarding financial reporting by enterprises involved with variable interest entities and to provide more relevant and reliable information to users of financial statements. This standard becomes effective for Nucor in the first quarter of 2010. Management is currently evaluating the impact of this statement.

In July 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles, a replacement of FASB Statement No. 162, which establishes the FASB Accounting Standards Codification as the source of authoritative non-governmental generally accepted accounting principles (GAAP). SFAS 168 will be effective for Nucor in the third quarter of 2009 and will not have a material effect on the Company s financial statements.

Table of Contents

2. **INVENTORIES:** Inventories consist of approximately 44% raw materials and supplies and 56% finished and semi-finished products at July 4, 2009 (47% and 53%, respectively, at December 31, 2008). Nucor s manufacturing process consists of a continuous, vertically integrated process from which products are sold to customers at various stages throughout the process. Since most steel products can be classified as either finished or semi-finished products, these two categories of inventory are combined.

Inventories valued using the last-in, first-out (LIFO) method of accounting represent approximately 55% of total inventories as of July 4, 2009 (65% as of December 31, 2008). If the first-in, first-out (FIFO) method of accounting had been used, inventories would have been $693.4 million higher at July 4, 2009 ($923.4 million higher at December 31, 2008). Use of the lower of cost or market reduced inventories by $33.3 million at July 4, 2009 ($51.3 million at December 31, 2008).

3. **PROPERTY, PLANT AND EQUIPMENT:** Property, plant and equipment is recorded net of accumulated depreciation of $4.56 billion at July 4, 2009 ($4.35 billion at December 31, 2008).

4. **GOODWILL AND OTHER INTANGIBLE ASSETS:** The change in the net carrying amount of goodwill for the six months ended July 4, 2009 by segment is as follows (in thousands):

	Steel Mills	Steel Products	Raw Materials	All Other	Total
Balance at December 31, 2008	$ 208,466	$ 755,562	$ 665,075	$ 102,942	$ 1,732,045
Purchase price adjustments of previous acquisitions	60,000	(19,979)		(14,090)	25,931
Translation		18,231			18,231
Balance at July 4, 2009	$ 268,466	$ 753,814	$ 665,075	$ 88,852	$ 1,776,207

During the second quarter of 2009, $35.3 million of the goodwill originally allocated to the steel products segment and $24.7 million of the goodwill originally allocated to the steel trading businesses included in the all other category for the 2008 acquisition of Ambassador Steel Corporation was reallocated to the steel mills segment, for a total of $60.0 million. The reallocation was made on the basis that certain cost synergies will benefit the steel mills.

Nucor completed its annual goodwill impairment testing during the fourth quarter of 2008. Based on the results of that evaluation, the Company concluded that there was no impairment of goodwill for any of its reporting units. The annual evaluation performed in 2008 used forward-looking projections and included significant expected improvements in the future cash flows of the Company s reporting units. Based on an ongoing evaluation of relevant facts and circumstances, including recent performance below expected results, the Company performed an evaluation of the Buildings Group and Cold Finish reporting units during the second quarter of 2009. The evaluation indicated that there was no goodwill impairment at this time. As a result of the global economic recession, operating results of the each of these reporting units have fallen in recent months. Nucor expects operating results to improve when general economic conditions improve. If our assessment of the relevant facts and circumstances changes, economic conditions fail to improve, or actual performance in any of these reporting units falls short of expected results, noncash impairment charges may be required. Total goodwill amounts associated with the Buildings Group and Cold Finish reporting units as of July 4, 2009 were $165.3 million and $41.2 million, respectively.

Table of Contents

Intangible assets with estimated lives of five to 22 years are amortized on a straight-line or accelerated basis and are comprised of the following (in thousands):

	July 4, 2009		December 31, 2008	
	Gross Amount	Accumulated Amortization	Gross Amount	Accumulated Amortization
Customer relationships	$ 907,886	$ 111,274	$ 897,477	$ 80,235
Trademarks and trade names	120,120	10,164	118,734	7,150
Other	27,869	12,097	27,869	10,150
	$ 1,055,875	$ 133,535	$ 1,044,080	$ 97,535

Intangible asset amortization expense was $17.9 million and $18.7 million in the second quarter of 2009 and 2008, respectively, and was $36.0 million and $32.1 million in the first six months of 2009 and 2008, respectively. Annual amortization expense is estimated to be $71.0 million in 2009; $68.8 million in 2010; $65.8 million in 2011; $62.7 million in 2012; and $59.3 million in 2013.

