

August 17, 2009

Ms. Elizabeth M. Murphy
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: *File No. S7-10-09*
Release No. 34-60089
Facilitating Shareholder Director Nominations

Dear Ms. Murphy:

Automatic Data Processing, Inc. ("ADP"), with nearly \$9 billion in revenues and approximately 570,000 clients, is one of the world's largest providers of business outsourcing solutions. Ten of its eleven directors are independent. Our board has worked hard to recruit directors with diverse, senior-level business backgrounds in order to ensure that a wide range of independent experience, expertise and insight is represented in its deliberations. It should be noted that ADP is one of only a handful of U.S. industrial companies rated "AAA" by both major credit-rating agencies, demonstrating the strength of its business model and its financial stability.

We believe that the proposed election contest rules should only apply if it is demonstrated that there is a need for greater director accountability, and then in ways that ensure that the interests of *all shareholders* are protected. Unless this is done, we believe the practical impact on board dynamics will be to denigrate, rather than to enhance, good corporate governance practices.

Director Accountability

We believe that the following two events would indicate that there is a need for greater director accountability:

- a board-nominated director nominee does not receive a majority of the votes cast in an uncontested election but continues to serve on the board (i.e. we amended our by-laws in 2006 to provide for majority voting in such a way that this could not, as a practical matter, occur); and
- a shareholder proposal is supported by a majority shareholder vote and the board does not respond to such proposal within six months and publicly disclose its response.



Protecting the Interests of All Shareholders

We believe that there should be threshold ownership and holding period requirements for nominating shareholders if the proposed election contest rules are adopted. The threshold ownership requirement for individual shareholders should be at least 2% of a company's voting securities; such securities should have been held for at least one year.

We believe the proposed election contest rules must address the real possibility that shareholders might nominate affiliated "special interest" or "single issue" directors who advance the relatively narrow agendas of the shareholders who nominated them. In order to avoid this, there should be very limited relationships between a nominating shareholder or group and their director nominee or nominees who must meet clearly prescribed "director independence" criteria.

Finally, a shareholder's right to nominate director candidates in successive years should be linked to the success of the shareholder's candidates in previous elections. A shareholder whose nominee fails to receive significant support (*e.g.*, at least 15% of the votes outstanding) should not be permitted to use the proposed election contest rules for the next two years.

Very truly yours,

A handwritten signature in black ink, appearing to read 'James B. Benson', is positioned above the typed name. The signature is fluid and cursive, with a large initial 'J' and 'B'.

James B. Benson
General Counsel/Corporate Vice President