

DAVID I. WALKER

Boston University School of Law  
765 Commonwealth Ave., Boston, MA 02215  
Telephone: (617) 353-3174  
Email: [diwalker@bu.edu](mailto:diwalker@bu.edu)  
SSRN Author Page: <http://ssrn.com/author=189230>

CURRICULUM VITAE  
as of January 15, 2012

EMPLOYMENT

Boston University School of Law  
Professor of Law (2008-present).  
Maurice Poch Faculty Research Scholar (2009-present).  
Associate Professor of Law (2002 to 2008).

Harvard Law School, Stanley S. Surrey Visiting Professor of Law (Spring 2012).

New York University School of Law, Visiting Professor of Law (Fall 2009).

Ropes & Gray LLP, Boston, MA, Associate (2000-2002).

John M. Olin Center for Law, Economics and Business, Harvard Law School,  
Research Fellow (1999-2000).

Hon. Karen Nelson Moore, U.S. Court of Appeals for the Sixth Circuit, Law  
Clerk (1998-1999).

British Petroleum/Standard Oil Co. (1983-1995).

EDUCATION

Harvard Law School, J.D. *magna cum laude* (1998).  
Honors/activities: John M. Olin Prize, Research Fellow in Law and  
Economics, Undergraduate Teaching Assistant.

Vanderbilt University, B.E., Chemical Engineering, *summa cum laude* (1983).  
Honors: Dean's Award for Outstanding Scholarship.

SCHOLARLY INTERESTS

Taxation, Corporate Law, Executive Compensation, Law and Economics

## ACADEMIC HONORS

Metcalf Award for Excellence in Teaching, Boston University (2011).

Michael Melton Memorial Award for Teaching Excellence, Boston University School of Law (2010).

Stanford/Yale Junior Faculty Forum, Invited Presenter (2007).

## PUBLICATIONS

### PUBLISHED & FORTHCOMING

#### ARTICLES

*Evolving Executive Equity Compensation and the Limits of Optimal Contracting*, 64 VAND. L. REV. 611 (2011).

*Suitable for Framing: Business Deductions in a Net Income Tax System*, 52 WM. & MARY L. REV. 1247 (2011).

*Executive Pay Lessons from Private Equity*, 91 B.U. L. REV. 1167 (2011).

*The Challenge of Improving the Long-Term Focus of Executive Pay*, 51 B.C. L. REV. 435 (2010).

*The Non-Option: Understanding the Dearth of Discounted Employee Stock Options*, 89 B.U. L. REV. 1505 (2009).

*Book/Tax Conformity and Equity Compensation*, 62 TAX L. REV. 399 (2009) (with V. Fleischer).

*Unpacking Backdating: Economic Analysis and Observations on the Stock Option Scandal*, 87 B.U. L. REV. 561 (2007), reprinted in 49 CORP. PRAC. COMMENTATOR 783 (2008).

*Financial Accounting and Corporate Behavior*, 64 WASH. & LEE L. REV. 927 (2007).

*The Manager's Share*, 47 WM. & MARY L. REV. 587 (2005).

*Is Equity Compensation Tax Advantaged?*, 84 B.U. L. REV. 695 (2004).

*The Social Insurance Crisis and the Problem of Collective Savings: A Commentary on Shaviro's 'Reckless Disregard'*, 45 B.C. L. REV. 1347 (2004).

*Stock Options for Tax-Exempt Organization Managers?*, 100 TAX NOTES 1581 (2003), reprinted in 42 EXEMPT ORG. TAX REV. 229 (2003).

*Tax Incentives Will Not Close Stock Option Accounting Gap*, 96 TAX NOTES 851 (2002).

*Managerial Power and Rent Extraction in the Design of Executive Compensation*, 69 U. CHI. L. REV. 751 (2002) (with L. Bebchuk and J. Fried).

*The Overlooked Corporate Finance Problems of a Microsoft Breakup*, 56 BUS. LAW. 459 (2001) (with Lucian Bebchuk).

*Rethinking Rights of First Refusal*, 5 STAN. J. L. BUS. & FIN. 1 (1999).

