



SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

DIVISION OF
CORPORATION FINANCE

September 10, 1982

Harold S. Barron, Esq.
Vice President, Secretary
and General Counsel
The Bendix Corporation
The Bendix Center
Southfield, Michigan

1934 Act / Rule 14a-8

Re: The Bendix Corporation

Dear Mr. Barron:

This is in regard to your letter dated September 9, 1982 concerning a request made to The Bendix Corporation ("Company") by Martin Marietta Corporation ("Proponent") to include one shareholder proposal in the Company's proxy soliciting material for a special meeting of security holders scheduled to be held on September 21, 1982. Pursuant to Rule 14a-8(d) under the Securities Exchange Act of 1934, your letter indicated the management's intention to exclude this proposal from the Company's proxy material.

The proposal, the text of which is set forth in an attachment to your letter of September 9, 1982, relates to the adjournment of the special meeting until October 11, 1982. In your letter you have expressed the opinion that the proposal is excludable from the Company's proxy material under paragraphs (a)(3)(ii), (c)(4), (c)(9) and (c)(10) of Rule 14a-8 and you cite certain reasons in support of that opinion.

In your letter, you have expressed the view that the proposal may be omitted from the management's proxy statement under Rule 14a-8(a)(3)(ii) because the proposal was not received "a reasonable time" before the solicitation for the special meeting was made. In support of your view that the proposal may be omitted under this provision, you indicate that information as to the special meeting and the record dates was publicized as early as August 31, 1982, that the Proponent was specifically notified of the meeting and the record dates in the Company's filings under Regulation 14D, and that the Proponent served a complaint on the Company on September 3, 1982 seeking injunctive relief against the actions to be taken at the special meeting. In addition, you indicate that the form of proxy card to be used for the special meeting was cleared by the Division's staff on September 7, 1982 and thereupon printed, that the balance of the proxy material was cleared by the staff on September 8, 1982 and thereupon released for final printing, and that the proposal was not delivered to the Company until 7:15 P.M. on September 8, 1982.

Definitive proxy material was delivered to the Commission on September 9, 1982 and that material was mailed by the Company on September 10, 1982.

There appears to be some basis for your opinion that the subject proposal may be omitted under Rule 14a-8(a)(3)(ii). In this regard, it appears that the proposal was not received by the Company until it was in the final stages of preparing its proxy material, with the result that there was not a reasonable time for the Company to consider the proposal without causing an excessive delay in the sending of proxy materials to the stockholders. Under the circumstances, this Division will not recommend any enforcement action to the Commission if the management omits the proposal from the Company's proxy statement. In considering our enforcement alternatives, we have not found it necessary to reach the alternative bases for omission upon which you rely.

In connection with the foregoing, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

William E. Morley
Deputy Chief Counsel

Enclosure

cc: Frank B. Kenaker, Jr., Esq.
Vice President and General Counsel
Martin Marietta Corporation
6801 Rockledge Drive
Bethesda, Maryland 20817