5. **EQUITY INVESTMENTS:** The carrying value of our equity investments in domestic and foreign companies was $580.2 million at July 4, 2009 ($626.4 million at December 31, 2008) and is recorded in other assets in the consolidated balance sheets. Our equity method investment losses were $21.8 million and $7.1 million in the second quarter of 2009 and 2008, respectively, and were $59.8 million and $18.4 million in the first half of 2009 and 2008, respectively. The results of our equity investments are included in marketing, administrative, and other expenses in the consolidated statements of earnings.

Nucor s most significant equity method investment includes a 50% economic and voting interest in Duferdofin-Nucor S.r.l., a steel manufacturer with three structural mills located in Italy. Nucor accounts for the investment in Duferdofin-Nucor (on a one-month lag basis) under the equity method, as control and risk of loss are shared equally between the partners. Duferdofin-Nucor losses attributable to Nucor included a pre-tax charge to write down inventories to the lower of cost or market of $15.4 million in the second quarter of 2009 and $48.9 million in the first six months of 2009.

Nucor s investment in Duferdofin-Nucor at July 4, 2009 was $536.3 million ($581.9 million at December 31, 2008). Nucor s 50% share of the total net assets of Duferdofin-Nucor on a historical basis was $47.4 million, resulting in a basis difference of $488.9 million due to the step-up to fair value of certain assets and liabilities attributable to Duferdofin-Nucor as well as the identification of goodwill and definite-lived intangible assets. This basis difference, excluding the portion attributable to goodwill, is being amortized based on the remaining estimated useful lives of the various underlying net assets, as appropriate.

As of July 4, 2009, Nucor held a 30 million Euro-denominated ($47.5 million) note receivable from Duferdofin-Nucor. This note receivable bears interest at the Euro Interbank Offered Rate (Euribor) twelve month rate as of the date of the note plus 1% per year. The interest rate will reset on September 30, 2009 to the Euribor twelve month rate plus 1% per year as of that date. The principal amount is due on September 30, 2010. Accordingly, this note receivable has been classified in other assets in the consolidated balance sheet.

6. **CURRENT LIABILITIES:** Book overdrafts, included in accounts payable in the consolidated balance sheet, were $24.5 million at July 4, 2009 ($62.1 million at December 31, 2008). Accrued vacation, included in salaries, wages and related accruals in the consolidated balance sheet, was $67.1 million at July 4, 2009 ($73.1 million at December 31, 2008). Dividends payable, included in accrued expenses and other current liabilities in the consolidated balance sheet, was $111.0 million at July 4, 2009 ($110.5 million at December 31, 2008).

7. **DERIVATIVES:** Nucor uses derivative financial instruments from time-to-time primarily to partially manage its exposure to price risk related to natural gas purchases used in the production process as well as copper and aluminum purchased for resale to its customers. In addition, Nucor uses derivatives from time-to-time to partially manage its exposure to changes in interest rates on outstanding debt instruments and uses forward foreign exchange contracts to hedge cash flows associated with certain assets and liabilities, firm commitments and anticipated transactions.

Table of Contents

Nucor recognizes all derivative instruments in the condensed consolidated balance sheets at fair value. Any resulting changes in fair value are recorded as adjustments to other comprehensive income (loss), net of tax, or recognized in net earnings, as appropriate.

At July 4, 2009, natural gas swaps covering 53.3 million MMBTUs and foreign currency contracts with a notional value of $31.9 million were outstanding.

The following tables summarize information regarding Nucor s derivative instruments (in thousands):

Fair Values of Derivative Instruments

	July 4, 2009	
	Balance Sheet Location	**Fair Value**
Liability derivatives designated as hedging instruments under SFAS 133:		
Commodity contracts	Accrued expenses and other current liabilities	$ 50,500
Commodity contracts	Deferred credits and other liabilities	73,900
Total liability derivatives designated as hedging instruments under SFAS 133		124,400
Liability derivatives not designated as hedging instruments under SFAS 133:		
Commodity contracts	Accrued expenses and other current liabilities	1,232
Foreign exchange contracts	Accrued expenses and other current liabilities	1,093
Total liability derivatives not designated as hedging instruments under SFAS 133		2,325
Total liability derivatives		$ 126,725

The Effect of Derivative Instruments on the Condensed Consolidated Statements of Earnings

