



State of Wisconsin Investment Board

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April 10, 2006

Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-9303

**RE: File Number S7-03-06
Executive Compensation and Related Party Disclosure**

Dear Ms. Morris:

I am writing on behalf of the State of Wisconsin Investment Board (SWIB) which is responsible for investing over \$76 billion in assets for over 527,000 retirement system participants. As a large institutional investor, SWIB has a significant financial interest in the U.S. marketplace. While we believe well designed compensation plans are critical to attract and retain qualified management, we believe greater disclosure is necessary to provide more complete information to shareholders, strengthen the connection between compensation levels and performance metrics, and limit excessive pay structures.

Specifically, SWIB supports the Commission's new proposal requiring companies to disclose a compensation committee's discussion of the reasoning and process for determining compensation levels, plan components and related performance metrics. We believe this disclosure will help shareholders better understand the logic behind plan components and the degree to which levels of pay are commensurate with performance.

SWIB also strongly supports the inclusion of performance graphs and summary compensation tables. We believe this will provide a more comprehensive representation of executive pay, more consistent and mutually accepted means for company comparisons, and a single source for compensation analysis.

Disclosure and transparency have proven invaluable in helping investors make well informed investment decisions. We believe the heightened awareness associated with the Commission's focus on compensation will also result in better director accountability to shareholders. We commend the Commission and its staff for their time and effort in addressing compensation disclosure and for recognizing its importance. It is our hope that the Commission will move expeditiously to implement the new disclosure rules for

the 2007 proxy season. Should you have any questions, please contact me at (608) 261-2381.

Sincerely,

David C. Mills
Executive Director

cc: SWIB Board of Trustees
Lori Wersal, Director of Corporate Governance