

October 20, 2006

Ms. Nancy M. Morris
Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

By E-mail: rule-comments@sec.gov

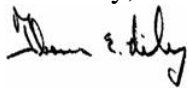
Re: Securities and Exchange Commission Proposed Amendment [Release No. 33-8735; File No. S7-03-06] Concerning Executive Compensation Disclosure

Dear Ms. Morris:

The New York State Society of Certified Public Accountants, representing 30,000 CPAs in public practice, industry, government and education, submits the following comments to you regarding the above captioned proposed amendment. NYSSCPA thanks SEC for the opportunity to comment on this matter.

The NYSSCPA SEC Practice Committee deliberated the proposed amendment and drafted the attached comments. If you would like additional discussion with us, please contact Mitchell Mertz, the Chair of the SEC Practice Committee at (212) 891-4048, or Ernest J. Markezin, NYSSCPA staff, at (212) 719-8303.

Sincerely,



Thomas E. Riley
President

Attachment



Home of the Trusted Professional
3 park avenue, at 34th street, new york, ny 10016-5991
212.719.8300 • fax 212.719.3364
www.nyscpa.org

**NEW YORK STATE SOCIETY OF
CERTIFIED PUBLIC ACCOUNTANTS**

**COMMENTS TO THE US SECURITIES AND EXCHANGE COMMISSION ON
SEC PROPOSED AMENDMENT [RELEASE NO. 33-8735; FILE NO. S7-03-06]
CONCERNING EXECUTIVE COMPENSATION DISCLOSURE**

OCTOBER 20, 2006

Principal Drafter

Robert E. Sohr

NYSSCPA 2006 – 2007 Board of Directors

Thomas E. Riley, <i>President</i>	Edward L. Arcara	Elliot A. Lesser
David A. Lifson, <i>President-elect</i>	Deborah L. Bailey-Browne	Howard B. Lorch
Mark Ellis, <i>Secretary</i>	Thomas P. Casey	Beatrix G. McKane
Neville Grusd, <i>Treasurer</i>	Debbie A. Cutler	Mark L. Meinberg
Sharon S. Fierstein, <i>Vice President</i>	Anthony G. Duffy	Ian M. Nelson
Richard E. Piluso, <i>Vice President</i>	David Evangelista	Jason M. Palmer
Robert E. Sohr, <i>Vice President</i>	Joseph M. Falbo, Jr.	Robert A. Pryba Jr.
Louis Grumet, <i>ex officio</i>	Myrna L. Fischman, PhD	Robert T. Quarte
	Daniel M. Fordham	Judith I. Seidman
	Phillip E. Goldstein	C. Daniel Stubbs, Jr.
	Scott Hotalen	Anthony J. Tanzi
	Don A. Kiamie	Edward J. Torres
	Lauren L. Kincaid	Liren Wei
	Stephen F. Langowski	Ellen L. Williams
	John J. Lauchert	Margaret A. Wood
	Kevin Leifer	Richard Zerah

NYSSCPA 2006 - 2007 Accounting & Auditing Oversight Committee

George I. Victor, Chair	Joseph A. Maffia	Warren Ruppel
Robert W. Berliner	Robert S. Manzella	Ira M. Talbi
Elliot L. Hendler	Mitchell J. Mertz	Elizabeth K. Venuti
Joel Lanz	Mark Mycio	Paul J. Wendell
Thomas O. Linder	Eric J. Rogers	Margaret A. Wood

NYSSCPA 2006 - 2007 SEC Practice Committee

Mitchell J. Mertz, Chair	Leon J. Gutmann	John P. Rushford
Rita M. Piazza	Edward J. Halas	Paul Rykowski
Eric H. Altstadter	Elliot L. Hendler	Stephen A. Scarpati
Michele B. Amato	David J. Lamb	Grace G. Singer
Patricia A. Baldowski	Elliot A. Lesser	Robert E. Sohr
John A. Basile	Moshe S. Levitin	Fredric S. Starker
Douglas J. Beck	Helen R. Liao	Denise M. Stefano
Michael C. Bernstein	James H. Liggett	Mihyang Tenzer
Jeffrey M. Brinn	Thomas P. Martin	Joseph Troche
Thomas E. Caner	Nicole J. Martucci	George I. Victor
Anthony S. Chan	Corey L. Massella	Philip H. Weiner
Tony W. Cheng	Jacob Mathews	Paul J. Wendell
Burgman E. Connolly	Peter J. Pirando	Christina Wenk
Joseph Davi	Arthur J. Radin	David C. Wright
Robert Fener	Michael E. Rhodes	

NYSSCPA Staff

Ernest J. Markezin

New York State Society of Certified Public Accountants

Comments to the US Securities and Exchange Commission on Proposed Amendment [Release No. 33-8735; File No. S7-03-06] Concerning Executive Compensation Disclosure

October 20, 2006

We appreciate the opportunity to comment on your Release No. 33-8735 (File No. S7-03-06) requesting comments on a proposed amendment to the disclosure requirements for executive and director compensation.

We agree that the structuring of the rule to limit disclosure to highly compensated employees who have responsibility for significant policy decisions is appropriate. Further, we believe that the determination of compensation, in order to determine if disclosure for any employees is necessary, should be calculated in the same manner as the executive officers for whom disclosure currently is required.

We do not see any conceptual reason for limiting the disclosure to large accelerated filers. Smaller registrants can have similar situations where the proposed disclosure would be informative to investors. Disclosure of the need to highly compensate certain individuals for bringing critical skills and judgments vital to an organization's success will help investors make informed decisions regardless of the size of the entity.

We believe that the guidance set forth in the proposed rules is adequate for registrants to assess whether an employee has responsibility for significant policy decisions. Attempting to develop a precise definition would be difficult. The guidance offered in the proposed release is, in our view, adequate for registrants to apply judgment in making their assessments.