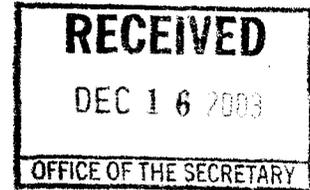


DELPHI

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Logan G. Robinson
Vice President & General Counsel

December 9, 2003

Jonathan G. Katz
Secretary
U.S. Securities and Exchange Commission
450 Fifth Street NW
Washington, DC 20549-0609



Re: File No. S7-19-03

Dear Mr. Katz:

On behalf of Delphi Corporation, a Delaware corporation with \$27.4B in annual revenues and more than 187,000 employees worldwide, I appreciate this opportunity to provide comments on the Securities and Exchange Commission ("SEC") proposal to require companies to include shareholder nominees for directors in company proxy materials (the "Proposed Rules").

Delphi has long been a strong supporter of good corporate governance. We supported enactment of the Sarbanes-Oxley Act of 2002, and we appreciate the SEC's efforts to implement the Act. We also support the newly revised New York Stock Exchange corporate governance listing standards, which we believe will foster sound corporate governance. In fact, Delphi was in compliance with the major corporate governance reforms of the NYSE new listing standards and the provisions of the Sarbanes-Oxley Act well before their implementation. Independent directors have always comprised a significant majority of Delphi's Board. We have audit, compensation and governance committees, each comprised solely of independent directors. Our non-management directors meet without management each Board meeting. Delphi has had a lead director since its inception.

Based on our experience, we believe that the Proposed Rules will not represent an improvement in corporate governance. Instead, they will result in divisive, contested director elections and the consequent need to expend significant corporate resources in support of board-nominated candidates. Despite the SEC's desire for independence standards, there is still the risk of the nomination and election of special interest directors who will further the agenda of the shareholders who nominated them, rather than the interests of all shareholders. Moreover, the Proposed Rules could lead to the creation of divisive boards that have difficulty functioning as a team. Such management by referendum and patronage could stifle the innovation that is an essential characteristic of American business.

We are also concerned that permitting shareholders to place nominees in company proxy materials would undercut the role of the board and its nominating committee in the important process of nominating director candidates. This is inconsistent with NYSE listing standards, which strengthen the role and independence of boards of directors and board nominating committees. Moreover, bypassing the nominating committee, which must be composed solely of independent directors under the NYSE listing standards, would diminish board accountability to shareholders.

For all of these reasons, we oppose the adoption of the Proposed Rules. Instead, we believe that the SEC should permit the significant corporate governance reforms enacted by Congress, the SEC, the NYSE and NASDAQ to become fully operational. If the SEC nevertheless proceeds to consider adoption of the Proposed Rules, we strongly urge it to consider significant modifications in the rules to better accord with the SEC's stated intent of targeting a small number of unresponsive companies. As proposed, the rules would affect many U.S. public companies – regardless of their corporate governance practices or their responsiveness to shareholders. In particular, the trigger based on a majority-vote shareholder proposal to activate shareholder access would apply to any company, not merely those companies that have failed to respond to shareholder concerns.

Finally, the Proposed Rules do not adequately consider the realities of the proxy process, including the considerable influence of proxy voting guidelines of institutional investors and Institutional Shareholder Services ("ISS"). It is likely that ISS, as well as many institutional investors, will revise their proxy voting guidelines to support shareholder access proposals, and many shareholders will vote in favor of such proposals at all companies, if for no other reason than to make access available in case a company is not responsive in the future. If access to company proxy materials is to be required, the SEC must revise the Proposed Rules to account for these realities and to target only those companies where shareholders have not had adequate access to an effective proxy process.

In conclusion, we urge the SEC to permit the existing corporate governance reforms to work before proceeding with the Proposed Rules. If, however, the SEC determines to move forward with the Proposed Rules, we believe the rules should be significantly modified to address the concerns outlined above. Finally, we urge the SEC to extend the comment period for the Proposed Rules, as we believe the existing 60-day comment period is insufficient for interested parties to comprehensively review, comment on, and provide requested information on the Proposed Rules.

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Thank you for considering our concerns. If you would like to discuss these comments or any other issue, please do not hesitate to contact me at 248-813-2537.

Sincerely,



Logan G. Robinson
Vice President and General Counsel
Delphi Corporation

cc: Hon. William H. Donaldson, Chairman, U.S. Securities and Exchange Commission
Hon. Paul Atkins, Commissioner
Hon. Roel Campos, Commissioner
Hon. Cynthia A. Glassman, Commissioner
Hon. Harvey Goldschmid, Commissioner
Giovanni P. Prezioso, General Counsel
Alan L. Beller, Director, Division of Corporation Finance