Derivatives in SFAS 133 Cash Flow Hedging Relationships	**Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) Three Months (13 Weeks) Ended July 4, 2009**	**Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)**	**Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) Three Months (13 Weeks) Ended July 4, 2009**	**Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)**	**Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion) Three Months (13 Weeks) Ended July 4, 2009**
Commodity contracts	$ 838	Cost of products sold	$ (10,689)	Cost of products sold	$ 300
	$ 838		$ (10,689)		$ 300

Table of Contents

Derivatives in SFAS 133 Cash Flow Hedging Relationships	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion) Six Months (26 Weeks) Ended July 4, 2009	Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion) Six Months (26 Weeks) Ended July 4, 2009	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion) Six Months (26 Weeks) Ended July 4, 2009
Commodity contracts	$ (35,292)	Cost of products sold	$ (19,828)	Cost of products sold	$ (2,400)
	$ (35,292)		$ (19,828)		$ (2,400)

Derivatives Not Designated as Hedging Instruments

Derivatives Not Designated as Hedging Instruments Under SFAS 133	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative Three Months (13 weeks) Ended July 4, 2009
Commodity contracts	Cost of products sold	$ 931
Foreign exchange contracts	Cost of products sold	(779)
Total		$ 152

Derivatives Not Designated as Hedging Instruments Under SFAS 133	Location of Gain or (Loss) Recognized in Income on Derivative	Amount of Gain or (Loss) Recognized in Income on Derivative Six Months (26 weeks) Ended July 4, 2009
Commodity contracts	Cost of products sold	$ 2,214
Foreign exchange contracts	Cost of products sold	(1,270)
Total		$ 944

8. **FAIR VALUE MEASUREMENTS:** The following table summarizes information regarding Nucor s financial assets and financial liabilities that are measured at fair value as of July 4, 2009 (in thousands). Nucor does not currently have any non-financial assets or liabilities that are measured at fair value on a recurring basis.

Table of Contents

Description	Carrying Amount in Consolidated Balance Sheet	Fair Value Measurements at Reporting Date Using Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Cash equivalents	$ 1,996,282	$ 1,996,282	$	$
Short-term investments	136,389	136,389		
Total assets	$ 2,132,671	$ 2,132,671	$	$
Liabilities:				
Derivatives	$ (126,725)	$	$ (126,725)	$

Fair value measurements for Nucor s cash equivalents and short-term investments are classified under Level 1 because such measurements are based on quoted market prices in active markets for identical assets. Fair value measurements for Nucor s derivatives are classified under Level 2 because such measurements are based on published market prices for similar assets or are estimated based on observable inputs such as interest rates, yield curves, credit risks, spot and future commodity prices and spot and future exchange rates.

The fair value of long-term debt, including current maturities, was approximately $3.18 billion at July 4, 2009 ($3.13 billion at December 31, 2008). The fair value estimates were based on readily available market prices of our debt at July 4, 2009 and December 31, 2008, or similar debt with the same maturities, rating, and interest rates.

9. **CONTINGENCIES:** Nucor has been named, along with other major steel producers, as a co-defendant in several related antitrust class-action complaints filed by Standard Iron Works and other steel purchasers in the United States District Court for the Northern District of Illinois. The cases are filed as class actions. The plaintiffs allege that from January 2005 to the present, eight steel manufacturers, including Nucor, engaged in anticompetitive activities with respect to the production and sale of steel. The plaintiffs seek monetary and other relief. Although we believe the plaintiffs claims are without merit and will vigorously defend against them, we cannot at this time predict the outcome of this litigation or determine Nucor s potential exposure.

Nucor is subject to environmental laws and regulations established by federal, state and local authorities and, accordingly, makes provision for the estimated costs of compliance. Of the undiscounted total $38.8 million of accrued environmental costs at July 4, 2009 ($27.1 million at December 31, 2008), $21.8 million was classified in accrued expenses and other current liabilities ($16.1 million at December 31, 2008) and $17.0 million was classified in deferred credits and other liabilities ($11.0 million at December 31, 2008).

Other contingent liabilities with respect to product warranties, legal proceedings and other matters arise in the normal course of business. In the opinion of management, no such matters exist that, individually or in the aggregate, would have a material effect on the consolidated financial statements.

