HUNTON & WILLIAMS

HUNTON & WILLIAMS LLP
200 PARK AVENUE
NEW YORK, NY 10166-0005

TEL 212 • 309 • 1000
FAX 212 • 309 • 1100

DEE ANN DORSEY
DIRECT DIAL: 212 • 309 • 1174
EMAIL: ddorsey@hunton.com

December 9, 2014

VIA EMAIL: *shareholderproposals@sec.gov*

Division of Corporation Finance
Office of Chief Counsel
Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: **DTE Energy Company**
Shareholder Proposal submitted by the Comptroller of the State of New York
Securities Exchange Act of 1934 — Rule 14a-8

Ladies and Gentlemen:

We are writing on behalf of our client, DTE Energy Company (the "Company"), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, to inform you of the Company's intention to exclude from its proxy statement and form of proxy for the Company's 2015 Annual Meeting of Shareholders (the "2015 Proxy Materials") a shareholder proposal (the "Proposal") and related supporting statement received from the Comptroller of the State of New York, as trustee of the New York State Common Retirement Fund and as administrative head of the New York State and Local Retirement System (the "Proponent").

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the "Commission") no later than 80 calendar days before the Company intends to file its definitive 2015 Proxy Materials with the Commission; and

- concurrently sent copies of this correspondence to the Proponent.

A copy of this letter and its exhibit are being sent via e-mail and overnight delivery to the Proponent to notify the Proponent on behalf of the Company of its intention to exclude the Proposal from its 2015 Proxy Materials. A copy of the Proposal and supporting information sent by the Proponent and related correspondence is attached to this letter (see Exhibit A).

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D") provide

that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the "Staff"). Accordingly, we are taking this opportunity to inform the Proponent that if the Proponent elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

I. THE PROPOSAL

The Proposal states:

"**Resolved**, With board oversight, assess how DTE Energy is adapting (or could adapt) its business model to enable increased deployment of distributed low-carbon electricity generation resources as a means to reduce societal greenhouse gas emissions and protect shareholder value, and report to shareholders (at reasonable cost and omitting proprietary information) by September 1st, 2015."

II. BASIS FOR EXCLUSION

We respectfully request that the Staff concur in the Company's view that the Proposal may be properly excluded from the Company's 2015 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with a matter relating to the Company's ordinary business operations.

The Proposal may be excluded pursuant to Rule 14a-8(i)(7) because it deals with a matter relating to the Company's ordinary business operations.

A. Background

Rule 14a-8(i)(7) permits a company to exclude from its proxy materials a shareholder proposal that "deals with a matter relating to the company's ordinary business operations." In the Commission's release accompanying the 1998 amendments to Rule 14a-8, the Commission stated that the general underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission identified two central considerations that underlie the ordinary business exclusion. The first was that "[c]ertain tasks are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a

practical matter, be subject to direct shareholder oversight." The second consideration related to "the degree to which the proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment." *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

B. The Proposal seeks to impermissibly micro-manage the Company's business

The Proposal implicates exactly the type of day-to-day business operations the 1998 Release indicated are both impractical and too complex to be subject to direct shareholder oversight — i.e., altering the technology and mix of energy sources used by the Company. While the Proposal is styled as a request to produce a public report, statements contained in the supporting statement indicate that the ultimate goal of the Proponent is to alter the technology and resources used by the Company in generating and distributing electricity. The Proposal's supporting statement contains numerous references to the increasing importance of solar power and cites the EPA's Clean Power Plan, which lists "renewable energy as a key pillar of the plan." The supporting statement further suggests that it would benefit the Company to "proactively engage with [its] customers to accommodate distributed generation" and that the Company's credit rating would be positively impacted, in Moody's view, if the Company undertook "a proactive regulatory response to distributed generation." Read together, the Proposal and supporting statement clearly seek to significantly impact the Company's business model and strategy as it relates to sources of energy.

