

Form 990

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
2007
Open to Public InspectionDepartment of the Treasury
Internal Revenue Service

B Check if applicable: Address change Name change Initial return Termination Amended return Application pending	C Name of organization WOODS HOLE OCEANOGRAPHIC INSTITUTION 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	D Employer identification number 04-2105850
		E Telephone number (508) 457-2000
		F Accounting method: Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) ►
	G Website: ► WWW.WHOT.EDU	
J Organization type (check only one) ► <input checked="" type="checkbox"/> 501(c) (3) <input type="checkbox"/> (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	H and I are not applicable to section 527 organizations.	
K Check here ► <input type="checkbox"/> if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return.	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ► 275,984,542.	H(b) If "Yes," enter number of affiliates ►	
I Group Exemption Number ►		
M Check ► <input type="checkbox"/> if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).		

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions.)

Revenue	1 Contributions, gifts, grants, and similar amounts received: a Contributions to donor advised funds b Direct public support (not included on line 1a) c Indirect public support (not included on line 1a) d Government contributions (grants) (not included on line 1a) e Total (add lines 1a through 1d) (cash \$ 133,812,445 , noncash \$ 7,987,089.)	1a 1b 1c 1d 1e	39,401,953. 102,397,581. 141,799,534.
	2 Program service revenue including government fees and contracts (from Part VII, line 93).	2	10,370,308.
	3 Membership dues and assessments	3	
	4 Interest on savings and temporary cash investments	4	197,297.
	5 Dividends and interest from securities	5	3,403,809.
	6 a Gross rents b Less: rental expenses c Net rental income or (loss). Subtract line 6b from line 6a	6a 6b 6c	812,464. 603,964. 208,500.
	7 Other investment income (describe ►) 8 a Gross amount from sales of assets other than inventory b Less: cost or other basis and sales expenses c Gain or (loss) (attach schedule) d Net gain or (loss). Combine line 8c, columns (A) and (B)	(A) Securities 117,901,292. 84,471,063. 33,430,229. 9a 8b 8c	(B) Other 8a 140,355. -140,355. 9b
	9 Special events and activities (attach schedule). If any amount is from gaming, check here ► <input type="checkbox"/>	9d	33,289,874.
	a Gross revenue (not including \$ of contributions reported on line 1b) b Less: direct expenses other than fundraising expenses c Net income or (loss) from special events. Subtract line 9b from line 9a	9a 9b 9c	
	10 a Gross sales of inventory, less returns and allowances b Less: cost of goods sold c Gross profit or (loss) from sales of inventory (attach schedule). Subtract line 10b from line 10a	10a 10b 10c	
	11 Other revenue (from Part VII, line 103)	11	1,499,838.
	12 Total revenue. Add lines 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12	190,769,160.
Expenses	13 Program services (from line 44, column (B))	13	149,740,939.
	14 Management and general (from line 44, column (C))	14	3,700,998.
	15 Fundraising (from line 44, column (D))	15	2,503,116.
	16 Payments to affiliates (attach schedule)	16	
	17 Total expenses. Add lines 16 and 44, column (A)	17	155,945,053.
Net Assets	18 Excess or (deficit) for the year. Subtract line 17 from line 12	18	34,824,107.
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	407,404,698.
	20 Other changes in net assets or fund balances (attach explanation)	20	-14,176,043.
	21 Net assets or fund balances at end of year. Combine lines 18, 19, and 20	21	428,052,762.

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

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Form 990 (2007)

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ►
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.

Type or print	Name of Exempt Organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
File by the extended due date for filing the return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 569 WOODS HOLE ROAD, MS 14	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WOODS HOLE, MA 02543	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

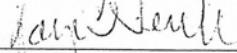
- The books are in the care of ► CAROLYN BUNKER
Telephone No. ► 508 289-2325 FAX No. ► _____
- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . . . ► . If it is for part of the group, check this box . . . ► and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/17/2008.5 For calendar year 2007, or other tax year beginning _____ and ending _____.6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$

Signature and Verification

Under penalties of perjury, I declare that, I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► 

Title ► CPA

Date ► 09/01/2008

Form 8868 (Rev. 4-2008)

PRICEWATERHOUSECOOPERS LLP
125 HIGH STREET
BOSTON, MA 02110

Form 8868

(Rev. April 2007)

Department of the Treasury
Internal Revenue ServiceApplication for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ►
- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

Section 501(c) corporations required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for section 501(c) corporations required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print	Name of Exempt Organization WOODS HOLE OCEANOGRAPHIC INSTITUTION	Employer identification number 04-2105850
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 569 WOODS HOLE ROAD, MS 14	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. WOODS HOLE, MA 02543	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► CAROLYN BUNKER

Telephone No. ► 508 289-2325 FAX No. ► _____

- If the organization does not have an office or place of business in the United States, check this box ►
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a section 501(c) corporation required to file Form 990-T) extension of time until 08/15, 2008, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- calendar year 2007 or
► tax year beginning _____, and ending _____.

- 2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. 3a \$ **NONE**
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b \$ **NONE**
- c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c \$ **NONE**

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2007)

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See the instructions.)

