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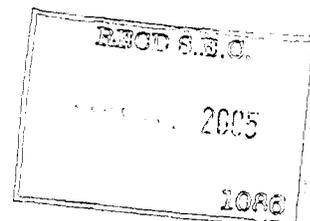
DIVISION OF CORPORATION FINANCE

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



05056662

June 1, 2005



Mary L. Garceau
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Post Office Box 1008
Columbus, OH 43216-1008

Re: Bob Evans Farms, Inc.
Incoming letter dated May 4, 2005

Act: 1934
Section: _____
Rule: 14A-8
Public
Availability: 6/1/2005

Dear Ms. Garceau:

This is in response to your letter dated May 4, 2005 concerning the shareholder proposal submitted to Bob Evans Farms by Larry Wolf. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

PROCESSED
JUN 08 2005
THOMSON
FINANCIAL

Sincerely,

Jonathan A. Ingram

Jonathan A. Ingram
Deputy Chief Counsel

PROCESSED
JUN 08 2005
THOMSON
FINANCIAL

Enclosures

cc: Larry Wolf
227 Elm Avenue
Wyoming, OH 45215-4347

33 769

Vorys, Sater, Seymour and Pease LLP

52 East Gay Street • Post Office Box 1008 • Columbus, Ohio 43216-1008 • Telephone (614) 464-6400 • Facsimile (614) 464-6350 • Cable VORYSATER

Arthur I. Vorys 1836-1933 Lowry F. Sater 1867-1935 Augustus T. Seymour 1873-1926 Edward L. Pease 1873-1924	WASHINGTON 1828 L Street NW Eleventh Floor Washington, D.C. 20036-5109 Tel 202.467.8800 Fax 202.467.8900	CLEVELAND 2100 One Cleveland Center 1375 East Ninth St. Cleveland, OH 44114-1724 Tel 216.479.6100 Fax 216.479.6060	CINCINNATI Suite 2000, Atrium Two 221 E. Fourth St. PO Box 0236 Cincinnati, OH 45201-0236 Tel 513.723.4000 Fax 513.723.4056	ALEXANDRIA 277 South Washington St. Suite 310 Alexandria, VA 22314 Tel 703.837.6999 Fax 703.549.4492	AKRON 106 South Main Street Suite 1100 Akron, OH 44308 Tel 330.208.1000 Fax 330.208.1001
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Mary L. Garceau
Direct Dial (614) 464-6349
Facsimile (614) 719-4727
E-Mail - mlgarceau@vssp.com

May 4, 2005

VIA OVERNIGHT CARRIER

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporation Finance
450 Fifth St., N.W.
Washington, D.C. 20549

RECEIVED
2005 MAY - 6 AM 10: 13
OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

Re: Bob Evans Farms, Inc. – Stockholder Proposal Submitted by Lawrence Wolf

Ladies and Gentlemen:

We are writing on behalf of our client, Bob Evans Farms, Inc., a Delaware corporation (the “Company”), regarding a stockholder proposal (the “Proposal”) submitted to the Company by Lawrence A. Wolf for inclusion in the Company’s proxy statement and form of proxy (the “Proxy Materials”) for its 2005 Annual Meeting of Stockholders.

On behalf of the Company, we hereby notify the Securities and Exchange Commission (the “Commission”) that the Company intends to omit the Proposal from its Proxy Materials pursuant to Rule 14a-8 promulgated by the Commission under the Securities Exchange Act of 1934, as amended. We respectfully request, on behalf of the Company, that the staff of the Division of Corporation Finance (the “Staff”) confirm that it will not recommend enforcement action to the Commission if the Company omits the Proposal from its Proxy Materials because it was not submitted in a timely manner. In the event that the Staff does not concur with the Company’s position that it may omit the entire Proposal from its Proxy Materials, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if the Company omits a portion of the fourth paragraph of the statement supporting the Proposal (the “Supporting Statement”) from its proxy statement for the reasons set forth below. To the extent that the Company’s arguments for omitting the entire Proposal or a portion of the Supporting Statement are based on matters of law, this letter constitutes an opinion of counsel in accordance with Rule 14a-8(j).

May 4, 2005

Page 2

I. The Proposal and Supporting Statement

A copy of the Proposal is attached as Exhibit A. The Proposal calls for the declassification of the Company's board of directors. The Proposal and the Supporting Statement are substantially similar to a proposal Mr. Wolf has submitted to the Company in the past and which was last included in the Company's 2001 Proxy Materials.

The fourth paragraph of the Supporting Statement reads as follows:

Our resolution to declassify the board of directors has received tremendous shareholder support. If not for one institutional shareholder, holding over 19% of BOBE's shares, the resolution would have passed in a landslide with 65% of the vote. This year, every shareholder needs to personally call that large shareholder, Ariel Capital management [sic] at 1-800-292-7435 and speak with John W. Rogers. Ask Mr. Rogers to support good corporate governance. Ask Mr. Rogers to hold the board accountable for the meager returns the shareholders have seen in the last ten years. Your phone calls are important. Mr. Rogers needs to hear from every one of us.

