



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490





See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 01-01-2011 and ending 12-31-2011

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ Application pending

C Name of organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Doing Business As

Number and street (or P O box if mail is not delivered to street address)

569 WOODS HOLE ROAD MS 14

Room/suite

City or town, state or country, and ZIP + 4

WOODS HOLE, MA 02543

F Name and address of principal officer

SUSAN AVERY

569 WOODS HOLE ROAD MS 14

WOODS HOLE, MA 02543

H(a) Is this a group return for affiliates?

☐ Yes ☒ No

H(b) Are all affiliates included?

☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number

I Tax-exempt status

☒ 501(c)(3) ☐ 501(c) () ☐ (Insert no) ☐ 4947(a)(1) or ☐ 527

J Website:

www.whoi.edu

K Form of organization

☒ Corporation ☐ Trust ☐ Association ☐ Other

L Year of formation

1930

M State of legal domicile

MA

Part I	Summary																																
Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE SCHEDULE O																																
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets																																
	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>3</td><td>38</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>4</td><td>35</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2011 (Part V, line 2a)</td><td>5</td><td>1,174</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>6</td><td>59</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>7a</td><td>414,024</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td>7b</td><td></td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	3	38	4	Number of independent voting members of the governing body (Part VI, line 1b)	4	35	5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1,174	6	Total number of volunteers (estimate if necessary)	6	59	7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	414,024	7b	Net unrelated business taxable income from Form 990-T, line 34	7b									
3	Number of voting members of the governing body (Part VI, line 1a)	3	38																														
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	35																														
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	1,174																														
6	Total number of volunteers (estimate if necessary)	6	59																														
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	414,024																														
7b	Net unrelated business taxable income from Form 990-T, line 34	7b																															
Revenue	<table><tr><th></th><th>Prior Year</th><th>Current Year</th></tr><tr><td>8</td><td>Contributions and grants (Part VIII, line 1h)</td><td>182,249,525</td><td>204,529,422</td></tr><tr><td>9</td><td>Program service revenue (Part VIII, line 2g)</td><td>10,624,930</td><td>11,097,891</td></tr><tr><td>10</td><td>Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td><td>15,272,524</td><td>13,687,895</td></tr><tr><td>11</td><td>Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td><td>874,686</td><td>1,702,199</td></tr><tr><td>12</td><td>Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td><td>209,021,665</td><td>231,017,407</td></tr></table>		Prior Year	Current Year	8	Contributions and grants (Part VIII, line 1h)	182,249,525	204,529,422	9	Program service revenue (Part VIII, line 2g)	10,624,930	11,097,891	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,272,524	13,687,895	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	874,686	1,702,199	12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	209,021,665	231,017,407									
	Prior Year	Current Year																															
8	Contributions and grants (Part VIII, line 1h)	182,249,525	204,529,422																														
9	Program service revenue (Part VIII, line 2g)	10,624,930	11,097,891																														
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	15,272,524	13,687,895																														
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	874,686	1,702,199																														
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	209,021,665	231,017,407																														
Expenses	<table><tr><td>13</td><td>Grants and similar amounts paid (Part IX, column (A), lines 1–3)</td><td>8,808,516</td><td>9,549,957</td></tr><tr><td>14</td><td>Benefits paid to or for members (Part IX, column (A), line 4)</td><td>0</td><td>0</td></tr><tr><td>15</td><td>Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)</td><td>79,861,402</td><td>82,840,984</td></tr><tr><td>16a</td><td>Professional fundraising fees (Part IX, column (A), line 11e)</td><td>0</td><td>0</td></tr><tr><td>b</td><td>Total fundraising expenses (Part IX, column (D), line 25) 1,970,167</td><td></td><td></td></tr><tr><td>17</td><td>Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)</td><td>109,881,327</td><td>134,168,352</td></tr><tr><td>18</td><td>Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)</td><td>198,551,245</td><td>226,559,293</td></tr><tr><td>19</td><td>Revenue less expenses Subtract line 18 from line 12</td><td>10,470,420</td><td>4,458,114</td></tr></table>	13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	8,808,516	9,549,957	14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	79,861,402	82,840,984	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0	b	Total fundraising expenses (Part IX, column (D), line 25) 1,970,167			17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	109,881,327	134,168,352	18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	198,551,245	226,559,293	19	Revenue less expenses Subtract line 18 from line 12	10,470,420	4,458,114
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	8,808,516	9,549,957																														
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0																														
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	79,861,402	82,840,984																														
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0																														
b	Total fundraising expenses (Part IX, column (D), line 25) 1,970,167																																
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	109,881,327	134,168,352																														
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	198,551,245	226,559,293																														
19	Revenue less expenses Subtract line 18 from line 12	10,470,420	4,458,114																														
Net Assets or Fund Balances	<table><tr><th></th><th>Beginning of Current Year</th><th>End of Year</th></tr><tr><td>20</td><td>Total assets (Part X, line 16)</td><td>514,511,509</td><td>497,650,905</td></tr><tr><td>21</td><td>Total liabilities (Part X, line 26)</td><td>180,460,041</td><td>233,521,324</td></tr><tr><td>22</td><td>Net assets or fund balances Subtract line 21 from line 20</td><td>334,051,468</td><td>264,129,581</td></tr></table>		Beginning of Current Year	End of Year	20	Total assets (Part X, line 16)	514,511,509	497,650,905	21	Total liabilities (Part X, line 26)	180,460,041	233,521,324	22	Net assets or fund balances Subtract line 21 from line 20	334,051,468	264,129,581																	
	Beginning of Current Year	End of Year																															
20	Total assets (Part X, line 16)	514,511,509	497,650,905																														
21	Total liabilities (Part X, line 26)	180,460,041	233,521,324																														
22	Net assets or fund balances Subtract line 21 from line 20	334,051,468	264,129,581																														

Part II

Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

2012-11-12

Date

JEFFREY A FERNANDEZ CFO

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

Date

Check if self-employed ☐

Preparer's taxpayer identification number (see instructions)

Firm's name (or yours if self-employed), address, and ZIP + 4

PricewaterhouseCoopers LLP

125 High Street

Boston, MA 02110

EIN

Phone no (617) 530-5000

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2011)

Check if Schedule O contains a response to any question in this Part III ☒

SEE SCHEDULE O

If "Yes," describe these new services on Schedule O

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 203,803,914 including grants of \$ 9,092,513) (Revenue \$ 179,542)

Sponsored and Institutional Research in oceanography and related fields Of the 1,013 Sponsored Research Awards, 568 awards are from 8 Federal agencies and 445 are from 141 other sponsors Institution Research sponsored 79 projects from unrestricted funds In addition, Woods Hole Oceanographic Institution issued 504 publications in 2011

4b	(Code) (Expenses \$ 10,154,246 including grants of \$ 457,443) (Revenue \$ 11,097,891)
	Education Joint Graduate Program with M I T in the marine sciences In 2011 there were 125 Graduate Students, 27 degree recipients, 45 Post Doctoral Scholars and Fellows, 10 Geophysical Fluid Dynamics Program participants, 34 Summer Student Fellows and 86 Guest Students

[illegible]

4d Other program services (Describe in Schedule O)
(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e	Total program service expenses	\$ 213,958,160
-----------	---------------------------------------	-----------------------