	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
<i>Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.</i>				
22a Grants paid from donor advised funds (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22a			
22b Other grants and allocations (attach schedule) (cash \$ 7,656,752. noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22b	7,656,752.	7,656,752.	STMT 7
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	25a	830,387.		99,646.
b Compensation of former officers, directors, key employees, etc. listed in Part V-B	25b			
c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	25c			
26 Salaries and wages of employees not included on lines 25a, b, and c	26	45,448,585.	44,321,197.	131,284.
27 Pension plan contributions not included on lines 25a, b, and c	27			
28 Employee benefits not included on lines 25a - 27	28	13,129,543.	12,132,901.	478,718.
29 Payroll taxes	29	206,161.	197,915.	4,123.
30 Professional fundraising fees	30			
31 Accounting fees	31	372,953.		372,953.
32 Legal fees	32	166,403.		166,403.
33 Supplies	33	19,524,696.	18,675,292.	774,047.
34 Telephone	34	291,095.	271,426.	6,872.
35 Postage and shipping	35	2,018,012.	1,980,615.	20,333.
36 Occupancy	36	307,595.	132,958.	174,637.
37 Equipment rental and maintenance	37	5,999,662.	5,961,528.	23,130.
38 Printing and publications	38	298,693.	224,110.	57,674.
39 Travel	39	4,649,957.	4,469,119.	87,411.
40 Conferences, conventions, and meetings	40			
41 Interest	41	81,415.		81,415.
42 Depreciation, depletion, etc. (attach schedule)	42	7,677,347.	7,469,516.	207,831.
43 Other expenses not covered above (itemize):				
a OTHER ADMINISTRATIVE EXP	43a	7,695,053.	6,948,738.	131,563.
b MISCELLANEOUS EXPENSES	43b	99,976.	99,976.	
c CONSULTING	43c	449,287.	229,313.	179,965.
d UTILITIES	43d	32,620.	506.	32,114.
e INSURANCE	43e	1,310,797.	1,271,013.	39,784.
f SHIP USAGE	43f	37,698,064.	37,698,064.	
g	43g			
44 Total functional expenses. Add lines 22a through 43g. (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	44	155,945,053.	149,740,939.	3,700,998.
				2,503,116.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;
 (iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

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Part III Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► OCEANOGRAPHIC RESEARCH AND EDUCATION

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

a SPONSORED AND INSTITUTIONAL RESEARCH IN OCEANOGRAPHY AND RELATED FIELDS. SPONSORED RESEARCH INVOLVED 434 AWARDS FROM 15 FEDERAL AGENCIES AND 286 FROM 127 OTHER CLIENTS. INSTITUTION RESEARCH INVOLVED 186 PROJECTS FROM UNRESTRICTED FUNDS.

(Grants and allocations \$ 7,187,393.) If this amount includes foreign grants, check here ► 140,561,819.

b EDUCATION JOINT GRADUATE PROGRAM WITH M.I.T. IN THE MARINE SCIENCES. IN 2007 THERE WERE 137 GRADUATE STUDENTS, 31 DEGREE RECIPIENTS, 109 POST DOCTORAL SCHOLARS, 57 GFD PROGRAM PARTICIPANTS, 29 IN UNDERGRADUATE PROGRAMS, 9 VISITING SCHOLARS AND 56 GUEST STUDENTS.

(Grants and allocations \$ 469,359.) If this amount includes foreign grants, check here ► 9,179,120.

c

(Grants and allocations \$) If this amount includes foreign grants, check here ►

d

(Grants and allocations \$) If this amount includes foreign grants, check here ►

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ►

f Total of Program Service Expenses (should equal line 44, column (B), Program services) ► 149,740,939.

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)

Part IV Balance Sheets (See the instructions.)

		(A) Beginning of year		(B) End of year
Assets				
45	Cash - non-interest-bearing	18,218,715.	45	13,683,748.
46	Savings and temporary cash investments	NONE	46	16,792,011.
47a	Accounts receivable	47a 9,694,405.		
	b Less: allowance for doubtful accounts	47b 112,119.	10,146,324.	47c 9,582,286.
48a	Pledges receivable	48a 10,966,797.		
	b Less: allowance for doubtful accounts	48b 288,721.	13,231,894.	48c 10,678,076.
49	Grants receivable		49	
50a	Receivables from current and former officers, directors, trustees, and key employees (attach schedule)		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) (attach schedule)		50b	
51a	Other notes and loans receivable (attach schedule)	STMT. 8. 51a 823,544.		
	b Less: allowance for doubtful accounts	51b	710,773. 51c	823,544.
52	Inventories for sale or use		1,435,985. 52	1,919,810.
53	Prepaid expenses and deferred charges	STMT. 9. .	11,762,559. 53	10,650,887.
54a	Investments - publicly-traded securities	STMT. 10. ► Cost <input checked="" type="checkbox"/> FMV	343,217,764. 54a	372,183,273.
	b Investments - other securities (attach schedule)	► Cost <input type="checkbox"/> FMV		54b
55a	Investments - land, buildings, and equipment: basis	55a		
	b Less: accumulated depreciation (attach schedule)	55b		55c
56	Investments - other (attach schedule)		56	
57a	Land, buildings, and equipment: basis	57a 162,156,529.		
	b Less: accumulated depreciation (attach schedule)	57b 72,820,520.	88,633,956. 57c	89,336,009.
58	Other assets, including program-related investments (describe ► STMT. 11.)		27,646,134. 58	25,059,314.
59	Total assets (must equal line 74). Add lines 45 through 58		515,004,104. 59	550,708,958.
Liabilities			14,998,682. 60	15,532,454.
60	Accounts payable and accrued expenses		61	
61	Grants payable		9,202,982. 62	8,397,103.
62	Deferred revenue	STMT. 12. .	63	
63	Loans from officers, directors, trustees, and key employees (attach schedule)		54,850,000. 64a	54,850,000.
64a	Tax-exempt bond liabilities (attach schedule)		64b	
	b Mortgages and other notes payable (attach schedule)		28,547,742. 65	43,876,639.
65	Other liabilities (describe ► STMT. 13.)		107,599,406. 66	122,656,196.
66	Total liabilities . Add lines 60 through 65			
Net Assets or Fund Balances				
	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
67	Unrestricted	106,408,734. 67		96,908,184.
68	Temporarily restricted	228,511,919. 68		252,277,991.
69	Permanently restricted	72,484,045. 69		78,866,587.
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 70 through 74.			
70	Capital stock, trust principal, or current funds		70	
71	Paid-in or capital surplus, or land, building, and equipment fund		71	
72	Retained earnings, endowment, accumulated income, or other funds		72	
73	Total net assets or fund balances . Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)		407,404,698. 73	428,052,762.
74	Total liabilities and net assets/fund balances . Add lines 66 and 73		515,004,104. 74	550,708,958.

