FPL Group, Inc., 700 Universe Boulevard, Juno Beach, Florida 33408

August 14, 2009

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

Re: File No. S7-10-09
Release Nos. 33-9046, 34-60089, IC-28765 (the "Proposing Release")
Proposed Rule: Facilitating Shareholder Director Nominations

Dear Ms. Murphy:

This letter is submitted on behalf of FPL Group, Inc. ("FPL Group" or the "Company"), which is a public company with annual revenues in 2008 of $16.4 billion that is nationally known as a high-quality, efficient, and customer-driven organization focused on energy-related products and services. FPL Group has approximately 15,000 employees and over 200,000 shareholders (registered and beneficial).

FPL Group appreciates this opportunity to provide its views for consideration by the Commission in connection with the above-referenced proposed rule on facilitating shareholder director nominations.

Introduction

FPL Group is proud of its commitment to corporate governance. Its board of directors is not classified, eleven out of twelve of its directors are independent, its directors are elected annually and majority voting in the election of directors has been in place for many years. Ethisphere has named the Company among the World's Most Ethical Companies for three consecutive years, Fortune has named FPL Group as industry champion on its Most Admired Companies list for three consecutive years and the Company is a member of the Business Ethics Leadership Alliance.

FPL Group has a Governance & Nominating Committee composed entirely of independent directors who take seriously their responsibilities to ensure that our directors are a diverse group of individuals with the skills, expertise, experience and integrity necessary to best serve the Company's shareholders.

FPL Group does not believe that a mandatory, one-size-fits-all federal proxy access system is necessary at this time. Instead, we believe that the Commission could achieve its objectives through more balanced means by amending Exchange Act Rule 14a-8(i)(8) to permit shareholder proposals relating to proxy access. If the Commission nevertheless decides to adopt Exchange Act Rule 14a-11, FPL Group believes that significant changes must be made to the rule as proposed in the Proposing Release for workability and to balance the costs of implementation against the potential benefits to be derived.

While understanding of the proposed amendments to Exchange Act Rule 14a-8(i)(8) to remove federal impediments to the rights of shareholders created under state law, FPL Group opposes a mandatory, universal "proxy access" system as proposed under Exchange Act Rule 14a-11

FPL Group recognizes that the right to vote in the election of directors is a significant shareholder right. We support an effective and meaningful voice for shareholders in the director election process. However, we do not believe that adopting proposed Exchange Act Rule 14a-11 is the appropriate way to achieve this goal. Adoption of this rule would impose a "one-size-fits-all" approach, depriving shareholders and companies of the choices they would otherwise have under state law. For example, under state law, shareholders and companies may choose not to adopt shareholder proxy access, or to adopt shareholder access under different standards with respect to, among other things, required level of ownership, duration of ownership, type of ownership, maximum number of nominees, determining priority among nominees and relationships between nominator and nominees. Adopting the proposed amendments to Exchange Act Rule 14a-8(i)(8) to permit shareholder proposals relating to proxy access would give shareholders the flexibility to adopt a system that is most appropriate for their company.

We believe that creating a mandatory one-size-fits-all federal shareholder proxy access right could turn all director elections into contests, thereby politicizing the director election process, which is likely to result in divisive elections and the need to expend significant corporate resources in support of board-nominated candidates. It would also increase the costs of director elections and shift the costs of proposing nominees from particular shareholders to the company and, ultimately, to all of the company's shareholders. If proposed Exchange Act Rule 14a-11 is adopted, it will increase the costs of preparing and disseminating company proxy materials. Among other things, public companies will be forced to expend substantial time and resources

reviewing information that shareholders provide about their nominees, conducting any necessary follow-up with shareholders and incorporating the information into the proxy statement.

Further, the prospect of such an annual election contest could discourage qualified, independent directors from serving on boards. It may also facilitate the election of "special interest directors" who represent the interests of the shareholders nominating them, not the interests of all shareholders or the company as a whole. The end result would be to jeopardize long-term shareholder value by compromising the Board's ability to act in the long-term best interests of the company and all shareholders.

Adding shareholder nominees to company proxy statements is likely to significantly increase the length of those proxy statements. When added to the other new proxy disclosures separately proposed by the Commission, already-lengthy proxy statements will become much longer. FPL Group's proxy statement in 2009 was 92 pages, plus an appendix. We estimate that if all the Commission's current proposals are adopted, the Company's proxy statement in the future will easily exceed 100 pages and may well exceed 150 pages. This will almost certainly reduce the number of shareholders who will take the time to read the proxy statement and cast an informed vote. In addition, it is likely to increase the power and influence of unregulated proxy advisory firms who do not own shares in the Company and who may be attempting to advance agendas unrelated to increasing shareholder value.

