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November 2, 2001

Public Avail. Date: 1/2/02 0122200227
Act Section Rule
1934 14(a) 14a-8

Securities and Exchange Commission
Division of Corporation Finance
450 Fifth Street, N.W.
Washington, D C. 20549

Re: Wm. Wrigley Jr. Company Omission of Stockholder
Proposal Pursuant to Rule 14a-8

Ladies and Gentlemen:

In accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, we hereby enclose six copies of the following:

1. A letter dated September 27, 2001 from Robert D. Morse (the "Proponent"), the beneficial owner of at least \$2,000 in market value of voting securities of Wm. Wrigley Jr. Company (the "Company"), including the Proponent's proposal for action (the "Proposal") at the Company's forthcoming annual meeting and the statement of the Proponent in support thereof (the "Supporting Statement").
2. This statement and opinion of counsel setting forth the reasons why the Proposal may properly be omitted from the Company's proxy statement (the "Proxy Statement") for the 2002 annual meeting (the "Annual Meeting") of stockholders pursuant to Rule 14a-8(i)(3), Rule 14a-8(i)(2) and Rule 14a-8(i)(8).

We wish to inform you (and, by a copy of this letter, the Proponent) of the intended omission and to explain the reasons for the Company's position.

The Proposal

The Proponent is requesting that the Company include the Proposal in the Company's Proxy Statement for its up-coming 2002 Annual Meeting of stockholders. The Proposal makes three requests. The first two seek the following changes to the Company's form of proxy:

Securities and Exchange Commission
November 2, 2001
Page 2

1. "Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column."
2. "Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management."

The Proposal further states:

3. "Since Management claims the right to advise an "AGAINST" vote in matters presented by Shareowners, I likewise have the right to ask for a vote "AGAINST" all Company select nominees for Director until directors stop the practice of excessive extra remuneration for Management other than base pay and some acceptable perks. THANK YOU."

The preceding statement is repeated in material part in a section captioned by the Proponent as "ALTERNATE PROPOSAL SUBSTITUTE."

Reasons for Omission of the Proposal in its Entirety

The Proposal may be omitted in its entirety because each of its three requests may be omitted on the various grounds discussed below.

1. Omission of the Request that Management and Directors "Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column."

The Proposal's first request may be omitted pursuant to Rule 14a-8(i)(3) because its meaning as written is so ambiguous as to be misleading and a violation of Rule 14a-9. Furthermore, any reasonable interpretation of the request may be omitted under Rule 14a-8(i)(2) because it would require the Company to use a form of proxy that violates Rule 14a-4(b)(2).

- a. The Proposal's first request as written is so ambiguous as to be misleading and a violation of Rule 14a-9

Securities and Exchange Commission
November 2, 2001
Page 3

A Proposal may be excluded from a company's proxy materials pursuant to Rule 14a-8(i)(3) "[i]f the proposal or supporting statement is contrary to any of the Commission's proxy rules, including [Rule 14a-9], which prohibits materially false or misleading statements in proxy soliciting materials." The Commission has found that a proposal can be materially misleading if it is "so inherently vague and indefinite that neither the shareholders voting on the proposal, nor the Company implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." Philadelphia Electric Company, SEC No-Action Letter (July 30, 1992).

The Proposal seeks shareholder approval of a request that the Company "remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column," on the Company's form of proxy. In the Company's current form of proxy, the word "except" appears only once in proximity to the election of directors ballot. The form of proxy states, "For all nominee(s) except vote withheld from the following:" and then provides a space in which shareholders may list the nominees with respect to whom the security holder chooses to withhold authority to vote. Removing the word "except" and replacing it with the word "against" results in the following statement: "For all nominee(s) against vote withheld from the following." Once so revised, the statement is unintelligible. Neither the shareholders, nor the Company, could determine the actions required by the inclusion of the statement or any responses to it. Thus, the Proposal, with respect to its first request, is so ambiguous as to be materially misleading and thereby violates Rule 14a-9. As such, the Company should be allowed to exclude this request from its proxy materials pursuant to Rule 14a-8(i)(3).

- b. Any reasonable interpretation of the Proposal's first request would require the Company to adopt a form of proxy that violates Rule 14a-4(b)(2).

The context of the statements in the Proposal's "REASONS" section and the Proponent's capitalization of the words "EXCEPT" and

Securities and Exchange Commission
November 2, 2001
Page 4

"AGAINST" suggest that the Proponent may have intended to request that the word "WITHHELD" be replaced with the word "AGAINST" in the election of directors ballot on the Company's form of proxy. Assuming this was the case, such proposal would nonetheless be excludable for the reasons cited below.

A Proposal may be excluded from a company's proxy materials pursuant to Rule 14a-8(i)(2) "[i]f the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject." Rule 14a-4(b)(2) requires that proxies addressing the election of directors provide shareholders with a means to "withhold" authority to vote for each nominee. See, Rule 14a-4(b)(2); Bloomenthal and Wolff, Securities and Federal Corporate Law, §24:36. However, Instruction 2 to Rule 14a-4(b)(2) states, "if applicable state law gives legal effect to votes cast against a nominee, then, in lieu of, or in addition to, providing a means for a security holder to withhold authority to vote, the registrant should provide a similar means for security holders to vote against each nominee." The Commission has found that where state law does not give legal effect to votes cast against a nominee, shareholder proposals requesting a form of proxy including an "against" option may be excluded from proxy materials under Rule 14a-8(i)(2), because inclusion of such an option would cause the company to violate Rule 14a-4(b)(2). Niagra Mohawk Power Corporation, SEC No-Action Letter (March 11, 1993). The Company is incorporated under the laws of Delaware and is aware of no Delaware authority stating that votes cast against a nominee director will have any "legal effect." Thus, the Company may omit the Proposal's first request pursuant to Rule 14a-8(i)(2), even if it is revised to remedy the defects described above.