#### BOOK CHAPTER

*The Law and Economics of Executive Compensation: Theory and Evidence*, in RESEARCH HANDBOOK ON THE ECONOMICS OF CORPORATE LAW (Claire Hill & Brett McDonnell, eds) (forthcoming 2012).

#### WORKING PAPERS

*A Tax Response to the Executive Pay Problem*, <http://ssrn.com/abstract=1944115>.

*The Taxation of Punitive Damages Liabilities*

#### PRESENTATIONS AND PARTICIPATIONS

#### WORK IN PROGRESS

*A Tax Response to the Executive Pay Problem*

- Law and Economics Workshop, Harvard Law School (Nov. 22, 2011).
- Villanova University School of Law Tax Symposium (Sept. 23, 2011).
- Summer Tax Workshop, Columbia Law School (June 16, 2011).

*The Taxation of Punitive Damages Liabilities*

- American Law and Economics Association Annual Meeting, Columbia Law School (May 21, 2011).

- Canadian Law and Economics Association Annual Meeting, Univ. of Toronto (Oct. 1, 2010).

*Executive Pay Lessons from Private Equity*

- Boston University Law Review Symposium on the Role of Fiduciary Law and Trust in the 21<sup>st</sup> Century (Oct. 29, 2010).

*Suitable for Framing: Business Deductions in a Net Income Tax System:*

- National Tax Association Annual Conference (Nov. 18, 2010).
- Tax Policy Colloquium, Michigan Law School (Mar. 9, 2010).
- Colloquium on Tax Policy and Public Finance, New York University School of Law (Feb. 11, 2010).

*Evolving Executive Equity Compensation and the Limits of Optimal Contracting:*

- Faculty Workshop, Florida State University College of Law (Apr. 12, 2010).
- Vanderbilt Law Review Symposium on Executive Compensation (Feb. 26, 2010).
- Faculty Workshop, New York University School of Law (Nov. 23, 2009).
- Conference on Empirical Legal Studies, USC Gould School of Law (Nov. 20, 2009).
- Canadian Law and Economics Association Annual Meeting, Univ. of Toronto (Oct. 3, 2009).
- Summer Tax Workshop, University of Colorado School of Law (June 12, 2009).

*The Non-Option: Understanding the Dearth of Discounted Employee Stock Options:*

- Tax Policy Colloquium, Indiana University, Maurer School of Law (Jan. 29, 2009).
- Tax Policy Workshop, Faculty of Law, Univ. of Toronto (Jan. 21, 2009).
- Tax Policy Seminar, Harvard Law School (Oct. 1, 2008).
- Canadian Law and Economics Association Annual Meeting, Univ. of Toronto (Sept. 27, 2008).
- Harvard Law School Seminar on Current Research in Taxation (Aug. 24, 2008).

*Regulatory Tax Penalties:*

- Law and Economics Seminar, University of Texas School of Law (Feb. 18, 2008).
- Colloquium, Emory University School of Law (Nov. 27, 2007).
- Tax Policy Colloquium, Loyola Law School, Los Angeles (Aug. 27, 2007).
- Junior Tax Scholars' Conference, Boston University School of Law (June 9, 2007).

*Book/Tax Conformity and Equity Compensation:*

- Murphy Conference on Corporate Law, Fordham University School of Law (Oct. 18, 2007).

*Unpacking Backdating: Economic Analysis and Observations on the Stock Option Scandal:*

- Stanford/Yale Junior Faculty Forum, Stanford Law School (May 19, 2007).
- American Law and Economics Association Annual Meeting, Harvard Law School (May 6, 2007).

*Financial Accounting and Corporate Behavior:*

- Colloquium on Tax Policy and Public Finance, New York University Law School (Feb. 1, 2007).
- National Tax Association Annual Conference (Nov. 16, 2006).
- Boston Univ. School of Management (Oct. 27, 2006).
- Law and Economics Workshop, Harvard Law School (Oct. 3, 2006).
- Canadian Law and Economics Association Annual Meeting, Univ. of Toronto (Sept. 29, 2006).
- Junior Tax Scholars' Conference, University of Colorado School of Law (June 16, 2006).

*The Manager's Share:*

- Canadian Law and Economics Association Annual Meeting, Univ. of Toronto (Sept. 24, 2005).
- Corporate Law Workshop, Harvard Law School (Nov. 15, 2004).