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A.	Yes	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I.		No
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II.	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III.		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I.		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," complete Schedule D, Part II.	Yes	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III.		No
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV.		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V.	Yes	
11	If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		No
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X.		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	Yes	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Part I.	Yes	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the U.S.? If "Yes," complete Schedule F, Part II and IV.		No
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the U.S.? If "Yes," complete Schedule F, Part III and IV.		No
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I.		No
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II.		No
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III.		No
20a	Did the organization operate one or more hospitals? If "Yes," complete Schedule H.		No
b	If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b–24d and complete Schedule K. If "No," go to line 25</i>	24a	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		No
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	Yes	
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	Yes	
28	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33	Yes	
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	Yes	
35a	Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a	Yes	
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	Yes	
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36	Yes	
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance						
Check if Schedule O contains a response to any question in this Part V ☐						
		Yes	No			
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. .	1a	236			
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	1b	0			
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	Yes			
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.	2a	1,174			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	2b	Yes			
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	Yes			
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	3b	Yes			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account or securities account)?	4a				No
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.					
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a				No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b				No
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?	5c				
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a				No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b				
7	Organizations that may receive deductible contributions under section 170(c).					
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a				No
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b				
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c				No
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7d				
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e				No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f				No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g				
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h				
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8				
9	Sponsoring organizations maintaining donor advised funds.					
a	Did the organization make any taxable distributions under section 4966?	9a				
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b				
10	Section 501(c)(7) organizations. Enter					
a	Initiation fees and capital contributions included on Part VIII, line 12.	10a				
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.	10b				
11	Section 501(c)(12) organizations. Enter					
a	Gross income from members or shareholders.	11a				
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).	11b				
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a				
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	12b				
13	Section 501(c)(29) qualified nonprofit health insurance issuers.					
a	Is the organization licensed to issue qualified health plans in more than one state? Note. All 501(c)(29) organizations must list in Schedule O each state in which they are licensed to issue qualified health plans, the amount of reserves required by each state, and the amount of reserves the organization allocated to each state.	13a				
b	Enter the aggregate amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.	13b				
c	Enter the aggregate amount of reserves on hand.	13c				
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a				No
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.	14b				

Part VI

Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
Check if Schedule O contains a response to any question in this Part VI ☒

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
1a	38		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	35
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No
6	Did the organization have members or stockholders?	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	8a	Yes
b	Each committee with authority to act on behalf of the governing body?	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9	No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	10a	No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b	
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	Yes
b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes
13	Did the organization have a written whistleblower policy?	13	Yes
14	Did the organization have a written document retention and destruction policy?	14	Yes
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	15a	Yes
b	Other officers or key employees of the organization	15b	Yes
	If "Yes," to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed ☒ MA , NY
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☒ Own website ☐ Another's website ☒ Upon request
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization. ☒ DANA FERNANDEZ CONTROLLER MS 14 569 WOODS HOLE RD WOODS HOLE, MA 02543 (508) 289-3505

Check if Schedule O contains a response to any question in this Part VII

☐ Check this box if neither the organization nor any related organizations compensated any current or former officer, director, or trustee

Form **990** (2011)

Part VII

1b	Sub-Total			
c	Total from continuation sheets to Part VII, Section A			
d	Total (add lines 1b and 1c)	3,119,916	0	1,058,433

221

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3 Yes	
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

\$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
BAE SYSTEM SAN FRANCISCO SHIP REPAIR PO BOX 894666 LOS ANGELES, CA 901894666	SHIP REPAIR SERVICES	3,764,557
COLUMBIA CONSTRUCTION PO BOX 220 NORTH READING, MA 01864	CONSTRUCTION	2,922,838
RAYTHEON CO 870 WINTER STREET WALTHAM, MA 024511449	PROGRAM MANAGEMENT	2,415,181
CALEY OCEAN SYSTEMS LTD MAVOR AVENUE E KILBRIDE GLASGOW G74 4PU UK	DESIGN & SUPPORT SVC	1,584,503
JK SCANLAN CO INC 15 RESEARCH ROAD EAST FALMOUTH, MA 02536	GENERAL CONTRACTOR	1,491,573

\$100,000 of compensation from the organization ■43

Part VIII

Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b					
	c	Fundraising events	1c					
	d	Related organizations	1d					
	e	Government grants (contributions)	1e	141,656,601				
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	62,872,821				
	g	Noncash contributions included in lines 1a-1f \$ 246,166						
	h	Total. Add lines 1a-1f		204,529,422				
Program Service Revenue	2a	EDUCATION	Business Code 900099	11,097,891	11,097,891			
	b							
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f		11,097,891				
	Other Revenue	3	Investment income (including dividends, interest and other similar amounts)		4,057,239			4,057,239
4		Income from investment of tax-exempt bond proceeds . .		0				
5		Royalties		111,019			111,019	
6a		Gross rents	(i) Real	(ii) Personal				
			552,453					
			286,653					
			265,800					
d		Net rental income or (loss)		265,800			265,800	
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
			81,729,242	-1,835,333				
			70,263,253					
			11,465,989	-1,835,333				
d		Net gain or (loss)		9,630,656		414,024	9,216,632	
8a		Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a					
b		Less direct expenses	b					
c		Net income or (loss) from fundraising events . .		0				
9a		Gross income from gaming activities See Part IV, line 19	a					
b		Less direct expenses	b					
c		Net income or (loss) from gaming activities . .		0				
10a		Gross sales of inventory, less returns and allowances	a					
b		Less cost of goods sold	b					
c		Net income or (loss) from sales of inventory . .		0				
Miscellaneous Revenue		Business Code						
11a		INFO CENTER INCOME	541900	179,542	179,542			
b		OTHER INCOME	900099	426,176			426,176	
c		LITIGATION SETTLEMENT	900099	719,662			719,662	
d	All other revenue							
e	Total. Add lines 11a-11d		1,325,380					
12	Total revenue. See Instructions		231,017,407	11,277,433	414,024	14,796,528		

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States See Part IV, line 21	0			
2	Grants and other assistance to individuals in the United States See Part IV, line 22	9,549,957	9,549,957		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	1,433,157	576,448	818,388	38,321
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	62,348,355	61,190,286	218,554	939,515
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	9,582,782	9,194,311	170,998	217,473
9	Other employee benefits	7,376,134	6,944,353	218,295	213,486
10	Payroll taxes	2,100,556	1,977,595	62,165	60,796
11	Fees for services (non-employees)				
a	Management	489,083		489,083	
b	Legal	950,605		950,605	
c	Accounting	688,548		688,548	
d	Lobbying	0			
e	Professional fundraising See Part IV, line 17	0			
f	Investment management fees	1,373,397		1,373,397	
g	Other	11,789,317	11,789,317		
12	Advertising and promotion	224,521	179,487	31,646	13,388
13	Office expenses	28,101,263	27,422,536	529,117	149,610
14	Information technology	666,521	653,622	12,499	400
15	Royalties	0			
16	Occupancy	1,162,993	677,177	485,816	
17	Travel	6,431,228	5,356,624	1,043,468	31,136
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	8,441,213	7,953,265	370,155	117,793
23	Insurance	680,343	460,532	219,811	
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	OTHER ADMINISTRATIVE EXPENSE	4,954,449	2,130,414	2,675,402	148,633
b	SHIP AND VESSELS	44,788,243	44,788,243		
c	SHOP SERVICES	5,213,858	5,213,858		
d	EQUIPMENT RENT & MAINTENANCE	15,468,982	15,263,336	173,043	32,603
e					
f	All other expenses	2,743,788	2,636,799	99,976	7,013
25	Total functional expenses. Add lines 1 through 24f	226,559,293	213,958,160	10,630,966	1,970,167
26	Joint costs. Check here ☐ if following SOP 98-2 (ASC 958-720) Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X