As disclosed in its filings with the Commission, the Company distributes and sells electricity to approximately 2.1 million residential, commercial and industrial customers in southeastern Michigan, generates electricity from a variety of assets, including renewable sources, and purchases electricity from electricity generators, suppliers and wholesalers whose technology and sources of energy are not under the control of the Company. The State of Michigan has set a statutory renewable energy requirement for electricity providers like the Company, requiring the Company to source 10% of the electricity sold by the Company's electric utility segment from renewable sources, and the Company is in a position to meet this goal from a mix of renewable sources such as solar and wind. Pursuing renewable energy goals requires consideration of more than just the one form of renewable generation proposed by the Proponent, and the Company's management is in the best position to decide whether, how much and what kinds of renewable generation sources (i.e. wind) are appropriate in the Michigan areas where the Company operates. Further, the Company's plans for meeting Michigan's and other statutory requirements and the Company's plans for any change in its mix of electrical supply are developed in consultation with, and under the regulatory oversight of, the Michigan Public Service Commission and thus are not appropriate subject matters for

direct shareholder oversight. For these reasons, the actions sought by the Proposal constitute fundamental and routine aspects of managing the Company's day-to-day operations as a provider of electricity.

The Company is committed to being a good corporate citizen and keeping the State of Michigan clean and green. It is a member of the State of Michigan's Clean Corporate Citizen (C3) program, which is designed to honor and recognize businesses that have demonstrated strong environmental stewardship throughout their operations. To be designated a C3, facilities must have a comprehensive and facility-specific environmental management system that sets targets and objectives for continual environmental improvement, pollution prevention programs focusing on reduce, reuse, recycle, and a history of compliance with environmental regulations. The Company's strategy is designed to meet Michigan's energy needs while protecting the environment. This strategy entails a complex process requiring management to assess a myriad of operational, technical, financial, legal and regulatory factors, as well as financial and operational risks posed by the challenges associated with the generation of electricity. Development of the Company's comprehensive, facility-specific environmental plans is an intricate process, which necessarily encompasses the Company's financial budgets, capital expenditures, pricing, production plans and short- and long-term business strategies. Considerations associated with these plans also include extensive regulatory authority review and evaluation of the recoverability of capital expenditures and other costs associated with the generation of electricity, which recovery is crucial to preserving shareholder value. All resulting decisions are the product of an extensive and methodological approach aimed at securing the appropriate level of generation, demand-side resources and market purchases to serve customers at reasonable cost and in a safe and reliable manner. These decisions regarding the technology and mix of resources used to efficiently and economically generate electricity are extremely complex and beyond the ability of shareholders, as a group, to make informed judgments.

The nature of the Company's electric business is to generate, purchase, distribute and sell electricity. Complex decisions regarding which technologies best suit the Company in generating electricity can only be made after a thorough examination of a multitude of factors. These decisions involve operational and business matters that require the judgment of experienced management, which has the necessary skills, knowledge and resources to make informed decisions. For the reasons stated above, the Company believes that any future decisions regarding the choice of technologies and mix of resources used to generate electricity are the fundamental responsibility of management and such complex matters are not appropriate for shareholder oversight.

C. The Proposal relates to the Company's choice of technologies

Although styled as a request for a report, the clear purpose of the Proposal is to direct the Company's choice of technology and mix of resources used to generate electricity. On numerous occasions, the Staff has concurred in the exclusion of shareholder proposals under Rule 14a-8(i)(7) because the proposals related to a company's choice of technologies for use in its operations. In 2014, the Staff concurred in the exclusion of a proposal that requested an energy company's board to appoint a team to review the risks it faced under its solar generation development plans (including a review of other U.S. programs) and to develop a report detailing risks and benefits from increased solar generation, noting that the "proposal concerns the company's choice of technologies for use in its operations." *Dominion Resources, Inc.* (Feb. 14, 2014). In 2013, on the same grounds, the Staff concurred with the exclusion of a proposal by another energy company that asked the company to prepare a report on actions the company is taking or could take to diversify the company's energy resources to include increased energy efficiency and renewable energy resources. *FirstEnergy Corp.* (Mar. 8, 2013). In that letter, First Energy argued that "[a]lthough the [p]roposal [was] styled as a request for the [c]ompany to assemble a report, it simultaneously intend[ed] to influence the [c]ompany's choice of technology and resources used to generate electricity." The Staff noted that proposals "that concern a company's choice of technologies for use in its operations are generally excludable under rule 14a-8(i)(7)." *Id. See*, on the same grounds, *PG&E Corporation* (Mar. 10, 2014)(concurring in the exclusion of a proposal requesting a CPUC application to revise the company's smart meter policy, among other things, to allow no initial fees for opting out and no fees for opt out meters, to install an analog meter free of charge upon request and to require new smart meters only for those who voluntarily request them); *AT&T Inc.* (Feb. 13, 2012)(concurring in the exclusion of a proposal calling for the company to publish a report disclosing actions it was taking to address inefficient consumption of electricity by set-top boxes, which proposal would include company efforts to accelerate development and deployment of new energy efficient set-top boxes); *CSX Corp.* (Jan. 24, 2011)(concurring in the exclusion of a proposal that the company develop a kit that would allow it to convert the majority of its locomotive fleet to a more efficient system); *WPS Resources Corp.* (Feb. 16, 2001) (concurring in the exclusion of a proposal requesting that a utility company develop new co-generation facilities and improve energy efficiency because the proposal related to the "choice of technologies"); and *Union Pacific Corp.* (Dec. 16, 1996) (concurring in the exclusion of a proposal requesting a report on the status of research and development of a new safety system for railroads on the basis that the development and adaption of new technology for the company's operations constituted ordinary business operations). *See also Applied Digital Solutions, Inc.* (Apr. 25, 2006) (concurring in the exclusion of a proposal requesting a report on the harm the continued sale and use of radiofrequency identification chips could have to the public's privacy, personal safety and financial security as ordinary business related to the company's product development).