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Part V-A Current Officers, Directors, Trustees, and Key Employees (continued)

75a Enter the total number of officers, directors, and trustees permitted to vote on organization business at board meetings ► **37**

b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If "Yes," attach a statement that identifies the individuals and explains the relationship(s)

75b	X
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c Do any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to the organization? See the instructions for the definition of "related organization". ►

75c	X
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If "Yes," attach a statement that includes the information described in the instructions.

d Does the organization have a written conflict of interest policy?

75d	X
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Part V-B Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other Benefits

Former Officers, Directors, Trustees, and Key Employees
(Any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

Part VI Other Information (See the instructions.)

76	Did the organization make a change in its activities or methods of conducting activities? If "Yes," attach a detailed statement of each change	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS?	77	X
	If "Yes," attach a conformed copy of the changes.		
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization ► <u>STMT 22</u> and check whether it is <input checked="" type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81a	Enter direct and indirect political expenditures. (See line 81 instructions.)	81a	
b	Did the organization file Form 1120-POL for this year?	81b	X

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Part VI Other Information (continued)

	Yes	No
82a Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	82b	
83a Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X
84a Did the organization solicit any contributions or gifts that were not tax deductible?	84a	N/A
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85a 501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	N/A
b Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c Dues, assessments, and similar amounts from members	85c	N/A
d Section 162(e) lobbying and political expenditures	85d	N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	N/A
86 501(c)(7) orgs. Enter: Initiation fees and capital contributions included on line 12	86a	N/A
b Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87 501(c)(12) orgs. Enter: Gross income from members or shareholders	87a	N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	N/A
88a At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88a	X
b At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under:		
section 4911 ► <u>NONE</u> ; section 4912 ► <u>NONE</u> ; section 4955 ► <u>NONE</u>		
b 501(c)(3) and 501(c)(4) orgs. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d Enter: Amount of tax on line 89c, above, reimbursed by the organization		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	N/A
90a List the states with which a copy of this return is filed ► <u>MA, NY,</u>		
b Number of employees employed in the pay period that includes March 12, 2007 (See instructions.)	90b	913
91a The books are in care of ► <u>DAVID STEPHENS, CONTROLLER</u> Telephone no. ► <u>508-289-3542</u> Located at ► <u>MS 14, 569 WOODS HOLE RD WOODS HOLE, MA</u> ZIP + 4 ► <u>02543</u>		

b 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, securities account, or other financial account)?
 If "Yes," enter the name of the foreign country ► _____
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.

Yes	No
91b	X

Form 990 (2007)

Part VI Other Information (continued)

- c At any time during the calendar year, did the organization maintain an office outside of the United States? 91c X
- If "Yes," enter the name of the foreign country ► _____
- 92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here ► 92 N/A

Part VII Analysis of Income-Producing Activities (See the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	(A) Business code	Unrelated business income (B) Amount	Excluded by section 512, 513, or 514 (C) Exclusion code	(D) Amount	(E) Related or exempt function income
93 Program service revenue:					10,370,308.
a EDUCATION					
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments		14		197,297.	
96 Dividends and interest from securities		14		3,403,809.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property		16		208,500.	
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory	525990	133,588.	18	33,156,286.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a					
b LICENSING FEES			15	1,000,542.	
c INFO CENTER INCOME					192,469.
d ROYALTY INCOME			15	141,305.	
e OTHER INCOME			01	165,522.	
104 Subtotal (add columns (B), (D), and (E))		133,588.		38,273,261.	10,562,777.
105 Total (add line 104, columns (B), (D), and (E)) ►					48,969,626.

Note: Line 105 plus line 1e, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See the instructions.)

Line No. ▼	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
	STMT 23

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
STMT 24	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See the instructions.)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Form 990 (2007)

Part XI Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13).

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity. Yes No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	SEE STATEMENT 25			
b				
c				
Totals				6,783,117.

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity. Yes No

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a				
b				
c				
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above? Yes No

N/A

Please Sign Here 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.

► Signature of officer Date

► Type or print name and title

Paid Preparer's Use Only	Preparer's signature ►	Date	Check if self-employed ► <input type="checkbox"/>	Preparer's SSN or PTIN (See Gen. Inst. X)
	Firm's name (or yours if self-employed); address, and ZIP + 4 ►	PRICEWATERHOUSECOOPERS LLP 125 HIGH STREET	EIN ► 13-4008324	Phone no. ► 617-530-5000
	BOSTON, MA			02110

Form 990 (2007)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

WOODS HOLE OCEANOGRAPHIC INSTITUTION

Organization Exempt Under Section 51(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k), 501(n),
or 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information - (See separate instructions.)

► MUST be completed by the above organizations and attached to their Form 990 or 990-EZ

OMB No. 1545-0047

2007

Employer identification number
04-2105850

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
SEE STATEMENT 26				

Total number of other employees paid over \$50,000 . ►	525			

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 27		

Total number of others receiving over \$50,000 for professional services ►	68	

Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services
(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 28		

Total number of other contractors receiving over \$50,000 for other services ►	32	

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

Schedule A (Form 990 or 990-EZ) 2007

Part III Statements About Activities (See page 2 of the instructions.)		Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ► \$ <u>200,600.</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B).	1	X	
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)	2a	X	
a Sale, exchange, or leasing of property?	2b	X	
b Lending of money or other extension of credit?	2c	X	
c Furnishing of goods, services, or facilities?	2d	X	
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2e	X	
e Transfer of any part of its income or assets?	3a	X	
f Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3b	X	
g Did the organization have a section 403(b) annuity plan for its employees?	3c	X	
h Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3d	X	
i Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	4a	X	
j Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4b	N/A	
k Did the organization make any taxable distributions under section 4966?	4c	N/A	
l Enter the total number of donor advised funds owned at the end of the tax year.			
m Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year.			
n Enter the total number of separate funds or accounts owned at the end of the tax year (excluding donor advised funds included on line 4d) where donors have the rights to provide advice on the distribution or investment of amounts in such funds or accounts			NONE
o Enter the aggregate value of assets held in all funds or accounts included on line 4f at the end of the tax year			NONE

Schedule A (Form 990 or 990-EZ) 2007

Part IV **Reason for Non-Private Foundation Status** (See pages 4 through 5 of the instructions.)

