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Ellen J. Kullman
Chief Executive Officer

August 17, 2009

Elizabeth M. Murphy, Secretary
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Facilitating Shareholder Director Nominations
Release Nos. 33-9046; 34-60089; IC-28765; File No. S7-10-09

Dear Ms. Murphy:

I am writing to share my concerns about the above-referenced proposal and to express my support of the comments submitted by the Business Roundtable, the Society of Corporate Secretaries & Governance Professionals, and others offering perspectives from the issuer community.

These comments are provided in my capacity as Chief Executive Officer and a director of the DuPont Company. Our company operates in more than 70 countries, with 60,000 employees worldwide, and 2008 revenues of \$30.5 billion. With nearly a billion shares outstanding, DuPont is dedicated to maintaining strong governance practices that support long-term value for our over 700,000 shareholders. I believe strongly that the "one size fits all" model mandated by proposed Rule 14a-11 will not result in better governance. An amendment to Rule 14a-(i)(8), would, however, provide a mechanism for the development of a process access approach tailored to the specific circumstances at a given company, and represents a preferable alternative to proposed Rule 14a-11.

Adoption by the Commission of an amendment to Rule 14a-8(i)(8) to facilitate shareholder proxy access is the appropriate step at this time. The many recent changes in the director nomination and election process, including, most notably, the adoption of majority voting for directors, the elimination of broker discretionary voting, and the amendment to the Delaware General

Corporation Law to provide statutory authority for adoption of bylaw amendments to provide a process for shareholder-proposed nominees to be included in a company's proxy materials, all give shareholders strengthened influence in the director election process. If after several years' experience with an amended Rule 14a-8(i)(8) it becomes clear that the objectives expressed by the Commission in its proposing release are not satisfied, the blunter tool of proposed Rule 14a-11 could be considered. I request that you first give U.S. companies and their shareholders the time to work together to develop solutions appropriate for their individual situations.

If the Commission chooses to adopt proposed Rule 14a-11 despite the concerns raised regarding the proposal, please consider the following modifications:

- Any final rule should not apply where a company's shareholders or board have adopted a proxy access or proxy reimbursement bylaw.
- Triggers should be adopted so that the federal proxy access right applies only to companies with a demonstrated need for greater director accountability (including, for example, a company's failure to act on a shareholder proposal receiving a majority of votes cast).
- Shareholders should be eligible to nominate proxy access directors only if the shareholders hold a significant percentage of a company's shares – at least five percent for individuals and ten percent for groups.
- A shareholder should not be able to nominate a proxy access director for at least three years if the shareholder's prior proxy access nominee failed to receive at least twenty-five percent of the votes cast.
- The number of proxy access nominees should be limited to one director.
- A proxy access nominee should be required to satisfy the company's director qualification and independence standards and should be prohibited from being affiliated with the nominating shareholder.

- Practical, workability issues with proposed Rule 14a-11, including the significant burden on SEC resources, should be addressed.

My comments are not intended to be all-inclusive, but rather to highlight issues I consider to be of greatest importance to our company. I welcome the opportunity to participate in this process, and thank you for your consideration of these comments.

Respectfully submitted,



Ellen J. Kullman
Chief Executive Officer

cc: The Honorable Mary L. Schapiro, Chairman
The Honorable Kathleen L. Casey, Commissioner
The Honorable Elisse B. Walter, Commissioner
The Honorable Luis A. Aguilar, Commissioner
The Honorable Troy A. Paredes, Commissioner
Ms. Meredith B. Cross, Director, Division of Corporation Finance
Mr. David M. Becker, General Counsel and Senior Policy Director
Ms. Kayla J. Gillan, Senior Advisor to the Chairman