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WENDELL L. WILLKIE, II
Senior Vice President,
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August 14, 2009

Via Email: rule-comments@sec.gov

Ms. Elizabeth M. Murphy, Secretary
U.S. Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Facilitating Shareholder Director Nominations, Release Nos. 33-9046; 34-60089; IC-28765; File No. S7-10-09 (June 10, 2009)

Dear Ms. Murphy:

MeadWestvaco Corporation welcomes the opportunity to comment on the amendments to the proxy rules under the Securities Exchange Act of 1934 that the Securities and Exchange Commission (the "Commission" or "SEC") has proposed in the referenced release (the "Access Proposal"). MeadWestvaco is a global packaging company that provides packaging solutions to many of the world's most admired brands in healthcare, personal and beauty care, food, beverage, media, entertainment and home and garden industries. The company's businesses also include consumer and office products, specialty chemicals and land management.

MeadWestvaco is a Fortune 500 company incorporated in Delaware and listed on the New York Stock Exchange. With headquarters in Glen Allen, Virginia, the company has 21,000 employees and revenues in 2008 of $6.6 billion. With 171,000,000 shares outstanding and an average daily trading volume approaching 2 million shares, the company has more than 45,000 shareholders.

MeadWestvaco's business is conducted by its management with the dedicated oversight of its Board of Directors. In addition to the chief executive officer, the Board is comprised today of eleven independent and highly accomplished individuals, possessing a wealth of diverse experience in business, finance and public service. As reflected in the company's corporate governance principles, the Board, through all its deliberations and oversight activities, is dedicated to preserving and maximizing long-term shareholder value. In monitoring the performance of the company and its senior management, reviewing and approving strategic plans and financial objectives, and ensuring a steadfast commitment to integrity, among other essential objectives, the MeadWestvaco Board is fully committed to protecting and advancing the interests of shareholders.

The comprehensive and demanding criteria for Board membership are publicly set forth in our company's proxy statement, and require, among other important considerations, the highest ethical standards; substantial experience, knowledge, and independence; and the ability to provide sound, well informed and objective judgment to management. In addition, in order to ensure effective and capable oversight of the company's business, certain competencies are expected of board candidates. Such capabilities are carefully evaluated by the independent members of the Board's nominating and governance committee, and typically include, among other strengths, significant business experience, financial background, and knowledge of the packaging industry, manufacturing, marketing and international understanding. All of these qualifications are designed to be well aligned with the reasonable expectations of the company's sophisticated investors.

Effective corporate governance is essential to the work of our Board and the boards of other public companies. The MeadWestvaco Board since its inception has been independently recognized for its governance practices, including in the favorable governance ratings it has received every year from the leading proxy advisory voting service. (According to this service, the company's corporate governance practices exceeded those of 73% of all companies in the S&P 500 and 97% in our industry group.) The Board has consistently been willing to adapt to evolving shareholder expectations in its governance, moving to implement the annual election of directors, terminating a standing shareholder rights plan (also known as a "poison pill"), and adopting a majority voting standard for uncontested director elections. These changes illustrate the Board's responsiveness to recent developments in the expectations of investors in public companies, and manifest sensitivity to the perspectives of our own shareholders. None of these initiatives were required; indeed, the Board's position on governance issues has consistently prevailed in resolutions presented to shareholders.

The directors of MeadWestvaco have served as directors of many other prominent and well respected companies, whose boards are also recognized as being dedicated to serving---thoughtfully, responsibly and independently---the interests of their shareholders. The standards for service on the MeadWestvaco Board are very high, but they are not unique. Corporate governance has evolved dramatically in the last few years as a result of numerous regulatory developments, evolving marketplace expectations and a host of voluntary initiatives by companies. As a consequence of these changes, the influence of shareholders on the direction of public companies has never been greater. Broadly speaking, it should be apparent to any impartial observer that the standards for service on the board of a public company, and the demands on directors to be responsive to the interests of shareholders, have never been higher than they are today.

It is from this perspective that we write in strong opposition to the adoption of proposed Rule 14a-11. This rule would represent a major departure from long established and well tested principles regarding the role of the Federal government in the oversight of the governance of public companies. It represents a dramatic expansion in the Commission's role on a substantive issue that would ordinarily be addressed on a case by case basis by a company and its shareholders, as facilitated by state law where the company is incorporated. As Justice Powell wrote in CTS Corp. v. Dynamics Corp. of America, 481 U.S. 69 (1987), "No principle of corporation law and practice is more firmly established than a State's authority to regulate domestic corporations, including the authority to define the voting rights of shareholders."

In aggressively expanding its jurisdiction, mandating a highly prescriptive form of proxy access for shareholder nominees across all public companies, and proceeding where its legal authority is, at best, uncertain, the Commission should have a clear and compelling justification for this rulemaking. Unfortunately, however, the proposed rule appears to rest on what is highly questionable and unsupported reasoning: that this extraordinary mandate would somehow be an appropriate and effective remedy for leading causes of the recent economic crisis. We strongly question whether there is substantial evidence to support this thesis.

Whatever failings occurred in the oversight of certain prominent financial institutions in the assessment and management of risk (certainly an important public policy issue), it simply is not reasonable to assume that the adoption of this proposed rule would help to restore investor confidence by serving as an effective remedy for excessive and ultimately destructive preoccupation by companies with short term financial results. Remedies designed to address significant failures in risk management should be carefully and thoughtfully considered. This particular proposal, unfortunately, is well wide of the mark.

The conclusion that affording 1% shareholders the prerogative to run board nominees in a company's proxy materials, on a first come, first served basis, will somehow correct an excessive short term focus by management cannot be supported. Indeed, frequent press accounts would suggest that the opposite scenario is often the case. Minority shareholders are often reported to be pressing management for significant measures to generate presumed immediate financial benefits for a company, while incumbent boards may be resisting the initiative on the grounds that the demanded measures would ultimately be destructive of long term shareholder value.

Furthermore, as contested board elections clearly demonstrate today, shareholder interests and perspectives often diverge. The agenda of an activist shareholder may well be at cross purposes from the objectives of other substantial investors. It is not obvious that affording the most aggressive shareholders preferred access to the proxy for their own shareholder nominees will serve the broader interests of other shareholders. It should be kept in mind that shareholders, unlike boards, have no obligation to protect the interests of other shareholders.

If implemented, this rule could have significant implications for the governance of thousands of public companies. It could substantially increase the occurrence of board contests, and thus potentially become a significant distraction from the important longer term work of boards and management. It could, ironically, encourage a greater and more risky focus on short-term results by boards and management in order to minimize the possibility of proxy contests. It would preclude a natural evolution on the issue of proxy access under state law, as determined by individual companies and their shareholders. Finally, there is no substantial evidence offered by the Commission that the adoption of this rule would address the underlying problem that has been advanced as the basis for the rule.

In summary we strongly urge the Commission to refrain from adopting proposed Rule 14a-11. We appreciate the opportunity to comment on these important proposals.

Sincerely,

Wendell L. Willkie, II

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Senior Vice President, General Counsel
and Secretary