Balance Sheet

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			2,969,884	1	-1,053,636
	2	Savings and temporary cash investments			6,944,710	2	14,522,647
	3	Pledges and grants receivable, net			7,337,618	3	4,106,212
	4	Accounts receivable, net			15,076,004	4	27,172,694
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			4,642	5	21,418
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L			0	6	0
	7	Notes and loans receivable, net			989,798	7	1,120,089
	8	Inventories for sale or use			1,850,872	8	2,204,477
	9	Prepaid expenses and deferred charges			7,758,667	9	8,154,446
	10a	Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a	188,125,750			
	b	Less: accumulated depreciation	10b	101,738,290	84,224,558	10c	86,387,460
	11	Investments—publicly traded securities			361,156,069	11	331,731,056
	12	Investments—other securities. See Part IV, line 11			0	12	0
	13	Investments—program-related. See Part IV, line 11			0	13	0
	14	Intangible assets			0	14	0
	15	Other assets. See Part IV, line 11			26,198,687	15	23,284,042
	16	Total assets. Add lines 1 through 15 (must equal line 34)			514,511,509	16	497,650,905
Liabilities	17	Accounts payable and accrued expenses			23,019,388	17	28,446,071
	18	Grants payable			0	18	0
	19	Deferred revenue			13,389,434	19	18,809,354
	20	Tax-exempt bond liabilities			62,052,329	20	60,613,400
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			0	21	0
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			0	22	0
	23	Secured mortgages and notes payable to unrelated third parties			0	23	0
	24	Unsecured notes and loans payable to unrelated third parties			3,000,000	24	13,000,000
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D			78,998,890	25	112,652,499
	26	Total liabilities. Add lines 17 through 25			180,460,041	26	233,521,324
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 27 through 29, and lines 33 and 34.						
	27	Unrestricted net assets			32,305,095	27	-20,904,454
	28	Temporarily restricted net assets			220,261,662	28	202,547,002
	29	Permanently restricted net assets			81,484,711	29	82,487,033
	Organizations that do not follow SFAS 117, check here ☐ and complete lines 30 through 34.						
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			334,051,468	33	264,129,581
	34	Total liabilities and net assets/fund balances			514,511,509	34	497,650,905

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	231,017,407
2	Total expenses (must equal Part IX, column (A), line 25)	2	226,559,293
3	Revenue less expenses Subtract line 2 from line 1	3	4,458,114
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	334,051,468
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-74,380,001
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	264,129,581

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separated basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	Yes	
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	Yes	

SCHEDULE A

(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Part I

Reason for Public Charity Status (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☒

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☐

An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety Se**section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Other

e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box

g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?

(ii)

a family member of a person described in (i) above?

(iii)

a 35% controlled entity of a person described in (i) or (ii) above?

h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	142,800,076	154,056,468	156,486,206	182,249,525	204,529,422	840,121,697
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	142,800,076	154,056,468	156,486,206	182,249,525	204,529,422	840,121,697
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public Support. Subtract line 5 from line 4						840,121,697

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	142,800,076	154,056,468	156,486,206	182,249,525	204,529,422	840,121,697
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	4,421,287	4,460,464	4,254,074	4,380,118	4,720,711	22,236,654
9 Net income from unrelated business activities, whether or not the business is regularly carried on					341,665	341,665
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets	357,991	337,128	595,971	431,947	1,325,380	3,048,417
11 Total support (Add lines 7 through 10)						865,748,433

12 Gross receipts from related activities, etc (See instructions)

1252,906,437

13 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

14 Public Support Percentage for 2011 (line 6 column (f) divided by line 11 column (f))	14	97.040 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	96.871 %

16a 33 1/3% support test—2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support test—2010. If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization

17a 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

b 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test The organization qualifies as a publicly supported organization

18 Private Foundation If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

Part IIIPart III

Support Schedule for Organizations Described in IRC 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support						
Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12.)						
14 First Five Years If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage			
15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15		
16 Public support percentage from 2010 Schedule A, Part III, line 15	16		

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17		
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18		
19a 33 1/3% support tests—2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization			
b 33 1/3% support tests—2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization			
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions			

Part IV **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

Additional Data

Software ID:

Software Version:

EIN: 04-2105850

Name: WOODS HOLE OCEANOGRAPHIC INSTITUTION

Form 990, Special Condition Description:

Special Condition Description	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
THOMAS B WHEELER TRUSTEE	5 0	X								
RODNEY B BERENS TRUSTEE	5 0	X								
MICHELE S FOSTER TRUSTEE	5 0	X								
ROBERT A DAY JR TRUSTEE	5 0	X								
ALFRED T DENGLER TRUSTEE	5 0	X								
SARA G DENT TRUSTEE	5 0	X								
ERIC H JOSTROM TRUSTEE	5 0	X								
WILLIAM J KEALY TRUSTEE (UNTIL 5/13/11)	5 0	X								
COLEMAN P BURKE TRUSTEE	5 0	X								
NANCY S NEWCOMB TRUSTEE	5 0	X								
CARL E PETERSON TRUSTEE	5 0	X								
HARDWICK SIMMONS TRUSTEE	5 0	X								
RICHARD F SYRON TRUSTEE	5 0	X								
STEPHEN E TAYLOR TRUSTEE	5 0	X								
THOMAS J TIERNEY TRUSTEE	5 0	X								
GEORGETTE C MCCONNELL TRUSTEE	5 0	X								
GEOFFREY A THOMPSON TRUSTEE	5 0	X								
PETER A ARON TRUSTEE	5 0	X								
ROBERT C DUCOMMUN TRUSTEE	5 0	X								
JAMES M CLARK JR TRUSTEE	5 0	X								
SHERRI GOODMAN TRUSTEE	5 0	X								
JOHN F OBRIEN CHAIRMAN OF THE CORPORATION	5 0	X								
JOSEPH F PATTON JR TRUSTEE	5 0	X								
NEWTON PS MERRILL CHAIRMAN OF THE BOARD	5 0	X								
HERBERT F SCHWARTZ TRUSTEE (UNTIL 5/13/11)	5 0	X								

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)							(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former				
MICHELE G SCAVONGELLI Trustee	5 0	X									
ARTHUR YORKE ALLEN Trustee	5 0	X									
JOSEPH D ROXE treasurer, TRUSTEE EX OFFICIO	5 0	X									
JAMES A AUSTIN JR TRUSTEE	5 0	X									
ROBERT L JAMES TRUSTEE	5 0	X									
SUSAN K AVERY PRESIDENT/DIRECTOR	40 0	X		X				414,069	0	124,418	
JAMES L DUNLAP TRUSTEE	5 0	X									
STEVEN G HOCH TRUSTEE	5 0	X									
THOMAS G NEMMERS EXEC PROJ MGR/CLERK OF CORP	40 0	X		X				103,647	0	46,807	
JEAN C TEMPEL trustee	5 0	X									
HAMILTON E JAMES TRUSTEE	5 0	X									
ROBERT M BAYLIS trustee	5 0	X									
JAMES P ROSENFELD TRUSTEE	5 0	X									
GARY ROUGHEAD TRUSTEE	5 0	X									
EDMUND B WOOLLEN TRUSTEE	5 0	X									
CHRISTOPHER WINSLOW CFO/VP FINANCE & ADMIN	40 0			X				317,295	0	104,869	
LAURENCE MADIN EXECUTIVE VP/DIRECTOR	40 0				X			318,940	0	101,618	
ROBERT MUNIER VP MAR FAC & OP	40 0				X			248,180	0	65,458	
ROBERT WELLER SENIOR SCIENTIST	40 0					X		223,273	0	86,080	
ROBERT DETRICK SENIOR SCIENTIST	40 0					X		233,594	0	66,731	
JAMES YODER VICE PRESIDENT OF ACADEMICS	40 0					X		234,073	0	82,179	
PRIYA MCCUE CHIEF DEVELOPMENT OFFICER	40 0					X		241,617	0	67,112	
WILLIAM JENKINS SENIOR SCIENTIST	40 0					X		210,868	0	80,154	
SUSAN HUMPHRIS SENIOR SCIENTIST	40 0						X	198,068	0	72,158	
DONALD ANDERSON SENIOR SCIENTIST	40 0						X	191,065	0	81,382	

