

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

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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) ,**

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**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)*

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

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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):

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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](http://www.cvm.gov.br)) and of BM&FBovespa - Bolsa de Valores, Mercadorias e Futuros ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)).

São Paulo, March 25, 2011.

**THE MANAGEMENT**



