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September 5, 2008

VIA E-MAIL (rule-comments@sec.gov)
AND U.S. MAIL

Secretary
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549-1090

Re: Securities and Exchange Commission File No. S7-18-08; Release No. 33-8940,
Security Ratings

Ladies and Gentlemen:

Wisconsin Energy Corporation ("Wisconsin Energy") appreciates the opportunity to comment on the proposed amendments to the eligibility requirements for Form S-3 set forth in Release No. 33-8940 (the "Release"), issued by the Securities and Exchange Commission (the "Commission") on July 1, 2008. Wisconsin Energy has reviewed the comment letter submitted by the Edison Electric Institute ("EEI"), on behalf of the electric utility industry in general in connection with the Release, and concurs with the comments of EEI. In particular, Wisconsin Energy agrees that (1) a substantial number of state-regulated electric utilities will be adversely impacted by the proposed rule change, including the largest electric utility in the State of Wisconsin, (2) it is unnecessary to change the form requirements for traditional corporate debt securities, and (3) the proposed \$1 billion debt issuance threshold is not the appropriate standard for Form S-3 eligibility.

Wisconsin Energy (NYSE: WEC) is a well-known seasoned issuer ("WKSI") with a market capitalization of over \$5 billion. Wisconsin Energy is a holding company with wholly owned state-regulated electric and gas utility subsidiaries and non-utility energy subsidiaries. Wisconsin Energy's principal subsidiary is Wisconsin Electric Power Company ("WEPCO"), the largest electric utility in the State of Wisconsin. For the year ended December 31, 2007, WEPCO had net income of \$287.7 million, which represented approximately 86% of Wisconsin Energy's total net income. WEPCO had total assets of approximately \$8.3 billion at December 31, 2007, representing approximately 71% of Wisconsin Energy's total assets.

As highlighted in the EEI letter, Wisconsin Energy's ownership structure as a holding company and issuer of common stock, with WEPCO as a wholly-owned subsidiary, is common for an electric utility. While all of WEPCO's common stock is owned by Wisconsin Energy, WEPCO historically has issued its investment grade debt securities in public offerings through shelf registration statements on Form S-3. As of June 30, 2008, WEPCO had outstanding approximately \$1.2 billion of debt securities that were issued in public offerings through its shelf

registration statements. However, if the rule changes set forth in the Release are adopted, WEPCO will no longer satisfy the eligibility requirements for Form S-3, as WEPCO will not satisfy the \$1 billion debt issuance threshold (WEPCO has issued a total of \$300 million of debt securities during the last three years).

WEPCO's ability to use Form S-3 has allowed for quick and timely access to the debt capital markets. The flexibility that Form S-3 provides is extremely important to an issuer of debt securities as the precise timing of an offering is often dependent upon fluctuations in market interest rates. Given the limited flexibility under Form S-1, WEPCO will have to consider issuing its debt securities through unregistered offerings under Rule 144A. Such offerings will necessarily be limited to the largest institutional investors, thereby limiting the potential pool of investors, which would likely lead to higher interest costs.

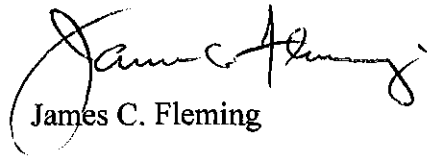
Wisconsin Energy does not believe a rule change that is likely to limit the number of public offerings of highly-rated traditional corporate debt securities is advisable from a policy standpoint. Wisconsin Energy agrees with the comments of EEI that the recent market turmoil has involved asset-backed securities ("ABS") and that the ratings metrics for traditional debt securities issued by utilities have not been called into question. Further, Wisconsin Energy does not believe that the rule change will reduce reliance on securities ratings for traditional corporate debt securities offerings. The delivery of ratings letters is a standard closing condition that is not limited to registered debt offerings. For example, ratings letters also are required to be delivered at closing in connection with WEPCO's unregistered tax-exempt bond offerings, and we expect that ratings letters would be required for Rule 144A offerings. Accordingly, Wisconsin Energy believes the Commission should continue to allow issuers of traditional, non-ABS investment grade debt securities to access the debt capital markets through Form S-3 registration statements.

If the Commission concludes that it is necessary to eliminate the use of securities ratings in the Form S-3 eligibility requirements, Wisconsin Energy does not believe that the \$1 billion debt issuance threshold over a three year period provides an appropriate standard for eligibility. One of the main problems Wisconsin Energy sees with the proposed dollar threshold is the variability in the amount of registered debt raised, year over year, at a subsidiary that otherwise is well known. As discussed above, Wisconsin Energy is a WKSI with a market capitalization of over \$5 billion and is widely followed by analysts. Given that WEPCO contributes the substantial majority of Wisconsin Energy's overall operations, WEPCO, likewise, is closely followed by analysts in evaluating Wisconsin Energy and is well-known in the market. In this circumstance, we do not believe it is good policy to require WEPCO to use the more cumbersome, expensive and limiting Form S-1 registration statement simply because it has not issued a particular amount of debt securities over a three year period. Instead, Wisconsin Energy believes that any wholly owned subsidiary of a WKSI that contributes significantly to the WKSI parent's overall operations will, itself, be well-known to the marketplace and should continue to be permitted to issue traditional corporate debt securities through Form S-3. Alternatively, an eligibility requirement based on asset size (e.g., \$ 1 billion of assets) or state regulation of rates or securities issuances would be more predictable than the SEC's current proposal and would permit well known electric utilities to continue the use of Form S-3.

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If the Commission has any questions regarding this letter, please contact Joshua M. Erickson at (414) 221-2544.

Respectfully submitted,



James C. Fleming