

Gol Intelligent Airlines Inc.
Form 6-K
March 28, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2011
(Commission File No. 001-32221) ,

GOL LINHAS AÉREAS INTELIGENTES S.A.
(Exact name of registrant as specified in its charter)

GOL INTELLIGENT AIRLINES INC.
(Translation of Registrant's name into English)

R. Tamoios, 246
Jd. Aeroporto
04630-000 São Paulo, São Paulo
Federative Republic of Brazil
(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicated below the file number assigned to the
registrant in connection with Rule 12g3-2(b):

GOL LINHAS AÉREAS INTELIGENTES S/A.

(publicly-held company)

C.N.P.J./M.F. nº 06.164.253/0001-87

N.I.R.E. 35.300.314.441

Proposal for the Directors' and Executive Officers' Compensation for fiscal year 2011

The Company's management hereby proposes an Overall and annual amount of, approximately, R\$ 19.5 million as compensation of the Company's Directors and Executive Officers (Board of Directors and Board of Executive Officers) for fiscal year 2011, to be apportioned by the Board of Directors, with due regard to the provisions in the applicable laws and in the Company's Bylaws.

Additional and detailed information, under the terms of Article 12, item II of CVM Instruction 481, 2009, as per item 13 of the Reference Form in Annex III, is available at the Company's head-office and in the websites of the Investor Relations office (<http://www.voegol.com.br/ri>), the Brazilian Securities and Exchange Commission (www.cvm.gov.br) and of BM&FBovespa - Bolsa de Valores, Mercadorias e Futuros (www.bmfbovespa.com.br).

São Paulo, March 25, 2011.

THE MANAGEMENT