I certify that the organization is not a private foundation because it is: (Please check only ONE applicable box.)

- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).

6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)

7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).

8 A federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).

9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ►-----

10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the Support Schedule in Part IV-A.)

11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)

11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the Support Schedule in Part IV-A.)

12 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 charitable, etc., 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). (Also complete the Support Schedule in Part IV-A.)

13 An organization that is not controlled by any disqualified persons (other than foundation managers) and otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:

Type I Type II Type III - Functionally Integrated Type III - Other

- An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 of the instructions.)

Schedule A (Form 990 or 990-EZ) 2007

JSA
7E1222 1 000

ST8053 7377

v07-8.5

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12 and **Use cash method of accounting.**

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	123039477.	125173618.	116520002.	119999123.	484732220.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	10,019,757.	9,864,622.	9,686,594.	9,277,358.	38,848,331.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975.	4,987,581.	4,493,210.	4,663,988.	4,120,983.	18,265,762.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	138046815.	139531450.	130870584.	133397464.	541846313.
24 Line 23 minus line 17.	128027058.	129666828.	121183990.	124120106.	502997982.
25 Enter 1% of line 23.	1,380,468.	1,395,315.	1,308,706.	1,333,975.	
26 Organizations described on lines 10 or 11:	a Enter 2% of amount in column (e), line 24 ► 26a				
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts ► 26b					
c Total support for section 509(a)(1) test: Enter line 24, column (e) ► 26c					
d Add: Amounts from column (e) for lines: 18 18,265,762. 19 22 26b 26d 18,265,762.					
e Public support (line 26c minus line 26d total) ► 26e					
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) ► 26f					
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year:					
NOT APPLICABLE					
(2006) (2005) (2004) (2003)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year:					
(2006) (2005) (2004) (2003)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21 ► 27c					
d Add: Line 27a total. and line 27b total ► 27d					
e Public support (line 27c total minus line 27d total) ► 27e					
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ► 27f					
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ► 27g					
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ► 27h					
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 9 of the instructions.) **NOT APPLICABLE**
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

- 29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?
- 30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?
- 31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?
- If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)

	Yes	No
29		
30		
31		

- 32 Does the organization maintain the following:
- a Records indicating the racial composition of the student body, faculty, and administrative staff?
 - b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?
 - c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?
 - d Copies of all material used by the organization or on its behalf to solicit contributions?

32a	
32b	
32c	
32d	

If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)

- 33 Does the organization discriminate by race in any way with respect to:

33a	
33b	
33c	
33d	
33e	
33f	
33g	
33h	

- a Students' rights or privileges?
- b Admissions policies?
- c Employment of faculty or administrative staff?
- d Scholarships or other financial assistance?
- e Educational policies?
- f Use of facilities?
- g Athletic programs?
- h Other extracurricular activities?

If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)

- 34 a Does the organization receive any financial aid or assistance from a governmental agency?
- b Has the organization's right to such aid ever been revoked or suspended?
- If you answered "Yes" to either 34a or b, please explain using an attached statement.

34a	
34b	

- 35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation

35	
----	--

Part VI-A **Lobbying Expenditures by Electing Public Charities** (See page 11 of the instructions.)

(To be completed ONLY by an eligible organization that filed Form 5768) NOT APPLICABLE

Check ► a	if the organization belongs to an affiliated group.	Check ► b	if you checked "a" and "limited control" provisions apply.
Limits on Lobbying Expenditures			
(The term "expenditures" means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is - The lobbying nontaxable amount is -			
Not over \$500,000 20% of the amount on line 40		41	
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			
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

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 45 through 50 on page 13 of the instructions.

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(e) Total
Lobbying nontaxable 45 amount					
Lobbying ceiling amount 46 (150% of line 45(e)) . . .					
 47 Total lobbying expenditures					
Grassroots nontaxable 48 amount					
Grassroots ceiling amount 49 (150% of line 48(e)) . . .					
Grassroots lobbying 50 expenditures					

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 13 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers
 - b Paid staff or management (Include compensation in expenses reported on lines c through h.)
 - c Media advertisements
 - d Mailings to members, legislators, or the public
 - e Publications, or published or broadcast statements
 - f Grants to other organizations for lobbying purposes
 - g Direct contact with legislators, their staffs, government officials, or a legislative body
 - h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
 - i Total lobbying expenditures (Add lines c through h.)

Yes	No	Amount
	X	
X		
	X	
	X	
	X	
X		200,600
X		200,600

activities. STM 32

Part VII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations** (See page 14 of the instructions.)

- 51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

- (i) Cash
 - (ii) Other assets

b Other transactions:

 - (i) Sales or exchanges of assets with a noncharitable exempt organization
 - (ii) Purchases of assets from a noncharitable exempt organization
 - (iii) Rental of facilities, equipment, or other assets
 - (iv) Reimbursement arrangements
 - (v) Loans or loan guarantees
 - (vi) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.

	Yes	No
51a(i)	X	
a(ii)	X	
b(i)	X	
b(ii)	X	
b(iii)	X	
b(iv)	X	
b(v)	X	
b(vi)	X	
c	X	

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ► Yes No

b If "Yes," complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====

GAIN/(LOSS) FROM SALE OF ASSETS OTHER THAN INVENTORY
PART I, LINES 8A, B, C, & D

GROSS AMOUNT FROM SALES OF INVESTMENTS	117,901,292
LESS: COST OR BASIS	(84,471,063)
NET GAIN/(LOSS) FROM SALE OF INVESTMENTS	33,430,229
LOSS ON INTEREST SWAP	(140,355)
TOTAL GAIN/(LOSS)	33,289,874

STATEMENT 1

SI8053 7377

V07-8.5

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====

DEPRECIATION: LAND, BUILDINGS, AND EQUIPMENT
PART II, LINE 42 & PART IV, LINES 57A, B, C

	2007	2006
PROPERTY, PLANT AND EQUIPMENT:		
LAND, BUILDINGS AND IMPROVEMENTS	127,045,920	121,110,015
VESSELS AND DOCK FACILITIES	7,509,772	7,391,436
LABORATORY AND OTHER EQUIPMENT	26,720,659	24,444,600
CONSTRUCTION IN PROCESS	880,178	973,754
	<hr/> 162,156,529	<hr/> 153,919,805
ACCUMULATED DEPRECIATION	(72,820,520)	(65,285,849)
NET PROPERTY, PLANT AND EQUIPMENT	<hr/> 89,336,009	<hr/> 88,633,956

DEPRECIATION EXPENSE FOR THE PERIOD ENDED 12/31/2007 WAS \$7,677,347.