Like many of the proposals discussed above relating to renewable energy and energy efficiency, the Proposal only has a tangential relationship to a significant policy issue. Instead, the Proposal, like those discussed above, seeks to involve shareholders in decisions regarding specific technologies and resources used by the Company in generating or acquiring the electricity it provides. Specifically, the Proposal is aimed at promoting one specific technology — "distributed low-carbon electricity generation resources." The technologies available to generate electricity from renewable sources or otherwise reduce societal greenhouse gas emissions resulting from electricity generation are complex, and new technologies are constantly being developed and improved. Company management, not shareholders, have the necessary expertise and resources available to evaluate and select the best technologies to meet these objectives. Accordingly, we believe the Proposal is excludable under Rule 14a-8(i)(7) as relating to the Company's choice of technologies.

D. Regardless of whether the Proposal involves a significant policy issue, the Proposal is excludable as relating to ordinary business matters

The fact that the Proposal has some connection to issues that are of social impact should not lead to the conclusion that it automatically be included in the 2015 Proxy Materials. It is important to note that the mere fact that a proposal has a relationship to a social policy issue does not render Rule 14a-8(i)(7) inapplicable. In the 1998 Release, the Commission stated that proposals that relate to ordinary business matters but focus on sufficiently significant social policy issues would not be considered to be excludable, because the proposals would transcend the day-to-day business matters. While the Staff has found some environmental proposals to focus on significant policy issues, the mere fact that a proposal touches upon a significant policy issue does not mean that it focuses on such an issue. *Staff Legal Bulletin No. 14C* (Jun. 28, 2005). For instance, in *FirstEnergy Corp.* (Mar. 7, 2013), the Staff concurred in the exclusion of a proposal requesting the company to adopt strategies and quantitative goals to reduce the company's impacts on, and risks to, water quantity and quality as relating to ordinary business operations, noting that the proposal did not "in our view, focus on a significant policy issue." *See also Exxon Mobil Corporation* (Mar. 6, 2012) (proposal addresses "economic challenges" associated with oil sands and does not, in our view, focus on a significant policy issue). *C.f. Dominion Resources, Inc.* (Feb. 27, 2014) (proposal focused on the significant policy issue of climate change).

Even if the Staff were to determine that the Proposal focuses on a "significant social policy issue," the Proposal still would be excludable because it otherwise intrudes upon the day-to-day business of management and seeks to micro-manage the company. In the past, the Staff has agreed that companies may exclude proposals that focus on a significant social policy issue but nevertheless intruded too deeply into day-to-day management of the

