

# COMPENSATION COMMITTEE CHARTER

Amended and Restated by the  
Board of Directors of Lam Research Corporation on  
**May 20, 2010**

## *Purpose*

The purpose of the Compensation Committee (the "Committee") of Lam Research Corporation (the "Company") is to discharge certain responsibilities of the Board of Directors (the "Board") relating to executive compensation, to oversee incentive, equity-based and other compensatory plans in which executive officers and directors of the Company participate and to produce an annual report on executive compensation for inclusion as required in the Company's proxy statement. For the purposes of this document, the term "Executive Officer" will refer to those personnel as defined in Section 16 of the Securities and Exchange Act of 1934.

## *Composition*

The Committee shall be composed of two or more directors, as determined by the Board, each of whom shall (i) satisfy the independence requirements of the Nasdaq Stock Market, (ii) qualify as a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) qualify as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended. Members shall be appointed to, and removed from, the Committee by the Board.

## *Responsibilities*

The Committee is charged by the Board with the responsibility to:

1. Develop and from time to time review compensation policies and practices applicable to Executive Officers, including the criteria upon which executive compensation is based and the composition of executive compensation in terms of base salary, deferred compensation, incentive or equity-based compensation and other benefits. Recommend such policies, and any material changes to such policies, to the independent members of the Board (as determined under the rules of the Nasdaq Stock Market) for approval.
2. Review and approve, subject to stockholder or board approval as required, the creation or amendment of any equity-based compensatory plans of the Company and such other compensatory plans of the Company as the Board designates. The list of such other plans is set forth on Exhibit A which shall be amended from time to time as appropriate.
3. Administer the equity-based compensation plans and the other plans listed on Exhibit A, subject to delegation as set forth under "Authority" below.
4. Establish and review corporate goals and objectives as relevant to the Chief Executive Officer and the Executive Chairman, evaluate the CEO's and the Executive Chairman's performance in light of these goals and objectives, and based on this evaluation recommend the CEO's and Executive Chairman's compensation packages for approval by the

independent members of the Board (as determined under both the rules of the Nasdaq Stock Market and Internal Revenue Code Section 162(m)) for approval; including any employment agreement, severance arrangement, change-in-control arrangement, equity grant, or special or supplemental employee benefit, and any material amendment to any of the foregoing, between the Company and each of the CEO and Executive Chairman.

5. Determine compensation packages for other Executive Officers consistent with policies approved by the independent members of the Board in accordance with item #1 above. This includes any employment agreements, severance arrangements, change-in-control arrangements, equity grants, or special or supplemental employee benefits, and any material amendments to any of the foregoing, between the company and Executive Officers other than the CEO and Executive Chairman.

6. Review and recommend to the Board for final approval all cash, equity-based or other compensation arrangements applicable to the independent members of the Board, and any amendments or termination of the same.

7. Prepare a report, on an annual basis, to the Company's stockholders on executive compensation and review the Company's Compensation Discussion and Analysis, each of which will be included in the annual report or the Company's proxy statement for its annual stockholders' meeting in accordance with the rules and regulations of the Securities and Exchange Commission.

8. Oversee management's determination as to whether the compensation policies and practices create risks that are reasonably likely to have a material adverse effect on the Company.

9. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.

10. At least annually, review and reassess this Charter and, if appropriate, recommend changes to the Board.

11. At least every other year, conduct an evaluation of the Committee's performance including the Committee's composition, responsibilities, structure, processes and effectiveness. If appropriate, recommend changes to management or the Board, as applicable.

12. Perform such other duties and responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.

13. Establish and administer stock ownership guidelines applicable to Senior Executives.

14. Meet in executive session as the Committee deems appropriate.

### ***Authority***

By adopting this Charter, the Board delegates to the Committee full authority to:

1. Perform each of the responsibilities of the Committee described above.
2. Delegate such of its authority and responsibilities as the Committee deems proper and consistent with legal requirements to members of the Committee.
3. Authorize one or more officers of the Company to designate employees to be recipients of rights or options created by the Company and to determine the number of such rights or options to be received by such employees in accordance with the provisions of the Delaware General Corporate Law, provided, however, that the Committee must approve grants of any such options or rights made to Executive Officers.
4. Appoint a chair of the Committee, unless the Board designates a chair.
5. Select, retain and terminate compensation consultants, independent counsel and such other advisors as the Committee determines necessary to carry out its responsibilities, and approve the fees and other terms of retention of any such advisors.
6. Obtain advice and assistance from internal legal or other advisors.

**Exhibit A**

1. LAM RESEARCH CORPORATION 2007 STOCK INCENTIVE PLAN
2. LAM RESEARCH CORPORATION 1999 STOCK OPTION PLAN
3. LAM RESEARCH CORPORATION 1997 STOCK INCENTIVE PLAN
4. LAM RESEARCH CORPORATION 1999 EMPLOYEE STOCK PURCHASE PLAN
5. LAM RESEARCH CORPORATION 2004 EXECUTIVE INCENTIVE PLAN
6. LAM RESEARCH CORPORATION ELECTIVE DEFERRED COMPENSATION PLAN