II. Grounds for Omission of the Entire Proposal

Rule 14a-8(e) (Question 5) provides that a proposal must be submitted on or before the deadline set forth in last year's proxy statement. For purposes of calculating this deadline, Rule 14a-8(e)(2) states that proposals "must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting."

The Company's proxy statement for its 2004 Annual Meeting of Stockholders clearly stated that stockholder proposals must be received by the Company on or before April 4, 2005. Despite this, Mr. Wolf submitted the Proposal to the Company via facsimile on April 7, 2005 at 8:50 p.m. The April 4, 2005 deadline remains effective because the date of the 2005 Annual Meeting of Stockholders (September 12, 2005) has not been changed to a date more than thirty days from the date of the 2004 Annual Meeting of Stockholders (September 13, 2004). Also, the April 4, 2005 deadline actually provided the Company's stockholders with more time to submit proposals than that required under Rule 14a-8(e)(2), which would have permitted the Company to set the deadline for submission as early as March 29, 2005. Therefore, the Proposal may properly be excluded from the Proxy Materials because the Company received the Proposal three days after the deadline for submission.

The Staff has strictly enforced the deadline for submission of stockholder proposals and has consistently held that proposals received after the Rule 14a-8(e)(2) deadline may be omitted from a company's proxy materials. See, e.g., First Franklin Corporation (March 1, 2005); Wells Fargo & Company (January 24, 2005); Crane Co. (December 27, 2004);

May 4, 2005

Page 3

American Express Company (December 21, 2004) and Viacom Inc. (March 10, 2003). The burden is on the stockholder to make sure the proposal is received by the company on or before the submission deadline.

The Company is not required to provide Mr. Wolf with the 14-day notice under Rule 14a-8(f)(1), because the defect in the Proposal is a violation of Rule 14a-8(e) and cannot be cured. Section C.6.c. of the Division of Corporation Finance: Staff Legal Bulletin No. 14 (July 13, 2001) cites the failure of a proponent to submit a proposal by the submission deadline as an example of a defect that cannot be remedied and, therefore, not subject to the 14-day notice requirement under Rule 14a-8(f)(1).

III. Grounds for Omission of a Portion of the Supporting Statement

The Company believes that all but the first sentence of the fourth paragraph of the Supporting Statement may be omitted from the Proxy Materials pursuant to Rule 14a-8(i)(3). This Rule permits a company to omit from its proxy materials a shareholder proposal and any statement in support thereof "if the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials."

This portion of the Supporting Statement is unrelated and irrelevant to the Proposal to declassify the Company's board of directors. The Commission has explained that the purpose of permitting a proponent to include a supporting statement is that it "can provide shareholders with background information that may be helpful in considering the proposal." Release No. 34-20091 (August 16, 1983). This portion of the Supporting Statement fails to discuss the merits of declassifying the Company's board of directors and does not provide the Company's stockholders with any information that would aid them in deciding whether or not to vote in favor of the Proposal. Rather, it is simply a call to action to the over 40,000 stockholders of the Company designed to harass Ariel Capital Management and John W. Rogers, Jr. for failing to support Mr. Wolf's previous proposal and to intimidate Ariel Capital Management and Mr. Rogers into voting in favor of the Proposal this year.

This portion of the Supporting Statement is substantially similar to the fourth paragraph of the statement supporting the declassification proposal Mr. Wolf submitted to the Company in 2001. In that case, the Staff concurred with the Company's view that the language regarding Ariel Capital Management and Mr. Rogers could be materially false or misleading under Rule 14a-9 and, therefore, could be excluded from the Company's proxy statement. *Bob Evans Farms, Inc.* (June 6, 2001) (copy enclosed). The Staff has consistently recognized that portions of supporting statements that are unrelated or irrelevant to the subject matter of the proposal may be confusing and misleading to shareholders in violation of Rule 14a-9 and are excludable pursuant to Rule 14a-8(i)(3) or its predecessor, Rule 14a-8(c)(3). See e.g., *Bob Evans Farms, Inc.* (June 6, 2001); *Freeport-McMoRan Copper & Gold Inc.* (February 22, 1999) (portions of supporting statement related to the Foreign Corrupt Practices Act, political instability in Indonesia and director use of hovercraft omitted as unrelated to proposal to

May 4, 2005

Page 4

declassify the board of directors); Knight-Ridder, Inc. (December 28, 1995) (portions of supporting statement describing the company's position on a strike and questioning an employee's continued employment omitted as unrelated to a proposal requiring shareholder approval of any shareholder rights plan); Unocal Corp. (March 7, 1996) (portion of supporting statement related to Myanmar omitted as unrelated to proposal calling for the adoption of a bylaw requiring the chairman to be an independent director). See also, Rockefeller Center Properties, Inc. (March 30, 1993); Cigna Corp. (February 16, 1988); CBT Corp. (March 4, 1983).