company. For example, in *PetSmart, Inc.* (Mar. 24, 2011), the Staff permitted exclusion of a proposal requesting that suppliers certify they had not violated certain acts or laws related to animal cruelty, noting that although the humane treatment of animals is a significant social policy issue, the scope of the laws covered by the proposal is fairly broad in nature, ranging from serious violations such as animal abuse to violations of administrative matters such as recordkeeping. Similarly, the Staff has permitted exclusion of proposals requesting companies to adopt a policy to bar the financing of particular types of customers even though the proposals were tied to an arguably significant environmental policy issue (mountaintop removal coal mining), stating that the proposals addressed matters beyond the environmental impact of companies' project finance decisions, such as decisions to extend credit or provide other financial services to particular types of customers. *See JP Morgan Chase & Co.* (Mar. 12, 2010) and *Bank of America Corporation* (Feb. 24, 2010). Similarly, in *Marriott International, Inc.* (Mar. 17, 2010), the Staff concurred in the exclusion of a proposal that required Marriott to install certain low-flow showerheads in its hotels because although the proposal "rais[ed] concerns with global warming," it sought to "micromanage the company to such a degree that exclusion of the proposal is appropriate." Similar to the foregoing precedent, the Proposal seeks to micro-manage the Company by significantly altering its business model to adapt to specific technology.

The Proposal can be distinguished from instances where the Staff has determined the proposal did not seek to micro-manage the company to such a degree that exclusion of the proposal would be appropriate. *See Spectra Energy Corp.* (Feb. 21, 2013). In Spectra Energy, the Staff did not permit exclusion of a proposal that requested the board to publish a report on how the company was measuring, mitigating, and disclosing methane emissions on ordinary business grounds. While both proposals address emissions that impact the environment, the Proposal is distinguishable from the Spectra Energy proposal on a number of grounds. First, in Spectra Energy, the company was asked to prepare a report on *existing* activities — how it was measuring and mitigating its methane emissions. Conversely, the Proposal asks the Company to prepare a report evaluating how it *could adapt* its business model to deploy distributed low-carbon electricity generation resources to reduce GHG emissions. The Spectra Energy proposal did not request the company to evaluate or adopt alterative technology or seek to alter Spectra Energy's business model, it merely requested a report on existing activities. Unlike Spectra Energy, the Proposal impermissibly seeks to micro-manage the Company by significantly altering its business model to adapt to a specific type of technology. As discussed above, implementing any such changes would necessarily involve a myriad of operational, technical, financial, legal and regulatory factors, as well as financial and operational risks.

The Staff has consistently concurred that a proposal may be excluded in its entirety

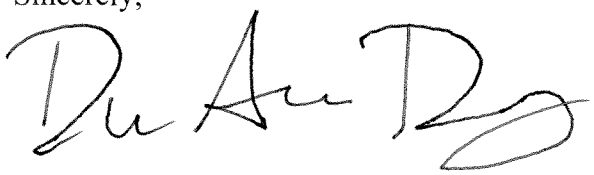
when it addresses ordinary business matters, even if it also touches upon a significant social policy issue. As discussed above, the Proposal relates to ordinary business issues. Thus, under the precedent discussed above, the Proposal is excludable under Rule 14a-8(i)(7).

III. CONCLUSION

For the reasons stated above and in accordance with Rules 14a-8(i)(7), we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2015 Proxy Materials. We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject.

If we can be of any further assistance in this matter, please do not hesitate to call me at (212) 309-1174 or Tim Kraepel, the Company's Director-Legal (Securities, Finance & Governance), at (313) 235-8460.

Sincerely,



cc: Tim Kraepel (kraepelt@dteenergy.com)
Patrick Doherty (pdoherty@osc.state.ny.us)

Exhibit A

THOMAS P. DiNAPOLI
STATE COMPTROLLER

DIVISION OF CORPORATE GOVERNANCE
59 Maiden Lane-30th Floor
New York, NY 10038
Tel: (212) 383-1428
Fax: (212) 383-1331

STATE OF NEW YORK
OFFICE OF THE STATE COMPTROLLER

November 10, 2014

Ms. Lisa Muschong
Corporate Secretary
DTE Energy Company
One Energy Plaza
Room 2386 WCB
Detroit, Michigan 48226-1279

Dear Ms. Muschong:

The Comptroller of the State of New York, Thomas P. DiNapoli, is the trustee of the New York State Common Retirement Fund (the "Fund") and the administrative head of the New York State and Local Retirement System. The Comptroller has authorized me to inform of his intention to offer the enclosed shareholder proposal for consideration of stockholders at the next annual meeting.

I submit the enclosed proposal to you in accordance with rule 14a-8 of the Securities Exchange Act of 1934 and ask that it be included in your proxy statement.