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W- 2/1099-MISC)	(E) Reportable compensation from related organizations (W- 2/1099- MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JUDY MCDOWELL DEPT CHAIR	40.0						X	185,227	0	79,467

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

If the organization answered “Yes,” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes,” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes,” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization's direct and indirect political campaign activities on behalf of or in opposition to candidates for public office in Part IV	
2	Political expenditures	▶ \$
3	Volunteer hours	

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If "Yes," describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c) except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt funtion activities	▶ \$
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A

Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A
- Check
- ☐
- if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B
- Check
- ☐
- if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing Organization's Totals	(b) Affiliated Group Totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b	Total lobbying expenditures to influence a legislative body (direct lobbying)														
c	Total lobbying expenditures (add lines 1a and 1b)														
d	Other exempt purpose expenditures														
e	Total exempt purpose expenditures (add lines 1c and 1d)														
f	Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table><tr><td>If the amount on line 1e, column (a) or (b) is:</td><td>The lobbying nontaxable amount is:</td></tr><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)														
h	Subtract line 1g from line 1a If zero or less, enter -0-														
i	Subtract line 1f from line 1c If zero or less, enter -0-														
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		☐ Yes ☐ No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) Total
2a Lobbying non-taxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots non-taxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
	a Volunteers?		No	
	b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
	c Media advertisements?		No	
	d Mailings to members, legislators, or the public?	Yes		505
	e Publications, or published or broadcast statements?	Yes		1,448
	f Grants to other organizations for lobbying purposes?		No	
	g Direct contact with legislators, their staffs, government officials, or a legislative body?	Yes		26,277
	h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?	Yes		3,580
	i Other activities? If "Yes," describe in Part IV		No	
	j Total lines 1c through 1i			31,810
	2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2		
3	Did the organization agree to carryover lobbying and political expenditures from the prior year?	3		

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) if BOTH Part III-A, lines 1 and 2 are answered "No" OR if Part III-A, line 3 is answered "Yes".

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) non-deductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
		2a	
		2b	
	a Current year	2c	
	b Carryover from last year		
	c Total		
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, and Part II-B, line 1i. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
LOBBYING ACTIVITY EXPLANATION	SCHEDULE C	THE WOODS HOLE OCEANOGRAPHIC INSTITUTION DID NOT PARTICIPATE OR INTERVENE IN ANY POLITICAL CAMPAIGNS. THE WOODS HOLE OCEANOGRAPHIC INSTITUTION EMPLOYS A DIRECTOR OF GOVERNMENT RELATIONS WHO IS REGISTERED AS A LOBBYIST WITH THE U.S. SENATE AND THE U.S. HOUSE OF REPRESENTATIVES TO LOBBY ON A BROAD RANGE OF POLICY AND SPENDING LEGISLATION RELATING TO OCEAN SCIENCE. SPECIFICALLY, WHOI LOBBIES FOR INCREASED FUNDING FOR COMPETITIVE OCEAN SCIENCE GRANT PROGRAMS IN THE U.S. NAVY, THE NATIONAL SCIENCE FOUNDATION, AND THE NATIONAL OCEANIC AND ATMOSPHERIC ADMINISTRATION. IN ADDITION, THE INDIVIDUAL REPORTS TO WOODS HOLE OCEANOGRAPHIC INSTITUTION ON DEVELOPMENTS AND ISSUES OF INTEREST TO AND/OR FACING THE INSTITUTION. FOR THE YEAR ENDED DECEMBER 31, 2011, WHOI PAID \$8,214 IN COMPENSATION TO THIS INDIVIDUAL FOR LOBBYING ACTIVITIES. DIRECT CONTACT WITH LEGISLATORS, THEIR STAFFS, GOVERNMENT OFFICIALS, OR A LEGISLATIVE BODY PRODUCED COSTS OF \$18,063 FOR DOMESTIC TRAVEL, MEALS, AND OFFICE RENT. THE ORGANIZATION PAID MEMBERSHIP DUES OF \$1,080 TO MEMBER ORGANIZATIONS WHICH MAY ENGAGE IN LOBBYING ACTIVITIES. THEREFORE, A PORTION OF THE DUES MAY BE ATTRIBUTABLE TO LOBBYING ACTIVITIES. ADDITIONAL COSTS WERE INCURRED FOR MAILINGS (\$505), PUBLICATIONS (\$1,448), AND SEMINARS (\$2,500). WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

SCHEDULE D

(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b**
▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I

Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year	
2	Aggregate contributions to (during year)	
3	Aggregate grants from (during year)	
4	Aggregate value at end of year	
5	Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes☐ No	
6	Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? ☐ Yes☐ No	

Part II

Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1

Purpose(s) of conservation easements held by the organization (check all that apply)

☐ Preservation of land for public use (e g , recreation or pleasure)

☐ Preservation of an historically importantly land area

☐ Protection of natural habitat

☐ Preservation of a certified historic structure

☒ Preservation of open space

2

Complete lines 2a–2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06

3

Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ 0

4

Number of states where property subject to conservation easement is located ▶ 1

5

Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

☒ Yes☐ No

6

Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year ▶ 4 00

7

Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
▶ \$ 400

8

Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?

☒ Yes☐ No

9

In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a

If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b

If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$

(ii) Assets included in Form 990, Part X

▶ \$

2

If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a

Revenues included in Form 990, Part VIII, line 1

▶ \$

b

Assets included in Form 990, Part X

▶ \$

For Privacy Act and Paperwork Reduction Act Notice, see the Intructions for Form 990

Cat No 52283D

Schedule D (Form 990) 2011

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets *(continued)*

3

Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

a

☐ Public exhibition

d

☐ Loan or exchange programs

b

☐ Scholarly research

e

☐ Other

c

☐ Preservation for future generations

4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV and complete the following table

c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	

2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No

b

If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current Year	(b)Prior Year	(c)Two Years Back	(d)Three Years Back	(e)Four Years Back
1a Beginning of year balance	347,898,559	317,845,815	264,540,552	383,839,989	
b Contributions	2,493,109	7,995,383	788,623	1,638,049	
c Investment earnings or losses	-7,074,013	38,354,918	69,276,908	-101,788,792	
d Grants or scholarships				6,682,238	
e Other expenditures for facilities and programs	13,617,931	16,297,557	15,348,010	6,992,993	
f Administrative expenses			1,412,258	5,473,463	
g End of year balance	329,699,724	347,898,559	317,845,815	264,540,552	