Moreover, the inflammatory tone of this portion of the Supporting Statement violates Rule 14a-9 by indirectly impugning the character, integrity and personal reputation of Ariel Capital Management and Mr. Rogers. It suggests that Ariel Capital Management's prior vote on Mr. Wolf's declassification proposal was wrong and that Mr. Rogers does not "support good corporate governance." It also violates Rule 14a-9 by indirectly charging improper conduct without factual foundation by insinuating that Ariel Capital Management acted improperly in voting against Mr. Wolf's previous proposal to declassify the board and providing no real factual foundation as to why such a vote is improper. Therefore, this portion of the Supporting Statement violates Rule 14a-9 and is excludable pursuant to Rule 14a-8(i)(3). See Boise Cascade Corp. (January 23, 2001) (portions of supporting statement containing information irrelevant to the subject matter of the proposal, impugning the character of the company and making charges concerning improper conduct without factual foundation omitted pursuant to Rule 14a-8(i)(3)).

IV. Conclusion

Based on the foregoing, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if the Company excludes the entire Proposal from its Proxy Materials. In the event that the Staff does not concur with the Company's view that it may exclude the entire Proposal from its Proxy Materials, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if the Company omits the specified portion of the fourth paragraph of the Supporting Statement from its proxy statement.

The Company anticipates that its 2005 Annual Meeting of Stockholders will be held on September 12, 2005, and that definitive copies of the Proxy Materials will be filed with the Commission on or about August 1, 2005. Accordingly, we would greatly appreciate the Staff's timely response to this request.

If the Staff disagrees with the Company's position, we would appreciate the opportunity to confer with the Staff prior to the issuance of its formal response. If you have any questions or need additional information, please call the undersigned at (614) 464-6349.

On behalf of the Company, we hereby file, pursuant to Rule 14a-8(j), six copies of this letter and the Proposal. We are simultaneously providing a copy of this submission to Mr. Wolf to advise him of the Company's intent to exclude the Proposal from the Proxy Materials.

May 4, 2005

Page 5

Finally, please acknowledge receipt of this letter by date-stamping the enclosed additional copy of this letter and returning it to me in the enclosed pre-addressed, stamped envelope.

Very truly yours,

A handwritten signature in cursive script that reads "Mary L. Garceau".

Mary L. Garceau

MLG/mlg

Enclosure

cc: Mr. Larry Wolf

Exhibit A

227 Elm Ave
Wyoming, Ohio 45215-4347

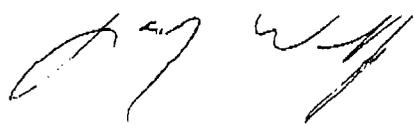
confidential
fax

To: Mary Cusick
Fax Number: +1 (614) 492-4934

From: Larry Wolf
Fax Number: 513-821-9653
Business Phone:
Home Phone: 513-821-9653

Pages: 2
Date/Time: 4/7/2005 9:38:25 PM
Subject: BOBE Shareholder Resolution

Mary,
Please let me know when you receive this resolution.
Larry Wolf



STOCKHOLDER PROPOSAL REGARDING ELIMINATION OF CLASSIFIED BOARD OF DIRECTORS

Larry Wolf, 227 Elm Avenue, Wyoming, Ohio 45215-4347, claiming ownership for more than one(1) year of common shares of the company with a market value in excess of \$1,000 and that he will continue to hold the same through the date of the annual meeting, has submitted the following resolution and supporting statement for inclusion in this proxy statement and stated his intention to present same at the annual meeting.

"ELIMINATE CLASSIFIED BOARD OF DIRECTORS

Resolved, the stockholders of Bob Evans Farms, inc. request the board of directors take the necessary steps, in accordance with state law to declassify the board of directors so all directors are elected annually, such declassification to be effected in a manner that does not affect the current terms of directors previously elected.

SUPPORTING STATEMENT

I apologize to all shareholders for not fighting to declassify the board of directors for the last two years. I mistakenly thought the company was back on track. I will be unrelenting now and in the future in trying to achieve shareholder rights and maximize shareholder value.

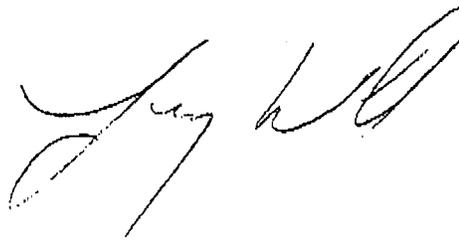
Our stock is down over 10% for 2005 through the first quarter. The stock is down over 30% in the last year. The price of a share of stock was higher in 1998 than today. In 1994 the price of a share was over \$20. More than 10 years later the stock is under \$22. That is share appreciation of 20 cents a year or 1% annually.

Declassifying the board of directors means each member of the board faces annual review by you, the shareholders and owners of the company. A declassified board represents good corporate governance. A declassified board increases the accountability of the board of directors to the shareholders.

Our resolution to declassify the board of directors has received tremendous shareholder support. If not for one institutional shareholder, holding over 19% of BOBE's shares, the resolution would have passed in a landslide with 65% of the vote. This year every shareholder needs to personally call that large shareholder, Ariel Capital management at 1-800-292-7435 and speak with John W. Rogers. Ask Mr. Rogers to support good corporate governance. Ask Mr. Rogers to hold the board accountable for the manager returns the shareholders have seen in the last 10 years. Your phone calls are very important. Mr. Rogers needs to hear from every one of us.