Table of Contents

10. **STOCK-BASED COMPENSATION:** Stock Options A summary of activity under Nucor s stock option plans for the six months ended July 4, 2009 is as follows (in thousands, except year and per share amounts):

	Shares	Weighted - Average Exercise Price	Weighted - Average Remaining Contractual Life	Aggregate Intrinsic Value
Number of shares under option:				
Outstanding at beginning of year	1,299	$ 20.80		
Exercised	(93)	$ 16.91		$ 2,455
Canceled				
Outstanding at July 4, 2009	1,206	$ 21.10	2 years	$ 25,458
Options exercisable at July 4, 2009	1,206	$ 21.10	2 years	$ 25,458

As of March 1, 2006, all outstanding options were vested; therefore, no compensation expense related to stock options was recorded in the first six months of 2009 or 2008. The amount of cash received from the exercise of stock options totaled $0.5 million and $1.5 million in the second quarter and first half of 2009, respectively.

Restricted Stock Awards Nucor s Senior Officers Annual Incentive Plan (the AIP) and Long-Term Incentive Plan (the LTIP) authorize the award of shares of common stock to officers subject to certain conditions and restrictions. The LTIP provides for the award of shares of restricted common stock at the end of each LTIP performance measurement period at no cost to officers if certain financial performance goals are met during the period. One-third of the LTIP restricted stock award vests upon each of the first three anniversaries of the award date or, if earlier, upon the officer s attainment of age fifty-five while employed by Nucor. Although participants are entitled to cash dividends and may vote such awarded shares, the sale or transfer of such shares is limited during the restricted period.

The AIP provides for the payment of annual cash incentive awards. An AIP participant may elect, however, to defer payment of up to one-half of an annual incentive award. In such event, the deferred AIP award is converted into common stock units and credited with a deferral incentive, in the form of additional common stock units, equal to 25% of the number of common stock units attributable to the deferred AIP award. Common stock units attributable to deferred AIP awards are fully vested. Common stock units credited as a deferral incentive vest upon the AIP participant s attainment of age fifty-five while employed by Nucor. Vested common stock units are paid to AIP participants in the form of shares of common stock following their termination of employment with Nucor.

A summary of Nucor s restricted stock activity under the AIP and LTIP for the first six months of 2009 is as follows (shares in thousands):

	Shares	Grant Date Fair Value
Restricted stock awards and units:		
Unvested at beginning of year	375	$ 61.57
Granted	256	$ 32.16
Vested	(353)	$ 48.60
Canceled		
Unvested at July 4, 2009	278	$ 50.97
Shares reserved for future grants	1,731	

Table of Contents

Compensation expense for common stock and common stock units awarded under the AIP and LTIP is recorded over the performance measurement and vesting periods based on the anticipated number and market value of shares of common stock and common stock units to be awarded. Compensation expense for anticipated awards based upon Nucor s financial performance, exclusive of amounts payable in cash, was $1.9 million and $5.1 million in the second quarter of 2009 and 2008, respectively, and was $3.3 million and $9.4 million in the first half of 2009 and 2008, respectively. At July 4, 2009, unrecognized compensation expense related to unvested restricted stock was $4.7 million, which is expected to be recognized over a weighted-average period of 1.6 years.

Restricted Stock Units: Nucor annually grants restricted stock units (RSUs) to key employees, officers and non-employee directors. The RSUs typically vest and are converted to common stock in three equal installments on each of the first three anniversaries of the grant date. A portion of the

RSUs awarded to senior officers vest upon the officer s retirement. Retirement, for purposes of vesting in these units only, means termination of employment with approval of the Compensation and Executive Development Committee after satisfying age and years of service requirements. RSUs granted to non-employee directors are fully vested on the grant date and are payable to the non-employee director in the form of common stock after the termination of the director s service on the board of directors.

RSUs granted to employees who are eligible for retirement on the date of grant or will become retirement-eligible prior to the end of the vesting term are expensed over the period through which the employee will become retirement-eligible since the awards vest upon retirement from the Company. Compensation expense for RSUs granted to employees who are not retirement-eligible is recognized on a straight-line basis over the vesting period. Cash dividend equivalents are paid to participants each quarter. Dividend equivalents paid on units expected to vest are recognized as a reduction in retained earnings.