FORM 990 - GENERAL EXPLANATION ATTACHMENT
=====TAX-EXEMPT BOND LIABILITIES
PART IV, LINE 64A

IN FISCAL 2004, PROCEEDS WERE RECEIVED FROM THE OFFERING OF THE \$54,850,000 MASSACHUSETTS HEALTH AND EDUCATIONAL FACILITIES AUTHORITY (MHEFA) VARIABLE RATE REVENUE BONDS, WOODS HOLE OCEANOGRAPHIC INSTITUTION ISSUE, SERIES 2004, WHICH WERE USED TO REPAY THE MHEFA B POOL LOANS AND ARE CURRENTLY BEING USED FOR CAMPUS CONSTRUCTION, WHICH WAS COMPLETED IN DECEMBER 2007. THE BONDS CONTAIN CERTAIN RESTRICTIVE COVENANTS INCLUDING LIMITATIONS ON OBTAINING ADDITIONAL DEBT, FILINGS OF ANNUAL FINANCIAL STATEMENTS AND LIMITATIONS ON THE CREATION OF LIENS. IN ADDITION, THE INSTITUTION AGREES THAT, SUBJECT TO ANY GOVERNMENTAL RESTRICTIONS, ITS FIDUCIARY OBLIGATIONS AND LIMITATIONS IMPOSED BY LAW, IT WILL MAINTAIN UNRESTRICTED RESOURCES AT A MARKET VALUE EQUAL TO AT LEAST 75% OF ALL OUTSTANDING INDEBTEDNESS. THE BONDS ALSO REQUIRE A DEBT SERVICE FUND TO BE ESTABLISHED AT THE TIME OF ISSUANCE. INCLUDED IN DEPOSITS WITH TRUSTEES ON THE STATEMENT OF FINANCIAL POSITION IS THE MARKET VALUE OF THE DEBT SERVICE FUND OF \$0 AND \$118,986 AT DECEMBER 31, 2007 AND 2006, RESPECTIVELY. THE SERIES 2004 BONDS ARE COLLATERALIZED BY THE INSTITUTION'S UNRESTRICTED REVENUES. THE INTEREST RATE FOR THE SERIES 2004 BONDS IS VARIABLE AND SET WEEKLY, AND AT DECEMBER 31, 2007, THE RATE WAS 4.25%. INTEREST EXPENSE FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006 WAS \$2,166,858 AND \$2,078,593, RESPECTIVELY.

IN 2004, THE INSTITUTION ISSUED R-FLOAT SECURITIES THAT INITIALLY HELD AN INTEREST RATE OF 1.05% UPON ORIGINAL ISSUANCE. AS A RESULT OF THE DETERIORATION IN THE CREDIT MARKETS SURROUNDING THESE TYPES OF SECURITIES, INTEREST RATES HAVE RISEN AS HIGH AS 11%. THE HIGHEST INTEREST RATE PAID BY THE INSTITUTION AS OF JULY 31, 2008 IS 7.65%. THE INSTITUTION CONTINUES TO MONITOR THE IMPACT OF THE CREDIT MARKETS ON ITS OBLIGATIONS.

FORM 990 - GENERAL EXPLANATION ATTACHMENT (CONT'D)

TAX-EXEMPT BOND - CONTINUED
PART IV, LINE 64A

THE AGGREGATE MATURITIES DUE ON LONG-TERM DEBT AT DECEMBER 31, 2007 ARE AS FOLLOWS:

FISCAL YEAR	PRINCIPAL AMOUNT
2008	\$ 1,200,000
2009	1,250,000
2010	1,300,000
2011	1,350,000
2012	1,400,000
THEREAFTER	48,350,000
	<hr/>
	\$ 54,850,000

IN JUNE 2004, THE INSTITUTION ENTERED INTO AN INTEREST RATE SWAP AGREEMENT, WITH A TERM THROUGH JUNE 1, 2034. THIS SWAP EFFECTIVELY LOCKS IN A FIXED RATE OF 3.79% PER ANNUM. THE AGREEMENT HAS A NOTIONAL AMOUNT OF \$54,850,000. AT DECEMBER 31, 2007 AND 2006, RESPECTIVELY, THE MARKET VALUE OF THE SWAP AGREEMENT AMOUNTED TO A LIABILITY OF \$3,471,999 AND \$1,960,456 WHICH IS INCLUDED IN ACCOUNTS PAYABLE AND OTHER LIABILITIES. THE VALUE OF THE INTEREST RATE SWAP IS REFLECTED WITHIN ACCOUNTS PAYABLE AND OTHER LIABILITIES AND NONOPERATING INCOME/EXPENSE IN THE FINANCIAL STATEMENTS. ADDITIONALLY, THE INSTITUTION PAID INTEREST EXPENSE IN ASSOCIATION WITH THE SWAP AGREEMENT OF \$140,355 AND \$221,522 WHICH IS REFLECTED AS PART OF THE NET REALIZED/UNREALIZED GAINS (LOSSES) ON INTEREST SWAP AT DECEMBER 31, 2007 AND 2006, RESPECTIVELY.