This is the year to declassify the board of directors. Your votes and phone calls are critical. A "YES" vote is a vote for strong corporate governance and accountability. A "YES" vote sends a message shareholders are not happy with Bob Evans Farms long-term and short-term performance. Remember a vote to "abstain" is the same as voting "no" to declassify the board of directors. Every "YES" vote is important.

I URGE YOUR SUPPORT FOR THIS RESOLUTION



Handwritten notes on the right margin: 70 96, 81, 139, 186, 253, 277, 481, 481.



DIVISION OF
CORPORATION FINANCE

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

June 6, 2001

Webb I. Vorys
Vorys, Sater, Seymour and Pease LLP
52 East Gay Street
Post Office Box 1008
Columbus, Ohio 43216-1008

Re: Bob Evans Farms, Inc.
Incoming letter dated May 15, 2001

Dear Mr. Vorys:

This is in response to your letters dated May 15, 2001 and June 4, 2001 concerning the shareholder proposal submitted to Bob Evans Farms by Larry Wolf. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

A handwritten signature in cursive script that reads "Martin P. Dunn".

Martin P. Dunn
Associate Director (Legal)

Enclosures

cc: Larry Wolf
227 Elm Avenue
Wyoming, Ohio 45215-4347

Vorys, Sater, Seymour and Pease LLP

52 East Gay Street • Post Office Box 1008 • Columbus, Ohio 43216-1008 • Telephone (614) 464-6400 • Facsimile (614) 464-6350 • Cable vovssama

Arthur J. Vorys
1957-1958
LLOYD L. SATER
1967-1977
WILLIAM E. SEYMOUR
1977-1990
LAWRENCE A. PEASE
1990-1991

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Webb I. Vorys
Direct Dial (614) 464-6442
Facsimile (614) 719-5015
E-Mail - wivorys@vsssp.com

May 15, 2001

VIA OVERNIGHT CARRIER

Office of Chief Counsel
Division of Corporate Finance
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

RECEIVED
OFFICE OF CHIEF COUNSEL
DIVISION OF CORPORATE FINANCE
MAY 16 PM 3:19

Re: Shareholder Proposal Submitted by Lawrence A. Wolf

Ladies and Gentlemen:

We are writing on behalf of our client, Bob Evans Farms, Inc., a Delaware corporation (the "Company"), regarding paragraph three of a supporting statement (the "Supporting Statement") drafted in conjunction with a shareholder proposal (the "Proposal") submitted to the Company by Lawrence A. Wolf for inclusion in the Company's proxy statement and form of proxy for its 2001 annual meeting of shareholders (the "Proxy Materials").

On behalf of the Company, we hereby notify the Securities and Exchange Commission (the "Commission") that the Company intends to omit paragraph three of the Supporting Statement from its Proxy Materials pursuant to Rule 14a-8, as promulgated by the Commission under the Securities Act of 1934, as amended. We respectfully request, on behalf of the Company, that the staff of the Division of Corporate Finance (the "Staff") confirm that it will not recommend enforcement action to the Commission if the Company omits paragraph three of the Supporting Statement from its Proxy Materials for the reasons set forth below. To the extent that any such reasons are based on matters of law, this letter constitutes an opinion of counsel in accordance with Rule 14a-8(j).

I. The Proposal and Supporting Statement

A copy of the Proposal, which the Company received via facsimile on April 4, 2001, is attached hereto as Exhibit "A." The Proposal calls for the declassification of the Company's

May 15, 2001

Page 2

board of directors. The Proposal (excluding the Supporting Statement) is identical to a proposal Mr. Wolf has submitted to the Company in the past and which was included in the Company's 1999 and 2000 Proxy Materials. The Company believes that the following portion of the Supporting Statement submitted with Mr. Wolf's Proposal this year may be excluded from the Proxy Materials:

Our resolution to declassify the board of directors has received tremendous shareholder support. If not for one institutional shareholder, holding over 20% of BOBE's shares, the resolution would have passed last year in a landslide with 65% of the vote. This year, every shareholder needs to personally call that large shareholder, Ariel Capital Management at 1-800-292-7435 and speak with John W. Rogers, Jr. Ask Mr. Rogers to support the declassification of the board. Ask Mr. Rogers to support good corporate governance. Ask Mr. Rogers to support shareholder rights. Ask Mr. Rogers to hold the board accountable for the meager returns the shareholders have seen in the last ten years. Your phone calls are important. Mr. Rogers needs to hear from every one of us.

The Company finds paragraph three, the above referenced portion of the Supporting Statement, highly objectionable. Particularly, the Company believes it may exclude paragraph three of the Supporting Statement from the Proxy Materials for the following reasons:

1. Mr. Wolf attempts to redress a personal claim or grievance against a fellow shareholder in paragraph three, in violation of Rule 14a-8(i)(4); and
2. Paragraph three is not a "supporting statement" at all, but a call to action by Mr. Wolf designed to harass a fellow shareholder and confuse other shareholders as to the merits of the Proposal.