2

Provide the estimated percentage of the year end balance held as

a

Board designated or quasi-endowment ▶ 24 720 %

b

Permanent endowment ▶ 20 520 %

c

Term endowment ▶ 54 760 %

3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by

(i)

unrelated organizations

(ii)

related organizations

3a(i)

Yes

No

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

Yes

No

4

Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b)Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	203,724	1,361,868		1,565,592
b Buildings	774,217	47,440,097	20,206,828	28,007,486
c Leasehold improvements				
d Equipment		30,297,099	23,987,661	6,309,438
e Other	1,091,019	106,957,726	57,543,801	50,504,944
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).) ▶				86,387,460

Part XIReconciliation of Change in Net Assets from Form 990 to Financial Statements			
1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	231,017,407
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	226,559,293
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	4,458,114
4	Net unrealized gains (losses) on investments	4	-18,542,399
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-55,837,602
9	Total adjustments (net) Add lines 4 - 8	9	-74,380,001
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	-69,921,887

Part XIIReconciliation of Revenue per Audited Financial Statements With Revenue per Return			
1	Total revenue, gains, and other support per audited financial statements	1	207,345,043
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	-18,542,399
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	-5,416,618
e	Add lines 2a through 2d	2e	-23,959,017
3	Subtract line 2e from line 1	3	231,304,060
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	-286,653
c	Add lines 4a and 4b	4c	-286,653
5	Total Revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)	5	231,017,407

Part XIIIReconciliation of Expenses per Audited Financial Statements With Expenses per Return			
1	Total expenses and losses per audited financial statements	1	226,845,946
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	286,653
e	Add lines 2a through 2d	2e	286,653
3	Subtract line 2e from line 1	3	226,559,293
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	
c	Add lines 4a and 4b	4c	
5	Total expenses Add lines 3 and 4c. (This should equal Form 990, Part I, line 18)	5	226,559,293

Part XIVSupplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
CONSERVATION EASEMENTS	FORM 990, SCHEDULE D, PART II, LINE 5	FACILITIES OFFICE PERSONNEL WALK THE CONSERVATION EASEMENT AREA TWICE A YEAR TO ENSURE THAT THERE ARE NO ENCROACHMENTS ON THE 11 ACRE AREA AND THAT THERE ARE NO PROHIBITED USES AS DEFINED IN THE TERMS OF THE CONSERVATION RESTRICTION
FORM 990, SCHEDULE D, PART II, LINE 9		THE WOODS HOLE OCEANOGRAPHIC INSTITUTION'S CONSERVATION EASEMENT IS NOT ACCOUNTED FOR SEPARATELY, BUT IS INCLUDED AS PART OF LAND ON THE BALANCE SHEET
INTENDED USE OF ENDOWMENT FUND	FORM 990, SCHEDULE D, PART V, LINE 4	-PROVIDE A STREAM OF INCOME IN SUPPORT OF ANNUAL BUDGETARY NEEDS -PRESERVE AND ENHANCE THE REAL (INFLATION-ADJUSTED) PURCHASING POWER -PROVIDE SUPPORT FOR CAPITAL INVESTMENT NEEDS AS THEY ARISE
other liabilities	SCHEDULE D, PART X, LINE 2	Woods Hole Oceanographic Institution does not have a fin 48 footnote in its financial statements
ADJUSTMENTS TO NET ASSETS	FORM 990, SCHEDULE D, PART XI, LINE 8	UNREALIZED LOSS ON SWAP (5,447,368) PENSION RELATED CHANGES OTHER THAN COST (38,886,476) RECLASSIFICATION OF ASSETS 30,750 CHANGE IN SPLIT INTEREST AGREEMENTS (1,128,470) DISTRIBUTION IN EXCESS OF INCOME EARNED (15,856,100) CHANGE IN PREPAID PENSION COST 5,450,062 ===== TOTAL (55,837,602)
REVENUE INCLUDED ON BOOKS BUT NOT ON RETURN	FORM 990, SCHEDULE D, PART XII, LINE 2D	UNREALIZED LOSS ON SWAPS (5,447,368) RECLASSIFICATION OF ASSETS 30,750 ===== TOTAL (5,416,618) REVENUE INCLUDED ON RETURN BUT NOT ON BOOKS FORM 990, SCHEDULE D, PART XII, LINE 4B RENTAL EXPENSE 286,653
EXPENSES INCLUDED ON BOOKS BUT NOT ON RETURN	FORM 990, SCHEDULE D, PART XIII, LINE 2D	RENTAL EXPENSE 286,653

OMB No 1545-0047

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.**
▶ **Attach to Form 990. ▶ See separate instructions.**

Open to Public Inspection

Employer identification number
04-2105850

Part I **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States

3 Activities per Region (Use Part V if additional space is needed)

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50082W **Schedule F (Form 990) 2011**

1

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter ► _____

3 Enter total number of other organizations or entities ► _____

Part III **Grants and Other Assistance to Individuals Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Use Part V if additional space is needed.

[illegible]

Part IV Foreign Forms

- 1

Was the organization a U S transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926 (see instructions for Form 926)*

☒ Yes ☐ No
- 2

Did the organization have an interest in a foreign trust during the tax year? *If " Yes," the organization may be required to file Form 3520 and/or Form 3520-A. (see instructions for Forms 3520 and 3520-A)*

☐ Yes ☒ No
- 3

Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see instructions for Form 5471)*

☒ Yes ☐ No
- 4

Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see instructions for Form 8621)*

☒ Yes ☐ No
- 5

Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see instructions for Form 8865)*

☒ Yes ☐ No
- 6

Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see instructions for Form 5713).*

☒ Yes ☐ No

Part V

Complete this part to provide the information (see instructions) required in Part I, line 2, and any additional information.

[illegible]

Schedule I
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Grants and Other Assistance to Organizations,
Governments and Individuals in the United States

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

OMB No 1545-0047

2011

Open to Public
Inspection

Employer identification number
04-2105850

Part I

General Information on Grants and Assistance

- 1

Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No
- 2

Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II

Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

(a) Name and address of organization or government	(b) EIN	(c) IRC Code section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2

Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3

Enter total number of other organizations listed in the line 1 table ▶

Part IIIGrants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance
(1) FELLOWSHIPS/SCHOLARSHIPS	85		4,181,892	BOOK	TUITION
(2) STIPENDS	216	3,864,128			
(3) FELLOWSHIPS/SCHOLARSHIPS	84	1,503,937			

Part IVSupplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
MAINTAINING RECORDS	FORM 990, SCHEDULE I, PART I, LINE 1	APPLICATIONS FOR ADMISSIONS ARE REVIEWED BY FACULTY STUDENTS ARE ADMITTED BASED UPON THEIR ACADEMIC RECORD, AND ALL ARE GIVEN SUPPORT THROUGH EITHER WHOI OR MIT WRITTEN RECORDS OF ALL DECISIONS ARE RETAINED MONITORING USE OF GRANT FUNDS FORM 990, SCHEDULE I, PART I, LINE 2 EACH STUDENT'S ACADEMIC PROGRESS IS EVALUATED YEARLY