A letter from J.P. Morgan Chase, the Fund's custodial bank verifying the Fund's ownership of DTE Energy shares, continually for over one year, is enclosed. The Fund intends to continue to hold at least $2,000 worth of these securities through the date of the annual meeting.

We would be happy to discuss this initiative with you. Should the DTE board decide to endorse its provisions as company policy, the Comptroller will ask that the proposal be withdrawn from consideration at the annual meeting. Please feel free to contact me at (212) 383-1428 and or email at pdoherty@osc.state.ny.us should you have any further questions on this matter.

Very truly yours,

Patrick Doherty
Director of Corporate Governance

Whereas:
In May 2014, Barclays downgraded bonds for the entire U.S. electric utility sector due to risk of rapidly improving solar power and energy storage technologies.

An August 2014 report by UBS highlights that solar systems and batteries will be disruptive technologies for utilities due to steeply declining costs and estimates that, by 2020, the unsubsidized payback time will be as low as 6-8 years for homeowners making a combined investment in an electric vehicle and a solar power system with battery storage.

In a recent analysis, Deutsche Bank predicts solar PV will reach grid parity in 47 U.S. states as soon as 2016, assuming today's 30 percent solar investment tax credit (ITC) is extended.

94% of international industry representatives surveyed by PricewaterhouseCoopers predict that the power utility business model will be either completely transformed or significantly changed between today and 2030.

A November 2014 Moody's report indicated that "a proactive regulatory response to distributed generation is credit positive as it gives utilities improved rate designs and helps in the long-term planning for their infrastructure."

Navigant Research indicated that: "Utilities that proactively engage with their customers to accommodate distributed generation - and even participate in the market themselves - limit their risk and stand to benefit the most."

Utilities already capitalizing on providing distributed solar generation to customers include: Duke Energy and NRG Energy. Many other utilities work with third-party solar system providers to reduce electric bills for customers while also reducing greenhouse gas emissions.

The U.S. EPA recently released its proposed Clean Power Plan that would require states to achieve 30% greenhouse gas (GHG) reductions on average nationwide, listing renewable energy as a key pillar of the plan.

The IPCC estimates that a 50% reduction in GHG emissions globally is needed by 2050 (from 1990 levels) to stabilize global temperatures, entailing a U.S. target reduction of 80%.

In a recently released report ranking 32 of the largest investor-owned utilities in the U.S., DTE Energy ranked 16th on renewable energy sales as a percentage of 2012 electricity sales, and 17th on cumulative annual energy savings as a percentage of total retail sales due to investments in energy efficiency.

Resolved: With board oversight, assess how DTE Energy is adapting (or could adapt) its business model to enable increased deployment of distributed low-carbon electricity generation resources as a means to reduce societal greenhouse gas emissions and protect shareholder value, and report to shareholders (at reasonable cost and omitting proprietary information) by September 1st, 2015.

J.P.Morgan

Daniel F. Murphy

Vice President
CIB Client Service Americas

November 10, 2014

Ms. Lisa A. Muschong
Corporate Secretary
DTE Energy Company
One Energy Plaza Room 2386 WCB
Detroit, MI 48226-1279

Dear Ms. Muschong:

This letter is in response to a request by The Honorable Thomas P. DiNapoli, New York State Comptroller, regarding confirmation from JP Morgan Chase that the New York State Common Retirement Fund has been a beneficial owner of DTE Energy Company continuously for at least one year as of and including November 10, 2014.

Please note that J.P. Morgan Chase, as custodian for the New York State Common Retirement Fund, held a total of 543,185 shares of common stock as of November 10, 2014 and continues to hold shares in the company. The value of the ownership stake continuously held by the New York State Common Retirement Fund had a market value of at least $2,000.00 for at least twelve months prior to, and including, said date.

If there are any questions, please contact me or Miriam Awad at (212) 623-8481.

Regards,

Daniel F. Murphy

cc: Patrick Doherty – NSYCRF
Eric Shostal - NYSCRF

4 Chase Metrotech Center 11th Floor, Brooklyn, NY 11245
Telephone: +1 212 623 8536 Facsimile: +1 718 242 1209 daniel.f.murphy@jpmorgan.com
JPMorgan Chase Bank, N.A.