II. Grounds for Omission

A. Paragraph Three of the Supporting Statement Is Designed to Redress a Personal Claim or Grievance (Rule 14a-8(i)(4))

Rule 14a-8(i)(4) states that a shareholder proposal may be excluded from proxy materials where it "relates to the redress of a personal claim or grievance against the company or any other person." According to the Commission, the purpose of this Rule is to ensure "that the security holder proposal process [is] not abused by proponents attempting to achieve personal ends that are not necessarily in the common interest of the issuer's shareholders generally." Release No. 34-20091 (August 16, 1983). Further, the Commission has stated:

Rule 14a-8 is intended to provide security holders a means of communicating with other security holders on matters of interest to them as security holders. It is not intended to provide a means for a person to air or remedy some personal claim or grievance or to further some personal interest. Such use of the security holder proposal procedures is an abuse of the security holder proposal process, and the cost

May 15, 2001

Page 3

and time involved in dealing with these situations do a disservice to the interests of the issuer and its security holders at large.

Release No. 34-19135 (October 14, 1982). In addition, the Commission has recognized that a proposal may be omitted pursuant to Rule 14a-8(i)(4), even if the proposal is drafted in a neutral manner and posed to shareholders as a matter of general interest, where the facts underlying the proposal indicate that the proposal is merely a tactic designed to redress a personal claim or grievance. See Release No. 34-19135.

In paragraph three of the Supporting Statement, Mr. Wolf seeks to redress a personal claim or grievance against one of the Company's shareholders, Ariel Capital Management ("Ariel"). This portion of the Supporting Statement blames Ariel for the fact that Mr. Wolf's proposal was not adopted by the shareholders last year. It goes on to direct all shareholders to telephone Ariel to discuss the Proposal, even going so far as to include a specific employee's name and telephone number. Further, this paragraph does not relate to the merits of the Proposal, but is merely an attempt to harass Ariel in retaliation for Ariel's failure to support Mr. Wolf's proposal last year.

The Company believes that the existence of Mr. Wolf's personal grievance against Ariel is further supported by statements Mr. Wolf has made directly to the Company. Particularly, Mr. Wolf told the Company, when asked if he had spoken with anyone at Ariel regarding the Proposal, that he had not spoken to anyone at Ariel this year because he did not make any progress with them last year and thought Ariel needed to hear from the other shareholders. Ariel has informed the Company that it does not wish to be contacted by any shareholders regarding the Proposal. Ariel is also deeply concerned that its ordinary business operations could be adversely affected if it receives a large volume of calls from the Company's shareholders.

The Company believes that Mr. Wolf's statement to the Company, together with paragraph three of the Supporting Statement, indicates that Mr. Wolf wants shareholders to telephone Ariel merely because of a personal grievance against that shareholder. As a result, the Company believes that paragraph three of the Supporting Statement may be excluded pursuant to Rule 14a-8(i)(4).

The Staff has consistently taken the position that the shareholder proposal process is not the appropriate venue for a shareholder to redress personal claims or grievances against a company or any another person. See, e.g., Exxon Mobil Corporation (March 5, 2001) (granting no action request involving proposal designed to redress personal claim or grievance against company employee); Burlington Northern Santa Fe Corporation (February 1, 2001) (granting no action request involving six proposals submitted by a family of shareholders intended to redress personal grievance against company). In addition, the Commission has long recognized that, without the protection of Rule 14a-8(i)(4), shareholder proposals can be "used to harass" companies and other persons, which is an abuse of the shareholder proposal process. See, e.g., Release No. 34-19135; see also Exxon Mobil Corporation (March 5, 2001) (repeated submission of proposals in addition to the proponent's other activities seeking redress of his personal grievance, including sending massive

May 15, 2001

Page 4

documentation to other employees, including diary entries and handwritten notes, as well as various telephone calls to in-house lawyers, security personnel, and employees); Burlington Northern Santa Fe Corporation (February 1, 2001) (company requested that the Staff examine the proposal at issue in light of the proponent's obvious harassment efforts and long personal dispute with the company).

Consistent with the above authorities, the Company believes it may exclude paragraph three of the Supporting Statement as an attempt by Mr. Wolf to redress his personal grievance against Ariel. Like the proponents in the no action requests cited above, Mr. Wolf is abusing the shareholder proposal process because he is using his Supporting Statement as a vehicle to harass Ariel. As discussed above, Mr. Wolf's statement to the Company also supports this belief. Accordingly, the Company requests that Mr. Wolf's harassment of Ariel not be tolerated. Ariel, a Company shareholder just like Mr. Wolf, has the right to vote as it chooses and in whatever way it believes will best serve its interests. One shareholder should not have the ability to harass another shareholder simply for exercising its independent right to vote on shareholder proposals, a right which is generally afforded to all shareholders. As a result of the foregoing, the Company requests to exclude paragraph three of the Supporting Statement from its Proxy Materials pursuant to Rule 14a-8(i)(4).

B. Paragraph Three of the Supporting Statement Is a Call to Action, in Violation of the Spirit of the Commission's Rules and the Purpose of the Shareholder Proposal Process

Rule 14a-8 permits shareholders to submit proposals and statements to support the merits of those proposals. Paragraph three of the Supporting Statement is not a statement in support of the Proposal at all, but rather a call to action. Mr. Wolf's request that all shareholders telephone Ariel is designed to harass that shareholder for failing to support Mr. Wolf's previous proposals and confuse other shareholders by introducing irrelevant issues that have nothing to do with the merits of the Proposal. Accordingly, the Company believes that paragraph three of the Supporting Statement may be excluded from the Proxy Materials because it violates the general mandates of Rule 14a-8 by contravening the spirit of the Commission's Rules and abusing the shareholder proposal process.

