



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

Mail Stop 4720

November 9, 2009

Roy A. Guthrie  
Executive Vice President and Chief Financial Officer  
Discover Financial Services  
2500 Lake Cook Road  
Riverwoods, IL 60015

**Re: Discover Financial Services**  
**Definitive Proxy Statement on Schedule 14A**  
**Filed February 27, 2009**  
**File No. 001-33378**

Dear Mr. Guthrie:

We have completed our review of your Definitive Proxy Statement on Schedule 14A and have no further comments at this time.

Sincerely,

Christian Windsor  
Special Counsel