FORM 990, PART I - OTHER INCREASES IN FUND BALANCES
=====

DESCRIPTION	AMOUNT
-----	-----
UNREALIZED GAIN	7,273,181.
CHANGE IN SPLIT INTEREST AGREEMENTS	411,792.
CUMULATIVE EFFECT OF A CHANGE IN ACCOUNTING PRINCIPLE	2,682,793.
TOTAL	10,367,766.
	=====

STATEMENT 5

SI8053 7377

V07-8.5

FORM 990, PART I - OTHER DECREASES IN FUND BALANCES
=====

DESCRIPTION	AMOUNT
-----	-----
CHANGE IN PREPAID PENSION COST	6,405,433.
DISTRIBUTION IN EXCESS OF INCOME EARNED	7,665,689.
REDESIGNATION OF GIFTS	40,063.
ADOPTION OF ACCOUNTING PRINCIPLE -	
SFAS 158	8,921,081.
UNREALIZED LOSS ON SWAP	1,511,543.
TOTAL	24,543,809.
	=====

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART II - OTHER GRANTS AND ALLOCATIONS PAID DURING THE YEAR

=====

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

RECIPIENT NAME AND ADDRESS

FOUNDATION STATUS OF RECIPIENT

GRANTS PAID

=====

FELLOWSHIPS/SCHOLARSHIPS

=====

C/O WOODS HOLE OCEANOGRAPHIC INSTITUTION

=====

569 WOODS HOLE ROAD, MS 14

=====

WOODS HOLE, MA 02543

7,656,752.

7,656,752.

=====

TOTAL CONTRIBUTIONS PAID

=====

7,656,752.

=====

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V07-8.5

STATEMENT 7

FORM 990, PART IV - OTHER NOTES AND LOANS RECEIVABLE
=====

BORROWER:	COMPUTER LOANS
ORIGINAL AMOUNT:	106,944.
DATE OF NOTE:	VAR
MATURITY DATE:	VAR
BEGINNING BALANCE DUE	61,653.
ENDING BALANCE DUE	66,008.
 =====	
BORROWER:	EDUCATION LOANS
ORIGINAL AMOUNT:	1,448,039.
DATE OF NOTE:	VAR
MATURITY DATE:	VAR
BEGINNING BALANCE DUE	598,031.
ENDING BALANCE DUE	715,870.
 =====	
BORROWER:	PERSONAL LOANS
ORIGINAL AMOUNT:	107,500.
DATE OF NOTE:	VAR
MATURITY DATE:	VAR
BEGINNING BALANCE DUE	51,089.
ENDING BALANCE DUE	41,666.
 =====	
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	710,773.
 =====	
TOTAL ENDING OTHER NOTES AND LOANS RECEIVABLES	823,544.
 =====	

STATEMENT 8

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART IV - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
-----	-----	-----
DEFERRED CHARGES AND PREPAID EXPENSES	1,434,441.	1,511,788.
SUPPLEMENTAL RETIREMENT	7,173,633.	7,111,673.
PREPAID PENSION	788,826.	887,243.
DEPOSITS WITH TRUSTEES FOR CONSTRUCTION	1,063,695.	NONE
DEPOSITS WITH TRUSTEES FOR DEBT SERVICE	118,986.	92.
DEFERRED FINANCING COSTS	1,182,978.	1,140,091.
TOTALS	11,762,559.	10,650,887.
=====	=====	=====

STATEMENT 9

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART IV - INVESTMENTS - PUBLICLY TRADED SECURITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
US EQUITY	80,131,322.	71,919,631.
GLOBAL DEVELOPED EQUITY	83,782,660.	93,490,200.
EMERGING MARKETS EQUITY	24,347,400.	24,607,525.
MARKETABLE ALTERNATIVE ASSETS	45,142,360.	53,360,764.
REAL ASSETS	26,272,164.	38,926,689.
BONDS	49,958,988.	48,312,910.
NONMARKETABLE ASSETS	33,536,177.	41,565,554.
OTHER	46,693.	NONE
TOTALS	343,217,764.	372,183,273.

STATEMENT 10

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART IV - OTHER ASSETS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
REMAINDER TRUSTS	11,311,983.	11,477,118.
CONTRIBUTED ASSETS	8,064,802.	12,373,708.
ANNUITY INVESTMENTS AT MARKET	1,131,721.	1,138,452.
SHORT TERM INVESTMENTS	7,137,628.	70,036.
TOTALS	27,646,134.	25,059,314.

STATEMENT 11

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART IV - DEFERRED REVENUE

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED REVENUE AND REFUNDABLE ADVANCES	7,517,056.	7,501,719.
DEFERRED FIXED RATE VARIANCE	1,685,926.	895,384.
TOTALS	9,202,982.	8,397,103.

STATEMENT 12

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

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FORM 990, PART IV - OTHER LIABILITIES

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE
SUPPLEMENT RETIREMENT RESERVE	7,173,633.	7,111,673.
ACCRUED PENSION LIABILITY	21,374,109.	29,935,722.
ACCRUED POSTRETIREMENT LIABILITY	NONE	6,829,244.
TOTALS	28,547,742.	43,876,639.

STATEMENT 13

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART IV-A - OTHER REVENUE ON BOOKS BUT NOT ON RETURN

DESCRIPTION	AMOUNT
-----	-----
RENTAL EXPENSES	603,964.
TOTAL	603,964.
=====	=====

STATEMENT 14

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART IV-B - OTHER EXPENSES ON BOOKS BUT NOT ON RETURN

=====

DESCRIPTION	AMOUNT
-----	-----
RENTAL EXPENSE	603,964.
TOTAL	603,964.
=====	=====

STATEMENT 15

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JAMES E MOLTZ 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543 * RETIRED MAY 18, 2007	CHAIRMAN OF THE BOARD* 5.00	NONE	NONE	NONE
THOMAS B WHEELER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	CHAIRMAN OF THE CORP 5.00	NONE	NONE	NONE
PETER H MCCORMICK 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543 * RETIRED OCTOBER 19, 2007	TREASURER* 5.00	NONE	NONE	NONE
CAROLYN BUNKER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	CLERK/CFO/VP FIN&ADM 40.00	204,159.	55,115.	NONE
JAMES LUYTEN 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	ACTING PRESIDENT/DIRECTOR 40.00	460,232.	110,881.	NONE
RODNEY B BERENS 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
PERCY CHUBB III	TRUSTEE 5.00	NONE	NONE	NONE