The Commission has consistently taken the position that the shareholder proposal process is not meant to provide a vehicle whereby one shareholder may harass the Company or others. See Release Nos. 34-19135 and 34-20091. As discussed in detail above, the Commission's Rules, such as Rule 14a-8(i)(4), were designed to prevent this very occurrence by assuring that only matters of general interest which are relevant to the proposal at issue are included in shareholder proposals. See Release No. 34-19135. In addition, the Staff has ordered removal of portions of supporting statements where those portions introduce irrelevant issues that will have the primary effect of confusing shareholders about the real issues to be voted on. See Boise Cascade Corp. (January 23, 2001) (company permitted to exclude portions of supporting statement from proxy materials where those portions were irrelevant to the proposal, misleading and vague).

May 15, 2001
Page 5

As noted above, paragraph three is a call for shareholder action, indeed a call solely to harass another shareholder, not a statement in support of the Proposal. Paragraph three does not in any fashion relate to declassification of the board of directors, the overall merits of the Proposal or Mr. Wolf's opinions as to why he believes the board should be declassified. As such, paragraph three is irrelevant to the Proposal and merely detracts attention from the substance of the Proposal while confusing the real issue to be voted on by the shareholders. Accordingly, the Company believes that paragraph three may be excluded from the Company's Proxy Materials.

III. Conclusion

Based on the foregoing, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if paragraph three of the Supporting Statement is omitted from the Proxy Materials.

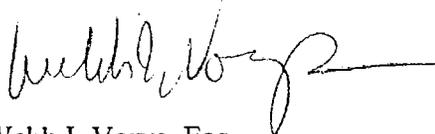
The Company anticipates that its 2001 Annual Meeting will be held on September 10, 2001, and that definitive copies of the Proxy Materials will be filed with the Commission on or about August 6, 2001. Accordingly, we would greatly appreciate the Staff's timely response to this request.

If the Staff disagrees with the Company's position, we would appreciate the opportunity to confer with the Staff prior to the issuance of its formal response. If you have any questions or need additional information, please call the undersigned at (614) 464-6442 or Mary L. Garceau at (614) 464-6349.

On behalf of the Company, we hereby file, pursuant to Rule 14a-8(j), six copies of this letter and the Proposal. We are simultaneously providing a copy of this submission to Mr. Wolf to advise him of the Company's intent to exclude paragraph three of the Supporting Statement from the Proxy Materials.

Finally, please acknowledge receipt of this letter by date-stamping the enclosed additional copy of this letter and returning it to me in the enclosed pre-addressed, stamped envelope.

Very truly yours,



Webb I. Vorys, Esq.

WIV/cgw

Enclosures

cc: Stewart K. Owens, Chairman and CEO, Bob Evans Farms, Inc.
Lawrence A. Wolf

EXHIBIT A**STOCKHOLDER PROPOSAL REGARDING ELIMINATION OF CLASSIFIED BOARD OF DIRECTORS**

Larry Wolf, 227 Elm Avenue, Wyoming, Ohio 45215-4347, claiming ownership for more than one (1) year of common shares of the company with a market value in excess of \$1,000 and that he will continue to hold the same through the date of the annual meeting, has submitted the following resolution and supporting statement for inclusion in this proxy statement and stated his intention to present same at the annual meeting.

***ELIMINATE CLASSIFIED BOARD OF DIRECTOR**

Resolved, that the stockholders of Bob Evans Farms, Inc. request the board of directors take the necessary steps, in accordance with state law to declassify the board of directors so all directors are elected annually, such declassification to be affected in a manner that does not affect the unexpired terms of directors previously elected.

SUPPORTING STATEMENT

Our stock is down 18% for 2001 through the first quarter. Since the end of 1991 the price of a share of BOBE has increased one dollar and twelve cents. Your return for being a loyal shareholder for almost ten years is less than one percent annualized.

Declassifying the board means each member of the board faces annual review by you, the shareholders and owners of the company. A declassified board is good corporate governance. A declassified board increases the accountability of the board to the shareholders.

Our resolution to declassify the board of directors has received tremendous shareholder support. If not for one institutional shareholder, holding over 20% of BOBE's shares, the resolution would have passed last year in a landslide with 65% of the vote. This year every shareholder needs to personally call that large shareholder, Ariel Capital Management at 1-800-292-7435 and speak with John W. Rogers, Jr. Ask Mr. Rogers to support the declassification of the board. Ask Mr. Rogers to support good corporate governance. Ask Mr. Rogers to support shareholder rights. Ask Mr. Rogers to hold the board accountable for the meager returns the shareholders have seen in the last ten years. Your phone calls are important. Mr. Rogers needs to hear from every one of us.

This is the year to declassify the board of directors. Your votes and phone calls are critical. A "YES" vote is a vote for strong corporate governance and accountability. A "YES" vote sends a message shareholders are not happy with Bob Evans Farms long-term performance. Remember a vote to "abstain" is the same as voting "no" to declassify the board of directors. Every "YES" vote is important.