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2011

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Part I

Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items		
☐ First-class or charter travel		
☒ Housing allowance or residence for personal use		
☐ Travel for companions		
☐ Payments for business use of personal residence		
☐ Tax idemnification and gross-up payments		
☐ Health or social club dues or initiation fees		
☐ Discretionary spending account		
☐ Personal services (e g , maid, chauffeur, chef)		
1b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain		No
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	Yes	
3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply		
☒ Compensation committee		
☐ Written employment contract		
☒ Independent compensation consultant		
☒ Compensation survey or study		
☒ Form 990 of other organizations		
☒ Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization		
4a Receive a severance payment or change-of-control payment?		No
4b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	Yes	
4c Participate in, or receive payment from, an equity-based compensation arrangement?		No
If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
5a The organization?		No
5b Any related organization?		No
If "Yes," to line 5a or 5b, describe in Part III		
6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of		
6a The organization?		No
6b Any related organization?		No
If "Yes," to line 6a or 6b, describe in Part III		
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III		No
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III		No
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) SUSAN K AVERY	(i)	365,363	0	48,706	104,583	19,835	538,487	0
	(ii)	0	0	0	0	0	0	0
(2) LAURENCE MADIN	(i)	247,398	0	71,542	88,901	12,717	420,558	0
	(ii)	0	0	0	0	0	0	0
(3) ROBERT WELLER	(i)	199,887	0	23,386	65,500	20,580	309,353	0
	(ii)	0	0	0	0	0	0	0
(4) ROBERT DETRICK	(i)	231,645	0	1,949	65,954	777	300,325	0
	(ii)	0	0	0	0	0	0	0
(5) SUSAN HUMPHRIS	(i)	174,872	0	23,196	54,630	17,528	270,226	0
	(ii)	0	0	0	0	0	0	0
(6) JAMES YODER	(i)	222,029	0	12,044	66,295	15,884	316,252	0
	(ii)	0	0	0	0	0	0	0
(7) THOMAS G NEMMERS	(i)	99,220	0	4,427	30,064	16,743	150,454	0
	(ii)	0	0	0	0	0	0	0
(8) DONALD ANDERSON	(i)	167,415	0	23,650	59,853	21,529	272,447	0
	(ii)	0	0	0	0	0	0	0
(9) CHRISTOPHER WINSLOW	(i)	298,602	0	18,693	85,654	19,215	422,164	0
	(ii)	0	0	0	0	0	0	0
(10) PRIYA MCCUE	(i)	224,882	0	16,735	49,697	17,415	308,729	0
	(ii)	0	0	0	0	0	0	0
(11) ROBERT MUNIER	(i)	225,132	0	23,048	47,132	18,326	313,638	0
	(ii)	0	0	0	0	0	0	0
(12) JUDY MCDOWELL	(i)	162,097	0	23,130	58,650	20,817	264,694	0
	(ii)	0	0	0	0	0	0	0
(13) WILLIAM JENKINS	(i)	187,554	0	23,314	65,646	14,508	291,022	0
	(ii)	0	0	0	0	0	0	0

Part III

Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
HOUSING ALLOWANCE DESCRIPTION	FORM 990, SCHEDULE J, LINE 1B	AN ON-SITE RESIDENCE IS MADE AVAILABLE TO THE PRESIDENT/DIRECTOR AS AN ELEMENT OF HER EMPLOYMENT CONTRACT. IMPUTED INCOME IS CALCULATED FOR THIS HOUSING PROVISION.
SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN	FORM 990, SCHEDULE J, LINE 4B	THE ORGANIZATION MAINTAINS A RETIREMENT BENEFIT RESTORATION PLAN "PLAN" FOR CERTAIN EMPLOYEES. UNDER THE PLAN, PARTICIPANTS ARE ENTITLED TO CERTAIN RESTORATION BENEFIT PAYMENTS UPON OBTAINMENT OF TARGET RETIREMENT AGE, DEATH, DISABILITY, OR INVOLUNTARY TERMINATION. FOR 2011, LAURENCE MADIN RECEIVED \$47,784. ACCRUALS FOR PLAN PARTICIPANTS ARE REFLECTED IN SCHEDULE J, PART II, COLUMN C. CERTAIN INDIVIDUALS LISTED ON SCHEDULE J, PART II ARE ELIGIBLE TO PARTICIPATE IN A SUPPLEMENTAL RETIREMENT PLAN. UNDER THE PLAN, PARTICIPANTS ARE ENTITLED TO CERTAIN BENEFITS UPON RETIREMENT. CONTRIBUTIONS UNDER THE PLAN ARE INCLUDED IN SCHEDULE J, PART II, COLUMN C.

Schedule K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Schedule O (Form 990).
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number
04-2105850

Part I Bond Issues

(a) Issuer Name	(b) Issuer EIN	(c) CUSIP #	(d) Date Issued	(e) Issue Price	(f) Description of Purpose	(g) Defeased		(h) On Behalf of Issuer		(i) Pool financing	
						Yes	No	Yes	No	Yes	No
A MHEFA	04-2456011	57586ECE9	12-04-2008	64,403,887	REFINANCED BOND ISSUE OF 6/29/2004		X		X		X

Part II Proceeds

		A		B		C		D	
1	Amount of bonds retired	3,869,481							
2	Amount of bonds defeased	0							
3	Total proceeds of issue	64,482,881							
4	Gross proceeds in reserve funds	0							
5	Capitalized interest from proceeds	0							
6	Proceeds in refunding escrow	0							
7	Issuance costs from proceeds	592,200							
8	Credit enhancement from proceeds	0							
9	Working capital expenditures from proceeds	0							
10	Capital expenditures from proceeds	10,190,681							
11	Other spent proceeds	53,700,000							
12	Other unspent proceeds	0							
13	Year of substantial completion	2011							
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

					A		B		C		D	
					Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?					X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?					X						

Part III

Private Business Use (Continued)

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use?		X						
b	If 'Yes' to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If 'Yes' to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government	1 007 %							
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government								
6	Total of lines 4 and 5	1 007 %							
7	Has the organization adopted management practices and procedures to ensure the post-issuance compliance of its tax-exempt bond liabilities?	X							

Part IV

Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has a Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate, been filed with respect to the bond issue?		X						
2	Is the bond issue a variable rate issue?		X						
3a	Has the organization or the governmental issuer entered into a hedge with respect to the bond issue?		X						
b	Name of provider	0							
c	Term of hedge								
d	Was the hedge superintegrated?		X						
e	Was a hedge terminated?		X						
4a	Were gross proceeds invested in a GIC?		X						
b	Name of provider	0							
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
5	Were any gross proceeds invested beyond an available temporary period?		X						
6	Did the bond issue qualify for an exception to rebate?	X							

Part V

Procedures To Undertake Corrective Action

Check the box if the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations ☐ Yes ☒ No

Part VI

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule K (see instructions)

Identifier	Return Reference	Explanation
SEE SCHEDULE O	0	

Schedule L
(Form 990 or 990-EZ)

Transactions with Interested Persons

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number

04-2105850

Part I

Excess Benefit Transactions (section 501(c)(3) and section 501 (c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2

Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

\$

3

Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

\$

Part II

Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c)Original principal amount	(d)Balance due	(e) In default?		(f) Approved by board or committee?		(g)Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
(1) DONALD ANDERSON EDUCATION		X	9,217	1,418		No	Yes			No
(2) DONALD ANDERSON EDUCATION		X	25,000	20,000		No	Yes			No
Total					\$ 21,418					

Part III

Grants or Assistance Benefitting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b)Relationship between interested person and the organization	(c)Amount of grant or type of assistance
(1)		29,160
(2)		53,180

Part IV

Business Transactions Involving Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V

Supplemental Information
Complete this part to provide additional information for responses to questions on Schedule L (see instructions)

Identifier	Return Reference	Explanation
------------	------------------	-------------

SCHEDULE M
(Form 990)

NonCash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

►Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.
► Attach to Form 990.

