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Securities and Exchange Commission
100 F Street, N.E.,
Washington, DC 20549-1090

Attention: Ms. Elizabeth M. Murphy, Secretary
By e-mail: rule-comments@sec.gov

Subject: **Facilitating Shareholder Director Nominations**
Release nos. 33-9046; 34-60089; IC-28765; File Number S7-10-09

Dear Ms. Murphy:

Tenet Healthcare Corporation appreciates the opportunity to comment on the Securities and Exchange Commission's (the "Commission") proposed rules regarding shareholder director nominations as presented in Release Nos. 33-90446; 34-60089 and IC-28675.

We are an investor-owned, health care services company whose subsidiaries and affiliates principally operate general hospitals and related health care facilities. We strongly support good corporate governance practices. Our company has adopted a majority voting standard and director resignation policy in non-contested director elections. In addition, our Board has a mechanism to consider director nominees recommended by shareholders. As of August 1, 2009, Tenet's corporate governance quotient scores as reported by the RiskMetrics Group ranked higher than 99.2% of S&P 500 companies and 99.7% of Health Care Equipment & Services companies.

We appreciate the Commission's thoughtful and considered analysis of the relation between the federal proxy rules and the rights of shareholders under state corporate law to nominate and elect directors. In this letter, we wish to comment on the following proposals:

- The amendment of Rule 14a-8(i)(8) to permit shareholder proposals to amend a company's governing documents regarding director nomination procedures; and
- The adoption of Rule 14a-11 to establish a uniform process under federal law for shareholders to nominate and solicit votes for directors using company proxy materials.

1. Proposed Amendment to Rule 14a-8(i)(8) (Shareholder Proposal Process).

We support the proposed amendment to Rule 14a-8(i)(8) to permit shareholder proposals to amend, or request an amendment to, a company's governing documents regarding nomination procedures or disclosures related to shareholder nominations.

We believe that the shareholder proposal process has functioned as a highly effective instrument to effect changes in the corporate governance process. In recent years, the proposal process has resulted in the implementation of majority voting in uncontested director elections and the elimination of classified boards at a substantial number of S&P 500 companies. By amending Rule 14a-8(i)(8), we believe the Commission will enable shareholders and companies to develop over time a process for proxy access that is best tailored to the needs of individual companies and reflective of their individual capital structures, board structures and state corporate law requirements.

We also believe that the amendment of Rule 14a-8(i)(8) is the most cost-effective mechanism to implement proxy access since it does not require the implementation of a new and complex set of procedural rules. The mechanics of the shareholder proposal process are well understood by shareholders and companies and an expansion of the process to include proxy access proposals can be implemented with minimal cost and administrative burden.

2. Proposed Adoption of Rule 14a-11 (Proxy Access Rule).

For the following reasons, we urge the Commission to consider withdrawing the proposed proxy access rule, or at a minimum, delay its implementation until after the 2010 proxy season.

- Policy Considerations. We appreciate that the Commission has already taken into account the many competing policy arguments about the effect that shareholder-proposed nomination procedures might have on a company or its board. However, we respectfully request that the Commission give further consideration to the following concerns:
 - The proposed proxy access rule will result in an increased number of proxy solicitation contests. The increased costs of managing contested elections will be borne by the company and, ultimately, the company's shareholders. In addition, these contests will have the effect of diverting management and board resources from the day to day business of managing the company.
 - The proposed proxy access rule, and the potential threat of a proxy contest, could be used by shareholder groups to gain leverage in negotiating economic concessions that benefit the short-term objectives of specific shareholder groups over the long-term interests of the company and shareholders as an entirety.

In light of these concerns, we urge the Commission to consider imposing conditions on the use of the proxy access rules to ensure that these rules are applied only in the most compelling circumstances. We believe these conditions could take the form of:

- Higher ownership thresholds and more rigorous holding requirements;

- Reconsideration of the use of “triggering events” as contemplated by the Commission’s 2003 proposal;
 - Precluding the use of the proxy access rule in traditional contested elections; and/or
 - Requiring that persons nominated as candidates pursuant to the proxy access rules be independent of the nominating shareholder.
- Multiple Nominees – First In Standard. The proposed rule establishes a “first-in standard” under which the nominating shareholder that first provides notice to a company would be permitted to include its nominee in the company’s proxy materials. We believe this approach will have the unintended effect of encouraging shareholders to file notices as early as possible solely to preserve their potential nomination rights and discriminate against shareholders who wish to engage in discussions with a company or its board as an alternative to initiating a proxy solicitation process. We support the approach reflected in the Commission’s 2003 proposal of having the shareholder or group that owns the most shares prevail in the case of the submission of multiple nominees.
 - Nominees Must Meet Director Eligibility Standards. Rule 14a-11 addresses independence standards under national securities exchange rules. However, it does not address other independence standards that a board may impose on its members in accordance with the listing requirements of the New York Stock Exchange. In addition, it does not address eligibility standards applicable to directors under applicable law, including compliance with antitrust rules under Section 8 of the Clayton Antitrust Act.
 - Nominees Must Comply with Board Governance Guidelines. The proposed rule does not address the obligation of shareholder-nominated directors to comply with a board’s corporate governance guidelines. These guidelines commonly include restrictions relating to minimum and maximum age of directors and nominees, limitations on the maximum number of public company boards upon which directors may serve, and limitations on the number of directors who can serve together on a separate company’s board.

The proposed rule also does not address the obligation of shareholder-nominated directors to comply with other requirements commonly imposed by boards on their members, including requirements that directors or nominees:

- make certain disclosures to the company regarding transactions with the company and its affiliates, transactions in company equity and debt securities, membership on public company boards and other information commonly solicited in a director and officer questionnaire;
 - commit to attend a specified percentage of meetings;
 - comply with minimum stock ownership requirements and retention guidelines; and/or
 - comply with a company’s confidentiality, insider trading, ethics and conflict of interest policies.
- Voting Mechanics. Under current practice, shareholders in contested elections choose between two sets of proxy cards - one for management’s candidates and the other for non-

management candidates. If the proposed rule is implemented, we believe that the Commission should consider additional modifications to Rule 14a-4 to reduce the potential confusion resulting from the use of a “universal proxy card,” including use of uniform voting instruction and legend requirements. In addition, we request that the Commission reconsider its proposed modification of Rule 14a-4 to prohibit the granting of authority to a proxy committee to vote for the Company’s nominees. We believe that shareholders should be entitled to elect this option if they wish.

- Role of the State Legislatures. We urge the Commission to consider a delay in the implementation of Rule 14a-11 to allow state legislatures adequate time to adapt their corporate laws to take into account the proposed federal proxy access rule. We are a Nevada corporation. The 2009 legislative session of the Nevada state legislature has recently ended and the next session is not scheduled to commence until 2011. We are concerned that the implementation of a federally mandated proxy access rule in advance of the next meeting of the Nevada legislature could create unintended conflicts between state and federal corporate legal procedures.

We appreciate the opportunity to comment on these important proposals and would be happy to provide further information or analysis to the extent that the Commission would find it useful.

Respectfully submitted,



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