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
MICHELE S FOSTER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
RITA R COLWELL 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
ROBERT A DAY JR 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
ALFRED T DENGLER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
SARAH G DENT 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
ERIC H JOSTROM 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
WILLIAM J KEALLY 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
COLEMAN P BURKE	TRUSTEE 5.00	NONE	NONE	NONE

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STATEMENT 17

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS	- - - - -	
NANCY S NEWCOMB 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
WILLIAM C MORRIS 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
CARL E PETERSON 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
HARDWICK SIMMONS 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
RICHARD F SYRON 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
STEPHEN E TAYLOR 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
THOMAS J TIERNEY 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	NONE
GEOGETTE C MCCONNELL	TRUSTEE 5.00	NONE	NONE	NONE	NONE

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

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FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS	EXPENSE ACCT
			TO EMPLOYEE BENEFIT PLANS	AND OTHER ALLOWANCES
569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
GEOFFREY A THOMPSON 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
PETER A ARON 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
ROBERT C DUCOMMUN 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
SYLVIA A EARLE 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
THOMAS D MULLINS 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
JOHN F O'BRIEN 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
JOSEPH F PATTON JR 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
NEWTON PS MERRILL	CHAIRMAN OF THE BOARD 5.00	NONE	NONE	NONE

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES
 =====

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NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS	-----	
HERBERT F SCHWARTZ 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	
MICHELE G VAN LEER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	
ARTHUR YORKE ALLEN 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	
JOSEPH D ROXE 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02453	TREASURER* 5.00	NONE	NONE	NONE	
* TERM COMMENCED OCTOBER 19, 2007					
JAMES A AUSTIN JR 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	
ROBERT M BAYLIS 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE	
EDWARD C FORST 569 WOODS HOLE ROAD, MS 14	TRUSTEE 5.00	NONE	NONE	NONE	

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

FORM 990, PART V-A - CURRENT OFFICERS, DIRECTORS, AND TRUSTEES

04-2105850

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
HUGH D S GREENWAY 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
HAMILTON E JAMES 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
ROBERT L JAMES 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
ANTHONY W RYAN 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	TRUSTEE 5.00	NONE	NONE	NONE
GRAND TOTALS		664,391.	165,996.	NONE

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STATEMENT 21

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FORM 990, PART VI - NAMES OF RELATED ORGANIZATIONS
=====

RELATED ORGANIZATION NAME: QUISSETT DEVELOPMENT CORPORATION

EXEMPT: NONEXEMPT: XRELATED ORGANIZATION NAME: RETIREMENT TRUST FOR EMPLOYEES OF
WHOIEXEMPT: X NONEXEMPT:RELATED ORGANIZATION NAME: THE WHOI TAX EXEMPT EMPLOYEE WELFARE
BENEFITS TRUSTEXEMPT: X NONEXEMPT:

STATEMENT 22

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FORM 990, PART VIII - ACCOMPLISHMENT OF EXEMPT PURPOSES
=====

LINE NO. EXPLANATION OF HOW EACH ACTIVITY FOR WHICH INCOME IS REPORTED IN COLUMN (E) OF PART VII CONTRIBUTED IMPORTANTLY TO THE ACCOMPLISHMENT OF EXEMPT PURPOSES

- 93A REVENUE FROM JOINT GRADUATE PROGRAM WITH M.I.T. IN THE MARINE SCIENCES. THIS FURTHERS OUR EXEMPT PURPOSE BY ENSURING QUALITY EDUCATION AND TRAINING FOR SCIENTISTS AND ENGINEERS WHO WILL PARTICIPATE IN FUTURE OCEANOGRAPHIC PROCESSES.
- 103C REVENUE GENERATED FROM THE SALE OF SCIENTIFIC BOOKS AND SOUVENIRS WHICH CONTRIBUTE TO THE ACHIEVEMENT OF THE INSTITUTION'S EXEMPT SCIENTIFIC AND EDUCATIONAL PURPOSES BY STIMULATING AND ENHANCING PUBLIC AWARENESS, INTEREST, AND APPRECIATION OF OCEANOGRAPHY.

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850
FORM 990, PART IX - INFORMATION REGARDING TAXABLE SUBSIDIARIES

NAME AND ADDRESS EMPLOYER IDENTIFICATION NUMBER	PERCENTAGE OWNERSHIP INTEREST	NATURE OF BUSINESS ACTIVITIES	TOTAL INCOME	ENDING ASSETS
QUISSETT DEVELOPMENT CORP. 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543 04-3189654	100.000000	LICENSING		
		TOTAL INCOME		

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FORM 990, PART XI - TRANSFERS TO CONTROLLED ENTITIES STATEMENT

=====

CONTROLLED ENTITY'S NAME: RETIREMENT TRUST FOR EMPLOYEES OF WHOI
CONTROLLED ENTITY'S ADDRESS: 569 WOODS HOLE ROAD, MS 14
CITY, STATE & ZIP: WOODS HOLE, MA 02543
EIN: 04-2893434
TRANSFER AMOUNT: 6,027,869.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
ANNUAL CONTRIBUTION TO PLAN

CONTROLLED ENTITY'S NAME: WHOI TAX EXEMPT EMP. WELFARE BENEFIT TR.
CONTROLLED ENTITY'S ADDRESS: 569 WOODS HOLE ROAD, MS 14
CITY, STATE & ZIP: WOODS HOLE, MA 02543
EIN: 04-3282355
TRANSFER AMOUNT: 755,248.
EXPLANATION OF TRANSFER TO CONTROLLED ENTITY:
ANNUAL CONTRIBUTION TO PLAN

WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

SCHEDULE A, PART I - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT
LAURENCE MADIN 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	ACTING DIR RESEARCH 40.00	196,148.	65,603.	NONE
JAMES YODER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	VP ACADEMICS 40.00	195,700.	52,052.	NONE
DANIEL STUERMER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	VP EXTERNAL REL 40.00	192,833.	63,431.	NONE
ROBERT WELLER 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	DEPT CHAIR 40.00	186,995.	68,347.	NONE
JOSEPH PEDLOSKY 569 WOODS HOLE ROAD, MS 14 WOODS HOLE, MA 02543	SCIENTIST EMERITUS 40.00	187,123.	64,692.	NONE
	TOTAL COMPENSATION	958,79.	314,125.	NONE

WOODS HOLE OCEANOGRAPHIC INSTITUTION

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SCH. A, PART II-A COMPENSATION OF THE 5 HIGHEST PAID FOR PROF. SERV.