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number
04-2105850

Part I

Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	18	246,166	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► ()				
26 Other ►()				
27 Other ►()				
28 Other ► ()				

29

Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

30a

During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

30a

Yes

No

b

If "Yes," describe the arrangement in Part II

31

Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

31

Yes

32a

Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?

32a

No

b

If "Yes," describe in Part II

33

If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 51227J

Schedule M (Form 990) 2011

Part III

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
CONTRIBUTION METHOD	FORM 990, SCHEDULE M, PART I, COLUMN (B)	WOODS HOLE OCEANOGRAPHIC INSTITUTION HAS REPORTED THE NUMBER OF CONTRIBUTIONS ON THIS SCHEDULE

SCHEDULE O

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2011

Open to Public
Inspection

Name of the organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
--	--

Identifier	Return Reference	Explanation
MISSION STATEMENT	FORM 990, PART I, LINE 1 AND PART III, LINE 1	THE WOODS HOLE OCEANOGRAPHIC INSTITUTION IS DEDICATED TO RESEARCH AND EDUCATION TO ADVANCE UNDERSTANDING OF THE OCEAN AND ITS INTERACTION WITH THE EARTH SYSTEM, AND TO COMMUNICATE THIS UNDERSTANDING FOR THE BENEFIT OF SOCIETY DELEGATION OF BOARD AUTHORITY FORM 990, PART VI, LINE 1A THE BOARD OF TRUSTEES DELEGATES BROAD AUTHORITY TO ACT IN ITS STEAD TO AN EXECUTIVE COMMITTEE PER BYLAWS, THE COMPOSITION AND SCOPE OF AUTHORITY OF THE EXECUTIVE COMMITTEE ARE AS FOLLOWS THE EXECUTIVE COMMITTEE SHALL BE COMPOSED OF THE CHAIRMAN OF THE BOARD OF TRUSTEES, CHAIRMAN OF THE CORPORATION, THE PRESIDENT AND DIRECTOR, THE TREASURER, THE CHAIRS OF THE BUSINESS DEVELOPMENT AND TECHNOLOGY TRANSFER COMMITTEE, COMPENSATION COMMITTEE, COMMITTEE ON THE BOARD, DEVELOPMENT COMMITTEE, INVESTMENT COMMITTEE, RESEARCH AND EDUCATION COMMITTEE, AND OTHER TRUSTEES AND LIFE TRUSTEES, FOR A TOTAL COMMITTEE MEMBERSHIP OF NOT MORE THAN FIFTEEN THE CHAIRMAN OF THE BOARD OF TRUSTEES SHALL SERVE AS THE CHAIR OF THE EXECUTIVE COMMITTEE THE EXECUTIVE COMMITTEE SHALL HAVE AND MAY EXERCISE, SO FAR AS MAY BE PERMITTED BY LAW, ALL OF THE POWERS OF THE BOARD DURING THE INTERVALS BETWEEN MEETINGS OF THE BOARD OF TRUSTEES EXCEPT SUCH POWERS OR DUTIES AS MAY HAVE BEEN SPECIFICALLY DELEGATED BY THE BOARD TO OTHER COMMITTEES OR OFFICERS, AND SHALL HAVE POWER TO AUTHORIZE THE SEAL OF THE CORPORATION TO BE AFFIXED TO ALL PAPERS WHICH MAY REQUIRE IT, AND SUCH OTHER POWERS AS THE BOARD MAY DELEGATE TO IT THE EXECUTIVE COMMITTEE MAY HOLD MEETINGS AND MAKE RULES FOR THE CONDUCT OF ITS BUSINESS AS IT SHALL FROM TIME TO TIME DEEM NECESSARY OR ADVISABLE THE PRESENCE OF AT LEAST FIVE MEMBERS OF THE EXECUTIVE COMMITTEE WHO ARE TRUSTEES SHALL CONSTITUTE A QUORUM AND MAY TAKE ACTION BY MAJORITY VOTE OF SUCH QUORUM ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE REPORTED TO THE BOARD IN WRITING OR AT THE NEXT MEETING OF THE BOARD CONSISTENT WITH THE PROVISIONS OF THE MASSACHUSETTS GENERAL LAWS, THE EXECUTIVE COMMITTEE SHALL NOT HAVE THE AUTHORITY TO (I) CHANGE THE PRINCIPAL OFFICE OF THE CORPORATION, (II) AMEND THE BYLAWS, (III) ELECT THE STATUTORY OFFICERS OF THE CORPORATION INCLUDING THE PRESIDENT AND DIRECTOR, TREASURER, AND CLERK, OR FILL VACANCIES IN SUCH OFFICES, (IV) SET COMPENSATION FOR MEMBERS OF THE DIRECTORATE OF THE INSTITUTION WITHOUT A VOTE BY THE FULL BOARD, (V) CHANGE THE NUMBER OF THE BOARD OF TRUSTEES OR FILL VACANCIES IN THE BOARD OF TRUSTEES, OR (VI) REMOVE OFFICERS OR TRUSTEES FROM OFFICE

Identifier	Return Reference	Explanation
990 REVIEW PROCESS	FORM 990, PART VI, LINE 11A	WOODS HOLE OCEANOGRAPHIC INSTITUTION'S (WHOI) FORM 990 IS PREPARED WITH THE ASSISTANCE OF ITS OUTSIDE TAX ACCOUNTANTS. FOLLOWING WHOI'S INTERNAL MANAGEMENT'S REVIEW, A DRAFT VERSION OF THE RETURN IS DISTRIBUTED TO THE AUDIT COMMITTEE FOR REVIEW AND COMMENTS. ONCE THE RETURN HAS BEEN UPDATED WITH INTERNAL MANAGEMENT AND AUDIT COMMITTEE'S COMMENTS, EACH VOTING MEMBER OF THE GOVERNING BODY, THE PRESIDENT & DIRECTOR AND VICE PRESIDENT FOR FINANCE & ADMINISTRATION & CHIEF FINANCIAL OFFICER, WILL RECEIVE COPIES OF FORM 990 FOR REVIEW. THE AUDITORS/TAX CONSULTANTS WILL THEN FINALIZE THE FORM 990. COPIES OF COMPLETED FORM 990 WILL BE DISTRIBUTED IN ELECTRONIC OR PAPER FORM TO MEMBERS OF THE GOVERNING BODY PRIOR TO FILING WITH THE IRS. A DESIGNEE OF THE VICE PRESIDENT FOR FINANCE & ADMINISTRATION & CHIEF FINANCIAL OFFICER WILL BE RESPONSIBLE FOR MAINTAINING A CURRENT DISTRIBUTION LIST AND DISTRIBUTING THE COPIES.