The fair value of the RSUs is determined based on the closing stock price of Nucor s common stock on the day before the grant. A summary of Nucor s restricted stock unit activity for the first six months of 2009 is as follows (shares in thousands):

	Shares	**Grant Date Fair Value**
Restricted stock awards and units:		
Unvested at beginning of year	1,139	$ 67.67
Granted	1,147	$ 43.91
Vested	(738)	$ 57.73
Canceled	(15)	$ 61.75
Unvested at July 4, 2009	1,533	$ 54.74
Shares reserved for future grants	15,877	

Compensation expense for RSUs was $19.5 million and $16.4 million in the second quarter of 2009 and 2008, respectively, and $28.3 million and $21.7 million in the first half of 2009 and 2008, respectively. As of July 4, 2009, unrecognized compensation expense related to unvested RSUs was $70.7 million, which is expected to be recognized over a weighted-average period of 2.2 years.

11. **EMPLOYEE BENEFIT PLAN:** Nucor has a Profit Sharing and Retirement Savings Plan for qualified employees. Nucor s expense for these benefits was $1.8 million and $88.3 million in the second quarter of 2009 and 2008, respectively, and was $5.5 million and $156.1 million in the first half of 2009 and 2008, respectively.

Table of Contents

12. **INTEREST EXPENSE:** The components of net interest expense are as follows (in thousands):

	Three Months (13 Weeks) Ended		Six Months (26 Weeks) Ended	
	July 4, 2009	June 28, 2008	July 4, 2009	June 28, 2008
Interest expense	$ 35,477	$ 34,288	$ 75,159	$ 64,072
Interest income	(3,520)	(7,554)	(10,837)	(18,993)
Interest expense, net	$ 31,957	$ 26,734	$ 64,322	$ 45,079

13. **INCOME TAXES:** The Internal Revenue Service (IRS) is currently examining Nucor s 2005 and 2006 federal income tax returns. Management believes that the Company has adequately provided for any adjustments that may arise from this audit. Nucor has substantially concluded U.S. federal income tax matters for years through 2004. The 2007 and 2008 tax years are open to examination by the IRS. The tax years 2003 through 2008 remain open to examination by other major taxing jurisdictions to which Nucor is subject.

14. **COMPREHENSIVE INCOME:** The components of total comprehensive income are as follows (in thousands):

	Three Months (13 Weeks) Ended		Six Months (26 Weeks) Ended	
	July 4, 2009	June 28, 2008	July 4, 2009	June 28, 2008
Net earnings (loss)	$ (127,769)	$ 668,690	$ (318,294)	$ 1,170,215
Net unrealized gain (loss) on hedging derivatives, net of income taxes	838	67,040	(35,292)	102,796
Reclassification adjustment for (gain) loss on settlement of hedging derivatives included in net income, net of income taxes	10,689	(7,249)	19,828	(7,066)
Foreign currency translation gain, net of income taxes	86,429	13,983	54,607	1,135
Comprehensive income (loss)	(29,813)	742,464	(279,151)	1,267,080
Comprehensive income attributable to noncontrolling interests	(5,672)	(87,944)	(4,772)	(179,672)
Comprehensive income (loss) attributable to Nucor stockholders	$ (35,485)	$ 654,520	$ (283,923)	$ 1,087,408

15. **SEGMENTS:** Nucor reports its results in the following segments: steel mills, steel products and raw materials. The steel mills segment includes carbon and alloy steel in sheet, bars, structural and plate, and Nucor s equity investment in Duferdofin-Nucor. The steel products segment includes steel joists and joist girders, steel deck, fabricated concrete reinforcing steel, cold finished steel, steel fasteners, metal building systems, light gauge steel framing, steel grating and expanded metal, and wire and wire mesh. The raw materials segment includes The David J. Joseph Company, the scrap broker and processor that Nucor acquired on February 29, 2008; Nu-Iron Unlimited, a facility that produces direct reduced iron used by the steel mills; and certain equity method investments. The All other category primarily includes Novosteel S.A., a steel trading business. The segments are consistent with the way Nucor manages its business, which is primarily based upon the similarity of the types of products produced and sold by each segment.

Net interest expense, other income, profit sharing expense, stock-based compensation, gains on foreign currency exchanges contracts and changes in the LIFO reserve are shown under Corporate/eliminations. Corporate assets primarily include cash and cash equivalents, short-term investments, allowances to eliminate intercompany profit in inventory, fair value of natural gas hedges, deferred income tax assets and investments in and advances to affiliates.

Table of Contents

The company s results by segment were as follows (in thousands):

	Three Months (13 Weeks) Ended		Six Months (26 Weeks) Ended
	July 4, 2009	June 28, 2008	July 4, 2009