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January 16, 2007

Nancy M. Morris, Secretary
Securities and Exchange Commission
100 F Street, Northeast
Washington, D.C. 20549-1090

Re: File No. S7-03-06 (Executive Compensation Disclosure)

Dear Ms. Morris:

I am writing on behalf of the Teachers Insurance and Annuity Association and College Retirement Equities Fund (“TIAA-CREF”). TIAA-CREF is a national financial services organization with over \$370 billion in combined assets under management and is the leading provider of retirement savings products and services in the academic, research, medical and cultural fields. CREF, one of Wall Street’s biggest investors, holds shares in more than 6,300 publicly traded companies.

This letter is in response to the Commission’s adoption, as interim final rules, of amendments to the disclosure requirement for executive compensation. For the reasons discussed below, we request that the Commission reconsider its decision and rescind these amendments.

Under the rules adopted on November 7, 2006, companies are required to report the aggregate fair value of equity awards at grant date in the Summary Compensation Table. We support this provision and the requirement that companies disclose a total compensation figure for each named executive officer. The amendments, which we do not support, would permit companies to report the compensation cost of stock and option awards over service periods rather than calculating and disclosing their full present value at grant date.

The justification for the amendments appears to be to conform reporting of stock and option awards to financial accounting practices. Our view is that executive compensation disclosure and financial reporting are separate and distinct. We believe that reporting the aggregate fair value of awards in the Summary Compensation Table is important to give an accurate representation of the compensation committee’s actions and intentions in any given reporting period.

We recognize that under the proposed amendments the Commission would require disclosure of the aggregate fair value of awards in a supplemental table. However, we believe this approach is less effective from a governance perspective. One of the serious practical consequences would be reduced comparability. For example, the value reported for two executives who receive identical equity awards could be significantly different depending upon non-financial factors such as their retirement eligibility. This and other variables, including different vesting periods, would lead to lack of comparability, inconsistency and confusion among investors (and possibly among authorizing directors) regarding what the numbers in the Summary Compensation Table represent.

We believe the Commission's last-minute amendments will have the undesirable effect of undermining important goals of the compensation disclosure rules that are widely endorsed by investors and accepted by the business community as well. We urge the Commission to give priority to these important goals: (1) directors should be fully aware of the total present value of the compensation packages they authorize; (2) this cost should be disclosed to shareholders in a single number; and (3) the comparability of compensation among companies and from year to year should be clearly discernible by investors. We believe that these goals are of such importance that the Commission should rescind the amendments.

Sincerely,

/s/ John C. Wilcox