The proposed proxy access rules also fail to recognize the legal requirements and fiduciary duties applicable to boards of directors and their nominating committees in selecting nominees for board membership, which require consideration of a nominee's expertise, experience and independence. FPL Group shareholders currently may recommend director candidates to its Governance & Nominating Committee for consideration. Omitting the thoughtful consideration of the Governance & Nominating Committee from the director nomination process may lead to director nominees who do not meet applicable independence standards (as the shareholder making the nomination would likely not be in possession of information sufficient to make such determination), do not possess the requisite experience and may not be qualified to serve on board committees, none of which benefits shareholders as a group.

For the foregoing reasons, FPL Group strongly urges the Commission to reject proposed Exchange Act Rule 14a-11.

Significant changes to proposed Exchange Act Rule 14a-11 are necessary if the Commission nevertheless determines to adopt mandatory universal proxy access

While we do not support the adoption of a mandatory, universal proxy access system at this time, if the Commission does determine to adopt proposed Exchange Act Rule 14a-11 and the amendments to Exchange Act Rule 14a-8(i)(8), it should provide that proxy access shareholder proposals may contain different conditions (*e.g.*, ownership thresholds, duration of ownership, type of ownership, maximum number of nominees, determining priority among nominees and relationships between nominator and nominees) than those contained in Exchange Act Rule 14a-11, and that those different conditions, if approved by shareholders, will supersede the standards set forth in proposed Exchange Act Rule 14a-11.

In addition, proposed Exchange Act Rule 14a-11 should only apply to companies with a demonstrated need for greater director accountability. Triggers should be established to determine that need. For example, the federal proxy access right might apply to companies requiring government bailouts or which have been convicted of criminal activity.

To balance against the cost and disruption to the company of proxy contests with remote chances of success, shareholders of companies which are large accelerated filers should be eligible to nominate proxy access directors only if they hold a significant percentage of the company's shares (*e.g.*, at least 5% for individual shareholders and 10% for groups of shareholders) for a significant period of time (*e.g.*, three years). Ownership of a net long position should be required, and the shareholder should be required to disclose all positions held. In addition, each nominating shareholder should be required to represent that it has not hedged or otherwise divested itself of economic interest in the requisite shares during the holding period. Disclosure should also be required of any arrangement that affects the proponent's voting or economic rights. Given the possibility of the de-coupling of economic interests from voting rights, FPL Group believes that other shareholders need to be aware of this information about the proponent to have a clear and complete understanding of each nominating shareholder's interest. In addition, we believe proposed Exchange Act Rule 14a-11 should require each nominating shareholder to represent that it is its intention to continue to hold the securities for some minimum period beyond election if its nominee is elected – such as the initial term of service of the director. Requiring such a representation would discourage the nomination of "special interest" directors who would focus on single issues and not the broader, long-term interests of the company.

In order to ensure that unsuccessful nominees are not repeatedly resubmitted to the detriment of better qualified potential nominees who are more likely to receive broader shareholder support, a shareholder should not be permitted to nominate proxy access directors for some period of time (*e.g.*, three years) if the shareholder's prior proxy access nominee failed to receive a significant percentage of votes cast (*e.g.*, 30% of votes cast).

The number of proxy access nominees should be limited to one director, and if one director has been elected, that director should be considered to be a "proxy access" director for at least the three succeeding annual meetings, even if he or she is subsequently nominated for re-election by the board of directors.

In the case of multiple proxy access nominees, we believe that the nominee timely submitted by shareholder(s) who have held company shares the longest should be included, rather than the first one as proposed by the Commission. We further believe that a withdrawal of a "first in" nomination should not then allow the "second in" nomination to become eligible for "first in" status under Exchange Act Rule 14a-11, as we will need to have clarity as to the universe of potentially eligible shareholders by the time of the Rule 14a-11 nomination deadline.

The proxy access nominee should be prohibited from being affiliated with the nominating shareholder(s) and should be required to satisfy the company's director qualification/independence standards. Companies should not be required to include in the proxy statement a director who would not be independent and who could therefore not serve on most board committees.

We believe the proposed rules do not allow adequate time for companies to review and evaluate Schedule 14N and to challenge the inclusion of shareholder nominees where appropriate. The rules should establish a uniform federal requirement providing a minimum of 150 days prior to the date of the prior year's proxy statement for submission of Schedule 14N. In addition, we believe the time period for submission of Schedule 14N to the company should be limited as to the first date for submission as well as the last date, thereby creating a "window period" rather than simply a deadline for submission, and we suggest that 180 days prior to the date of the prior year's proxy statement would be appropriate. The limit on the first date for submission is necessary to clarify that a company is not required to treat late submissions from the prior year as submissions for the current year and to allow the company to have adequate controls for determining the sequence of submissions.

With respect to timing, any federal proxy access right should not be effective before the 2011 proxy season so that companies have time to add necessary staff and take other necessary preparatory actions.

FPL Group appreciates the opportunity to express its views on these important subjects.

Very truly yours,

Alissa E. Ballot
Vice President & Corporate Secretary