=====

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MARINE BIOLOGICAL LABORATORY 7 MBL STREET WOODS HOLE, MA 02543	ANALYSIS/TESTING	910,081.
SOUTHWEST RESEARCH INSTITUTE PO DRAWER 28510 SAN ANTONIO, TX 78228-0510	RESEARCH & DEV	2,269,955.
PRICEWATERHOUSECOOPERS LLP PO BOX 7247-8001 PHILADELPHIA, PA 19170-8001	ACCOUNTING	374,169.
UNIV OF RI GRANTS AND CONTRACTS 70 LOWER COLLEGE ROAD SUITE KINGSTON, RI 02881-0811	GRANTS AND CONTRACTS	691,021.
ELLENZWEIG ASSOCIATES INC 1280 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02138	ARCHITECT/ENGINEER	372,323.
TOTAL COMPENSATION		4,617,549.

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

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SCH. A, PART II-B COMPENSATION OF THE 5 HIGHEST PAID FOR OTHER SERV.

=====

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
BOND BROS INC 145 SPRING STREET, PO BOX 26 EVERETT, MA 02149	CONSTRUCTION	2,104,215.
MCGARR SERVICE CORP 311 ARSENAL STREET WATERTOWN, MA 02472	JANITORIAL SERVICES	656,011.
SODEXHO INC AFFILIATES SODEXHO OPERATIONS, LLC, BOX 81049 WOBURN, MA 01813-1049	FOOD SERVICES	533,169.
BARRY INTERNATIONAL FORWARDING INC 88 BLACK FALCON AVE SUITE 167 SOUTH BOSTON, MA 02210	TRANSPORTATION SVCS	894,630.
HAWTHORNE POWER SYSTEMS INC PO BOX 708 SAN DIEGO, CA 92112	REPAIRS MAINTENANCE	748,181.
TOTAL COMPENSATION		4,936,206.

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SCHEDULE A, PART III - EXPLANATION FOR LINE 2C
=====

IN FISCAL YEAR 2007, WOODS HOLE OCEANOGRAPHIC INSTITUTION'S (THE "INSTITUTION") SUBCONTRACTS, OF WHICH SOME COULD BE FEDERAL PASS-THROUGH AWARDS, WAS APPROXIMATELY \$645,383 AND \$437,000 FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006, RESPECTIVELY, TO SUBGRANTEE ORGANIZATIONS IN WHICH AN INDIVIDUAL ASSOCIATED WITH THE SUBGRANTEE ORGANIZATION IS ALSO A MEMBER OF THE INSTITUTION'S BOARD OF TRUSTEES OR CORPORATION. THE INSTITUTION ALSO HAS OTHER TRANSACTIONS SUCH AS LEGAL SERVICES AND OTHER ITEMS WITH ORGANIZATIONS WHERE MEMBERS OF THE BOARD OF TRUSTEES OR CORPORATION ARE AFFILIATED WITH THE ORGANIZATIONS. TOTAL EXPENDITURES FOR THESE LEGAL AND OTHER TRANSACTIONS WERE APPROXIMATELY \$1,158,791 AND \$1,005,000 FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006, RESPECTIVELY.

THE INSTITUTION HAS LOANS DUE FROM VARIOUS EMPLOYEES FOR EDUCATION ADVANCES AND COMPUTER PURCHASES. THE AMOUNTS OUTSTANDING ARE APPROXIMATELY \$791,000 AND \$613,000 AT DECEMBER 31, 2007 AND 2006, RESPECTIVELY.

SCHEDULE A, PART III - EXPLANATION FOR LINE 3A
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DISBURSEMENTS IN FURTHERANCE OF THE INSTITUTION'S EXEMPT PROGRAMS ARE MADE IN ACCORDANCE WITH PROCEDURES, OR SUBJECT TO CONDITIONS, ESTABLISHED BY THE INSTITUTION'S GOVERNING BOARD. SUCH PROCEDURES AND CONDITIONS ARE DESIGNED TO ASSURE THAT INDIVIDUALS AND ORGANIZATIONS RECEIVING DISBURSEMENTS ARE QUALIFYING RECIPIENTS. STUDENTS RECEIVING SCHOLARSHIPS AND FELLOWSHIPS ARE JUDGED ON THE BASIS OF ACADEMIC ACHIEVEMENT, FINANCIAL NEED, AND OTHER SIMILAR STANDARDS.

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WOODS HOLE OCEANOGRAPHIC INSTITUTION

04-2105850

SCHEDULE A, PART III - EXPLANATION FOR LINE 3C

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WOODS HOLE OCEANOGRAPHIC INSTITUTION HELD ONE CONSERVATION EASEMENT TO
PRESERVE 10.76 ACRES OF OPEN SPACE ON THE QUISETT CAMPUS.

STATEMENT 31

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SCHEDULE A, PART VI-B - LOBBYING ACTIVITY EXPLANATION

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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 US 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, 2007, WHOI PAID \$158,469 IN COMPENSATION TO THIS INDIVIDUAL.

THE ORGANIZATION PAID MEMBERSHIP DUES OF \$42,131 TO MEMBER ORGANIZATIONS WHICH MAY ENGAGE IN LOBBYING ACTIVITIES. THEREFORE, A PORTION OF THE DUES MAY BE ATTRIBUTABLE TO LOBBYING ACTIVITIES.

WHOI ALSO PROVIDES EXPERT ADVICE TO CONGRESS ON OCEAN MATTERS INCLUDING ENVIRONMENTAL QUALITY, CLIMATE CHANGE AND MARINE RESOURCES.

STATEMENT 32

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