I URGE YOUR SUPPORT FOR THIS RESOLUTION

Vorys, Sater, Seymour and Pease LLP

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June 4, 2001

VIA OVERNIGHT CARRIER

Office of Chief Counsel
Division of Corporate Finance
Securities and Exchange Commission
Judiciary Plaza
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: Bob Evans Farms, Inc. – Shareholder Proposal Submitted by
Lawrence A. Wolf

Ladies and Gentlemen:

This letter supplements our letter dated May 15, 2001 regarding a shareholder proposal (the "Proposal") submitted to our client, Bob Evans Farms, Inc. (the "Company"), by Lawrence A. Wolf for inclusion in the Company's proxy statement and form of proxy for its 2001 annual meeting of shareholders (the "Proxy Materials"). In our May 15 letter, we requested that the staff of the Division of Corporate Finance (the "Staff") confirm that it will not recommend enforcement action to the Securities and Exchange Commission (the "Commission") if the Company omits paragraph three of the statement in support of the Proposal (the "Supporting Statement") from the Proxy Materials. We respectfully request that the Staff consider the following additional argument in support of our request.

The Company believes paragraph three of the Supporting Statement may be omitted from the Proxy Materials pursuant to Rule 14a-8(i)(3). This Rule permits a company to omit from its proxy materials a shareholder proposal and any statement in support thereof "if the proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." Rule 14a-9 gives examples of what, depending upon particular facts and circumstances, may be misleading, including "material which directly or indirectly impugns character, integrity or personal reputation, or directly or indirectly makes charges concerning improper, illegal or immoral conduct or associations without factual foundation." The Staff has

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COMMUNICATIONS SECTION

June 4, 2001
Page 2

consistently recognized that supporting statements, or portions thereof, which are unrelated or irrelevant to the subject matter of the proposal may be confusing and misleading to shareholders in violation of Rule 14a-9 and are excludable pursuant to Rule 14a-8(i)(3) or its predecessor, Rule 14a-8(c)(3). See e.g., Freeport-McMoRan Copper & Gold Inc. (February 22, 1999); Cigna Corp. (February 16, 1988).

Paragraph three of the Supporting Statement is unrelated and irrelevant to the Proposal to declassify the Company's board of directors. It criticizes Ariel Capital Management ("Ariel") and John W. Rogers, Jr. for not voting in favor of Mr. Wolf's previous proposal to declassify the board and instructs the Company's shareholders to call Ariel and Mr. Rogers about the Proposal. The Commission has explained that the purpose of permitting a proponent to include a supporting statement is that it "can provide shareholders with background information that may be helpful in considering the proposal." Release No. 34-20091 (August 16, 1983). In no way can paragraph three of the Supporting Statement be regarded as providing "background information" with respect to the Proposal or as being "helpful" to the Company's shareholders "in considering the proposal." Paragraph three fails to discuss the merits of declassifying the Company's board of directors. Rather, it is simply a call to action to the over 40,000 shareholders of the Company designed to harass Ariel and Mr. Rogers for failing to support Mr. Wolf's previous proposal and to intimidate Ariel and Mr. Rogers into voting in favor of the Proposal this year. Paragraph three of the Supporting Statement does not provide the Company's shareholders with any information that would aid them in deciding whether or not to vote in favor of the Proposal.

In other cases where proponents attempted to include unrelated and irrelevant information in their supporting statements, the Staff permitted the exclusion of this information pursuant to Rule 14a-8(i)(3) because it was confusing and misleading to shareholders. For example, in Freeport-McMoRan Copper & Gold Inc. (February 22, 1999), a shareholder submitted a proposal urging the declassification of the company's board of directors. Portions of the supporting statement described a number of "shareholder topics" to be raised with the directors, including the company's compliance with the Foreign Corrupt Practices Act, discussion of political instability in Indonesia and use of a hovercraft by the company's directors. The Staff found that these portions of the supporting statement could be omitted pursuant to Rule 14a-8(i)(3) because they were irrelevant to the proposal and could be "false or misleading under Rule 14a-9."

Similarly, in Knight-Ridder, Inc. (December 28, 1995), a shareholder submitted a proposal urging the directors to redeem any shareholder rights plan unless the plan was approved by the shareholders. Three paragraphs of the supporting statement described Knight-Ridder's position on a strike against one of its newspapers and questioned the continued employment of one of the newspaper's employees. The Staff concluded that these paragraphs could be "confusing and misleading to shareholders because they are unrelated to the subject matter of the proposal" and were excludable pursuant to Rule 14a-8(c)(3). See also, Unocal Corp. (March 7, 1996) (portion of supporting statement related to the Myanmar government and Unocal's

June 4, 2001

Page 3

operations in Myanmar omitted as unrelated to subject matter of proposal calling for the adoption of a bylaw requiring the chairman to be an independent director); Rockefeller Center Properties, Inc. (March 30, 1993) (portion of supporting statement discussing benefits of environmental directors omitted as irrelevant to subject matter of proposal requesting adoption of cumulative voting procedures to elect directors); Cigna Corp. (February 16, 1988) (portion of supporting statement criticizing executive compensation excludable as unrelated to subject matter of proposal related to fair price and supermajority voting provisions); CBT Corp. (March 4, 1983) (portion of supporting statement describing shareholder protest at annual meeting of an unrelated company omitted as irrelevant to subject matter of proposal seeking inclusion of Form 10-K with annual report to shareholders). Therefore, paragraph three of the Supporting Statement may be omitted from the Proxy Materials, just as the unrelated and irrelevant information was omitted in Freeport, Knight-Ridder, Unocal, Rockefeller Center, Cigna and CBT.

