

OPENING STATEMENT OF CHAIRMAN ARTHUR LEVITT

S.E.C. OPEN MEETING, NOVEMBER 22, 1993

AMENDMENTS TO EXECUTIVE COMPENSATION DISCLOSURE RULES

This is an open meeting of the Securities and Exchange Commission. The only item on today's agenda is consideration of the adoption of amendments to the executive compensation disclosure requirements.

In October 1992, the Commission adopted extensive revisions to the rules governing disclosure of executive compensation in proxy statements and other Commission filings. The Division of Corporation Finance conducted an extensive review of filings during the initial proxy season after the adoption of the new rules. In August of this year, based upon that review, we published guidance concerning certain aspects of the rules. At the same time we proposed for comment several refinements and technical amendments to the executive compensation disclosure rules and related proxy rules.

Today, the Division of Corporation Finance recommends that we adopt the amendments, substantially as proposed. The proposed amendments are intended to make compensation disclosure clearer, more comprehensive, and more useful to shareholders and the market.

Elisse Walter, Deputy Director of the Division of Corporation Finance, will now report on the comments to the proposed rules and describe the details of the staff's recommendation.