*The Social Insurance Crisis and the Problem of Collective Savings:*

- The State of the Federal Income Tax Symposium, Boston College Law School (April 16, 2004).

*Is Equity Compensation Tax Advantaged?:*

- Georgetown University Law Center Faculty Research Workshop (Oct. 10, 2003).
- American Law and Economics Association Annual Meeting, Univ. of Toronto (Sept. 20, 2003).

OTHER

Discussant for Kelli Alces & Brian Galle, *Is Inside Debt Efficient? Evidence from the Determinants of Executive Pensions and Deferred Compensation*, Empirical Tax Conference, University of Colorado School of Law (July 29, 2011).

Discussant for Victor Fleischer, *Taxing Founders Stock*, Summer Tax Workshop, Columbia Law School (June 3, 2010).

Discussant for Anup Agrawal & Tommy Cooper, *Accounting Scandals in IPO Firms: Do Underwriters and VCs Help?*, Conference on Empirical Legal Studies, USC Gould School of Law (Nov. 20, 2009).

Panelist, Shifting Say on Pay: Recent Developments in Executive Compensation, sponsored by NYU Journal of Law & Business, NYU Law School (Oct. 29, 2009).

Discussant for Steven N. Kaplan and Joshua Rauh, *Wall Street and Main Street: What Contributes to the Rise in Highest Incomes?*, Penn/NYU Conference on Law and Finance, University of Pennsylvania Law School (Mar. 1, 2008).

Discussant for Mihir Desai and Dhammika Dharmapala, *Taxes, Institutions and Foreign Diversification Opportunities*, Conference on Empirical Legal Studies, NYU School of Law (Nov. 10, 2007).

Invited Participant, Columbia Law School Transactional Studies Program Fifth Deals Roundtable: Corporations and Capital Markets Evolution (Apr. 13, 2007).

Invited Participant, Workshop on Public Economics and Tax Policy, Berkeley, CA (June 2004).

Panelist and Presenter, *Reducing Director and Officer Liability Exposure through Improved Corporate Governance*, Fall Forum on Risk Management, Boston University School of Law Business Law Center (Nov. 19, 2002).

#### TEACHING

##### BOSTON UNIVERSITY SCHOOL OF LAW

Federal Income Taxation: 2003 – 2008, 2010, 2011.

Corporate Law: 2004, 2005, 2007, 2010.

Deals: The Economic Structure of Transactions and Contracting: 2008, 2010, 2011.

Tax Policy (seminar): 2011

Law and Economics (seminar): 2004, 2005, 2011.

Executive Compensation (seminar): 2002.

BOSTON UNIVERSITY SUMMER LEGAL INSTITUTE IN LONDON

U.S. Corporate Law: 2005, 2007, 2009.

HARVARD LAW SCHOOL

Federal Income Taxation: 2012.

Tax Policy Reading Group: 2012.

NEW YORK UNIVERSITY SCHOOL OF LAW

Federal Income Taxation: 2009.

SERVICE

SERVICE TO THE ACADEMY

Manuscript Referee

- Review of Economics and Statistics
- International Review of Law and Economics
- American Law and Economics Review

Co-organizer and host, 2007 Junior Tax Scholars' Conference, Boston University School of Law, June 2007.

UNIVERSITY SERVICE

Boston University Faculty Council, Alternate Member, 2005-2008.

SERVICE AT BOSTON UNIVERSITY SCHOOL OF LAW

Academic Standards Committee, Chair, 2006-2008; Member, 2003-2006.

Appointments Committee, Member, 2010-2011.

Strategic Planning Committee, Member, 2010-2011.

Ad hoc Committee on Transactional Studies, Member, 2010-2011.

Admissions Committee, Member 2010.

Business Orgs. and Finance Law Concentration, Faculty Adviser, 2005-2008.

Graduate Tax Program Committee, Member, 2006-2011.

Junior Faculty Adviser, 2005-2011.

First Year Student Adviser, 2002-2011.

Moot Court Judge, 2002-2011.

MEMBERSHIPS

Massachusetts Bar  
Boston Bar Association Tax Section  
American Law and Economics Association