Moreover, the inflammatory tone of paragraph three also violates Rule 14a-9 by indirectly impugning the character, integrity and personal reputation of Ariel and Mr. Rogers by suggesting that Ariel's vote on the declassification issue last year was wrong and that Ariel and Mr. Rogers do not "support good corporate governance," "shareholder rights" or "board accounta[bility]." Further, paragraph three violates Rule 14a-9 by indirectly charging improper conduct without factual foundation by insinuating that Ariel acted improperly in voting against Mr. Wolf's previous proposal to declassify the board and providing no real factual foundation as to why such a vote is improper. Therefore, paragraph three of the Supporting Statement violates Rule 14a-9 and is excludable pursuant to Rule 14a-8(i)(3). See Boise Cascade Corp. (January 23, 2001) (portions of supporting statement containing information irrelevant to the subject matter of the proposal, impugning the character of the company and making charges concerning improper conduct without factual foundation omitted pursuant to Rule 14a-8(i)(3)).

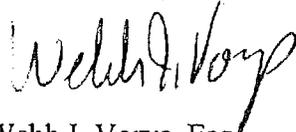
Based on the foregoing, we respectfully request that the Staff confirm that it will not recommend enforcement action to the Commission if paragraph three of the Supporting Statement is omitted from the Proxy Materials. If the Staff does not grant our request, we fear this will open the floodgates to additional attempts by proponents to use supporting statements as a means to harass other shareholders who have not voted in favor of their proposals. Each shareholder is entitled to vote in what it believes to be the best interest of the Company, without fear of intimidation by other shareholders.

We enclose five additional copies of this letter and an additional receipt copy. Please return the receipt copy in the enclosed pre-addressed, stamped envelope. We are simultaneously providing a copy of this letter to Mr. Wolf.

June 4, 2001
Page 4

If you have any questions or need additional information, please call the undersigned at (614) 464-6442 or Mary L. Garceau at (614) 464-6349.

Very truly yours,

A handwritten signature in black ink, appearing to read "Webb I. Vorys". The signature is written in a cursive, slightly slanted style.

Webb I. Vorys, Esq.

WIV/cgw

cc: Stewart K. Owens, Chairman and CEO, Bob Evans Farms, Inc.
Lawrence A. Wolf

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the Company in support of its intention to exclude the proposals from the Company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes administered by the Commission, including argument as to whether or not activities proposed to be taken would be violative of the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversary procedure.

It is important to note that the staff's and Commission's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly a discretionary determination not to recommend or take Commission enforcement action, does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the management omit the proposal from the company's proxy material.

June 6, 2001

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Bob Evans Farms, Inc.
Incoming letter dated May 15, 2001

The proposal requests that the board of directors take the necessary steps to declassify the board.

We are unable to concur in your view that Bob Evans Farms may exclude the entire third paragraph of the supporting statement under rule 14a-8(i)(3). However, there appears to be some basis for your view that a portion of the third paragraph of the supporting statement may be materially false or misleading under rule 14a-9. In our view, the third paragraph of the supporting statement must be revised to delete the sentences beginning "If not for one . . ." and ending ". . . from every one of us." Accordingly, we will not recommend enforcement action to the Commission if Bob Evans Farms omits only these portions of the third paragraph of the supporting statement from its proxy materials in reliance on rule 14a-8(i)(3). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Bob Evans Farms relies.

Sincerely,


Jonathan Ingram
Special Counsel

**DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS**

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June 1, 2005

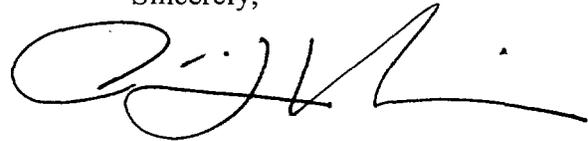
Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Bob Evans Farms, Inc.
Incoming letter dated May 4, 2005

The proposal relates to declassification of the board of directors.

There appears to be some basis for your view that Bob Evans Farms may exclude the proposal under rule 14a-8(e)(2) because Bob Evans Farms received it after the deadline for submitting proposals. We note in particular your representation that Bob Evans Farms did not receive the proposal until after this deadline. Accordingly, we will not recommend enforcement action to the Commission if Bob Evans Farms omits the proposal from its proxy materials in reliance on rule 14a-8(e)(2). In reaching this position, we have not found it necessary to address the alternative basis for omission upon which Bob Evans Farms relies.

Sincerely,

A handwritten signature in black ink, appearing to read 'M. Vilaro', with a long horizontal flourish extending to the right.

Mark F. Vilaro
Special Counsel