Identifier	Return Reference	Explanation
CONFLICT OF INTEREST COMPLIANCE	FORM 990, PART VI, LINE 12C	EACH TRUSTEE, OFFICER, AND KEY EMPLOYEE OF WOODS HOLE OCEANOGRAPHIC INSTITUTION ("WHOI") IS REQUIRED TO DISCLOSE ON AN ONGOING BASIS, IN WRITING, ON WHOI'S DISCLOSURE STATEMENT, (A) ANY FINANCIAL OR BUSINESS RELATIONSHIPS THAT HE OR SHE, OR ANY FAMILY MEMBER, HAS WITH WHOI OR ANY AFFILIATED ORGANIZATION OR WITH ORGANIZATIONS THAT DO BUSINESS WITH WHOI OR ANY AFFILIATED ORGANIZATION, (B) ANY ELECTED OR APPOINTIVE OFFICE OR POSITION THAT HE OR SHE, OR ANY FAMILY MEMBER, HOLDS IN A BRANCH OF GOVERNMENT OR IN A REGULATORY AGENCY HAVING AUTHORITY OR JURISDICTION OVER WHOI, OR (C) OTHER PERSONAL, FAMILIAL, FINANCIAL, OR BUSINESS RELATIONSHIPS THAT OTHERWISE COULD BE CONSTRUED TO AFFECT THE INDEPENDENT, UNBIASED JUDGMENT OF SUCH TRUSTEE OR OFFICER IN LIGHT OF HIS OR HER DECISION-MAKING AUTHORITY OR RESPONSIBILITIES FOR WHOI THE DISCLOSURE STATEMENTS ARE FILED WITH WHOI'S CLERK AND THE CLERK WILL PREPARE A REPORT ANNUALLY OR MORE FREQUENTLY AS NECESSARY FOR THE TRUSTEES AND OFFICERS SUMMARIZING ANY CONFLICT ISSUES THE AUDIT COMMITTEE REVIEWS THE DISCLOSURE REPORTS AND ANY CONFLICTS OR POTENTIAL CONFLICTS ARE BROUGHT TO THE EXECUTIVE COMMITTEE'S ATTENTION THE EXECUTIVE COMMITTEE WILL DETERMINE WHETHER A CONFLICT EXISTS BASED ON WHOI'S CONFLICT OF INTEREST POLICY IF A CONFLICT OF INTEREST IS DETERMINED, THE EXECUTIVE COMMITTEE WILL EXERCISE THEIR JUDGMENT ON THE BEST COURSE TO FOLLOW

Identifier	Return Reference	Explanation
COMPENSATION APPROVAL	FORM 990, PART VI, LINE 15	THE ANNUAL COMPENSATION PROCESS CONSISTS OF COMPARABLE, RELEVANT MARKET DATA FOR THE INSTITUTION'S POSITIONS OBTAINED FROM PUBLISHED SURVEYS, AND OTHER AVAILABLE SOURCES SUCH AS PEER ORGANIZATIONS' 990 FORMS. OTHER SURVEYS OF SPECIALIZED SKILL SETS OR EMPLOYEE ATTRIBUTES CRITICAL TO THE SUCCESS OF THE INSTITUTION WILL ALSO BE INCORPORATED AS NEEDED. MOREOVER, THE COMMITTEE MAY RELY ON MEMBERS OF WHOI MANAGEMENT AND OUTSIDE ADVISORS, CONSULTANTS, AND COUNSEL TO PROVIDE MARKET DATA REPORTS, ANALYSIS, AND OPINIONS WITH RESPECT TO COMPENSATION-RELATED MATTERS. ALL COMPENSATION DECISIONS MADE ARE DOCUMENTED IN THE MINUTES.

Identifier	Return Reference	Explanation
PUBLIC DISCLOSURE OF DOCUMENTS	FORM 990, PART VI, LINE 19	THE WOODS HOLE OCEANOGRAPHIC INSTITUTION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY , AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC THROUGH ITS WEBSITE

Identifier	Return Reference	Explanation
RECONCILIATION OF NET ASSETS	FORM 990, PART XI, LINE 5	NET UNREALIZED LOSSES ON INVESTMENTS (18,542,399) UNREALIZED LOSS ON SWAP (5,447,368) PENSION RELATED CHANGES OTHER THAN COST (38,886,476) RECLASSIFICATION OF ASSETS 30,750 CHANGE IN SPLIT INTEREST AGREEMENTS (1,128,470) DISTRIBUTION IN EXCESS OF INCOME EARNED (15,856,100) CHANGE IN PREPAID PENSION COST 5,450,062 ===== TOTAL (74,380,001)

Identifier	Return Reference	Explanation
TOTAL PROCEEDS OF ISSUE	SCHEDULE K, PART II, LINE 3	THE AMOUNT REPORTED INCLUDES TOTAL PROCEEDS OF ISSUE AND INTEREST EARNED OF \$78,994 PROCEDURES TO UNDERTAKE CORRECTIVE ACTION SCHEDULE K, PART V WOODS HOLE OCEANOGRAPHIC INSTITUTE IS IN THE PROCESS OF IMPLEMENTING WRITTEN PROCEDURES TO ENSURE THAT VIOLATIONS OF FEDERAL TAX REQUIREMENTS ARE TIMELY IDENTIFIED AND CORRECTED THROUGH THE VOLUNTARY CLOSING AGREEMENT PROGRAM IF SELF-REMEDATION IS NOT AVAILABLE UNDER APPLICABLE REGULATIONS

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization
WOODS HOLE OCEANOGRAPHIC INSTITUTION

Employer identification number
04-2105850

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) EOM Offshore LLC 20 Jonathon Bourne Dr Pocasset, MA 02559 80-0436296	BLD MOORING	MA	717,360	580,364	WOODS HOLE

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled organization	
						Yes	No
(1) WHOI TAX EXEMPT EMP WELFARE BEN TRUST 569 WOODS HOLE ROAD WOODS HOLE, MA 02543 04-3282355	BEN TRUST	MA	501(C)(9)	N/A	WOODS HOLE	Yes	

Part III

Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512- 514)	(f) Share of total income	(g) Share of end-of- year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(1) QUISSETT DEVELOPMENT CORP REALTY TRUST 569 WOODS HOLE ROAD WOODS HOLE, MA 02543 26-6212595	LICENSING	MA	WOODS HOLE	TRUST	0	0	100.000 %
(2) CHARITABLE REMAINDER TRUST (1)	SUPPORT	MA	WOODS HOLE	TRUST			
(3) CHARITABLE REMAINDER TRUST (2)	SUPPORT	NY	WOODS HOLE	TRUST			
(4) CHARITABLE REMAINDER TRUST (1)	SUPPORT	FL	WOODS HOLE	TRUST			

Part V

Transactions With Related Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, 35A, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III or IV

1

During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

a

Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity

b

Gift, grant, or capital contribution to related organization(s)

c

Gift, grant, or capital contribution from related organization(s)

d

Loans or loan guarantees to or for related organization(s)

e

Loans or loan guarantees by related organization(s)

f

Sale of assets to related organization(s)

g

Purchase of assets from related organization(s)

h

Exchange of assets with related organization(s)

i

Lease of facilities, equipment, or other assets to related organization(s)

j

Lease of facilities, equipment, or other assets from related organization(s)

k

Performance of services or membership or fundraising solicitations for related organization(s)

l

Performance of services or membership or fundraising solicitations by related organization(s)

m

Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)

n

Sharing of paid employees with related organization(s)

o

Reimbursement paid to related organization(s) for expenses

p

Reimbursement paid by related organization(s) for expenses

q

Other transfer of cash or property to related organization(s)

r

Other transfer of cash or property from related organization(s)

Yes

No

1a

1b

1c

1d

1e

1f

1g

1h

1i

1j

1k

1l

1m

1n

1o

1p

1q

1r

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

No

Yes

No

2

If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) WHOI TAX EXEMPT EMP WELFARE BEN TRUST	Q	492,572	cash
(2)			
(3)			
(4)			
(5)			
(6)			

Schedule R (Form 990) 2011

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII

Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation	
------------	------------------	-------------	--