



September 15, 2009

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**VIA E-MAIL (rule-comments@sec.gov)**

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

Re: Securities and Exchange Commission File No. S7-13-09; Release No.34-60280  
Proxy Disclosure and Solicitation Enhancements

Dear Ms. Murphy:

Wisconsin Energy Corporation (“Wisconsin Energy”) appreciates the opportunity to comment on the proposed proxy disclosure and solicitation enhancements set forth in Release No. 34-60280 (the “Release”), issued by the Securities and Exchange Commission (the “Commission”) on July 17, 2009. Wisconsin Energy (NYSE: WEC) is a well-known seasoned issuer with a market capitalization of over \$5 billion. Wisconsin Energy is a holding company with wholly owned state-regulated electric and gas utility subsidiaries and non-utility energy subsidiaries. Wisconsin Energy’s principal subsidiary is Wisconsin Electric Power Company, the largest electric utility in the State of Wisconsin.

As discussed below, Wisconsin Energy believes changes should be made to certain of the proposed rules set forth in the Release, particularly with respect to the enhanced director disclosures, the additional compensation consultant disclosures and the proposed amendments to Rule 14a-2(b). In addition, Wisconsin Energy does not believe the Commission should take certain actions identified in the “Other Request for Comments” section of the Release.

***Enhanced Director and Nominee Disclosure***

The Commission has proposed amending Item 401 of Regulation S-K to require companies to disclose the particular experience, qualifications, attributes or skills that qualify each director or nominee to serve as a member of the board of directors. In the Release, the Commission asked for comments as to whether the proposed amendments provide investors with important information regarding directors and nominees for director. For the reasons described below, Wisconsin Energy does not believe the proposed disclosure requirements would provide investors with meaningful additional information.

Wisconsin Energy believes that in assembling a well-rounded board of directors, nominating committees look at the attributes of the proposed group of nominees as a whole, rather than focusing on individual attributes. The newly proposed disclosures would be inconsistent with

the collective approach used by most nominating committees. In addition, existing rules require disclosure of minimum qualifications a company has established for individual directors. As disclosed in Wisconsin Energy's 2009 proxy statement, the nominating committee of its board of directors considers the following characteristics, which are reviewed annually, when evaluating individual candidates: proven integrity, mature and independent judgment, vision and imagination, ability to objectively appraise problems, ability to evaluate strategic options and risks, sound business experience and acumen, relevant technological, political, economic or social/cultural expertise, social consciousness, achievement of prominence in career, familiarity with national and international issues affecting the Company's businesses, contribution to the Board's desired diversity and balance and availability to serve for five years before reaching the directors' retirement age of 72 as set forth in the Company's Corporate Governance Guidelines. As is shown by the existing disclosures, many of these factors are intangible in nature. Wisconsin Energy does not believe meaningful disclosure of these intangible factors can be provided on an individual basis.

In the Release, the Commission has also asked for comments as to whether the proposed individual director qualification disclosures should extend to board committees. For the reasons set forth above, Wisconsin Energy does not believe that these disclosures should extend to qualifications for particular board committees. In addition, Wisconsin Energy does not believe that directors are typically identified for service on a particular board committee (other than directors who qualify as audit committee financial experts). Rather, independent directors often rotate among committees in order to obtain a better overall perspective of the issues facing a company.

#### ***New Disclosure Regarding Compensation Consultants***

The Commission has proposed amending Item 407 of Regulation S-K to require each registrant to include additional disclosures regarding any compensation consultant retained by the registrant if the compensation consultant plays any role in determining or recommending the amount or form of executive compensation. Wisconsin Energy believes the proposed rule should apply only where a compensation consultant is providing advice on executive compensation and not where a compensation consultant's only role in the executive compensation process is to provide market-based survey data to a company. In this circumstance, the compensation consultant is simply providing objective data and the conflict of interest concerns underlying the proposed rule are not present.

#### ***Proxy Solicitation Process***

Under Rule 14a-2(b), a shareholder may solicit other shareholders without being required to comply with the federal proxy rule disclosure requirements, provided that the shareholder does not furnish or request a revocation of a proxy, consent or authorization. The proposed amendment to Rule 14a-2(b) would provide that a shareholder who solicits other shareholders and provides such shareholders with a blank, unmarked copy of management's proxy card has not furnished or requested a revocation of a proxy, consent or authorization. Wisconsin Energy

believes that the proposed amendment would completely undermine the basis of the exemption provided by Rule 14a-2(b). In particular, Wisconsin Energy believes the U.S. Court of Appeals for the Second Circuit was correct when it noted that the goal in sending out duplicative proxy cards must be to encourage shareholders who have already voted to revoke their votes. See MONY Group, Inc. v. Highfields Capital Mgmt. L.P., 368 F.3d 138. By allowing delivery of an unmarked blank proxy card, a shareholder can solicit other shareholders to take action and can provide the mechanism for the other shareholders to take action. In such a case, the soliciting shareholder should be required to provide the full disclosures required under the federal proxy rules.

#### *Other Requests for Comment*

In the Release, the Commission noted that it was exploring other ways to improve proxy disclosures and requested comments on certain matters under consideration. Wisconsin Energy would like to offer comments on three of the matters under consideration – expansion of the executive compensation disclosure requirements to all executive officers, elimination of the substantial competitive harm exemption for disclosure of performance targets and requiring disclosure regarding whether a member of the compensation committee has expertise in compensation matters.

In the Release, the Commission asked for comments on whether it should require companies to provide disclosure of the compensation paid to each executive officer. Wisconsin Energy does not believe that the Commission should adopt such a requirement. Under the existing executive compensation disclosure requirements, Wisconsin Energy's 2009 proxy statement included approximately 30 pages of disclosures regarding executive compensation. By requiring additional disclosures for all executive officers, the already lengthy and complex disclosures would be expanded significantly. Given that the compensation of the five most highly compensated executive officers is already presented, Wisconsin Energy believes that the additional disclosures would simply provide more information, rather than meaningful additional information to investors.

In addition, Wisconsin Energy believes the Commission should not adopt rules that would eliminate the substantial competitive harm exemption for disclosure of performance targets. Wisconsin Energy does not see how shareholders of a company would benefit from disclosures that would cause their company to experience substantial competitive harm. Rather than eliminating this exemption, the Commission should continue to require companies to fully justify the basis of the substantial competitive harm if the information is excluded. While it would appear more difficult to justify excluding information that relates to completed periods, the Commission should continue to allow companies to exclude such information if there is a basis for substantial competitive harm.

Wisconsin Energy also believes the Commission should not adopt rules that would require disclosure as to whether a member of the compensation committee has expertise in compensation matters. Requiring this disclosure may have the unintended consequence of creating an

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implication that a director that lacked such "expertise" is not qualified to serve on a company's compensation committee. Directors who possess the characteristics described above under "Enhanced Director and Nominee Disclosure" add the value and judgment Wisconsin Energy is looking for in its compensation committee members. In addition, Wisconsin Energy believes that any such "expertise" is difficult to define and too subjective for such disclosure to have any real value for shareholders.

If the Commission has any questions regarding this letter, please contact Joshua M. Erickson at (414) 221-2544.

Respectfully submitted,



James C. Fleming