2. Omission of the Request that Management and Directors "Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management."

Securities and Exchange Commission
November 2, 2001
Page 5

The Proposal's second request may be omitted under Rule 14a-8(i)(2) because it would require the Company to adopt a form of proxy that violates Rule 14a-4(b)(1) and Rule 14a-4(b)(2).

Rule 14a-4(b)(1) states, "A proxy may confer discretionary authority with respect to matters as to which a choice is not specified by the security holder provided that the form of proxy states in bold-faced type how it is intended to vote the shares represented by the proxy in each such case." Similarly, Rule 14a-4(b)(2) states, "Any such form of proxy which is executed by the security holder in such manner as not to withhold authority to vote for the election of any nominee shall be deemed to grant such authority, provided that the form of proxy so states in bold face type." Thus, proxies may grant discretionary authority, so long as the form of proxy so states in bold face type.

The Company intends to vote executed proxies not voted as to choice at the discretion of its management. The Proposal's second request seeks the removal of the statement indicating such intent from the Company's form of proxy. Failure by the Company to include a statement in bold-faced type announcing such intent on its form of proxy would violate Rule 14a-4(b)(1) and Rule 14a-4(b)(2). The Company may therefore omit the Proposal's second request from its proxy materials pursuant to Rule 14a-8(i)(2).

3. Omission of the Request that Proxy Materials Include a Statement Asking "for a vote AGAINST" all Company select nominees for Director"

Rule 14a-8(i)(8) of the Exchange Act permits registrants to exclude a shareholder proposal "[i]f the proposal relates to an election for membership on the company's board of directors." A proposal that "attempt[s] to dissuade stockholders from voting in favor of management's nominees" or "may be deemed an effort to oppose the management's solicitation on behalf of the re-election of [its nominees]" involves elections for the purposes of Rule 14a-8(i)(8). In the Matter of Union Electric Co., 38 S.E.C. 921 (1959) and ASECO Inc., SEC No-Action Letter (Mar. 18, 1980).

The Proposal's third request explicitly asks stockholders to vote against management's nominees for director. Such a request clearly attempts to dissuade shareholders from voting in favor of management's nominees, and thus relates to an

Securities and Exchange Commission
November 2, 2001
Page 6

election for membership on the Company's board of directors. The Company may therefore omit the Proposal's third request pursuant to rule 14a-8(i)(8).

Summary

For the reasons set forth above, each of the Proposal's requests is excludable, and the Proposal in its entirety should be omitted from the Proxy Statement for the 2002 Annual Meeting. The Company seeks a determination by the staff of the Division that it will not recommend enforcement action to the Securities and Exchange Commission should the Company omit the Proposal, including the Supporting Statement, from the Company's Proxy Statement.

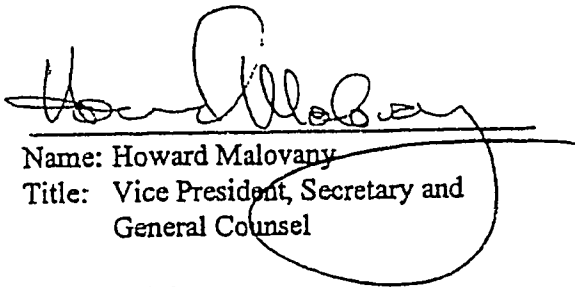
It is presently anticipated that the Company's definitive proxy material will be filed with the Securities and Exchange Commission on or about February 5, 2002, the date on which we would begin mailing the Proxy Statement to stockholders.

If you have any questions regarding this request, please call the undersigned at (312) 644-2121.

Sincerely,

Wm. Wrigley Jr. Company

By:


Name: Howard Malovany
Title: Vice President, Secretary and
General Counsel

cc: Robert D. Morse

00019

September 27, 2001

PROPOSAL

I, Robert D. Morse, 212 Highland Ave. Moorestown, NJ 08057-2717, owner of \$2000.00 or more value of Company stock, wish to present the following proposal for printing in the Year 2002 Proxy material:

Management and Directors are requested to change the format of the Proxy Material in the two areas which are not fair to the shareowners: ¹Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column ²Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management.

REASONS:

This entirely unfair voting arrangement has benefited Management and Directors in their determination to stay in office by whatever means. Note that this is the only area in which an "AGAINST" choice is omitted, and has been so for about 15 years with no successful objections. Claiming of votes by Management is unfair, as a shareowner has the right to sign as "Present" and not voting, showing receipt of material and only preventing further solicitation of a vote.

FURTHER:

Since Management claims the right to advise an "AGAINST" vote in matters presented by Shareowners, I likewise have the right to ask for a vote "AGAINST" all Company select nominees for Director until directors stop the practice of excessive extra remuneration for Management other than base pay and some acceptable perks. THANK YOU.

ALTERNATE PROPOSAL SUBSTITUTE

{IF CHANGES MADE AS SUGGESTED FOR UPCOMING PROXY}

I, Robert D. Morse, 212 Highland Ave. Moorestown, NJ 08057-2717, owner of \$2000.00 or more in Company stock, wish to present the following proposal for printing in the Year 2002 Proxy material:

I propose that since Management usually suggests that Shareowners vote "AGAINST" a proposal submitted by one or more of the shareowners, then said Shareowners should likewise vote "AGAINST" the Company nominees for Director until the Directors cease the compensation programs they in turn offer Management above salary and nominal perks.

Please vote "FOR" this Proposal and "AGAINST" the Director Proposal as a right. THANK YOU.

Robert D. Morse

OCT 02 2001 00020

Robert D. Morse
212 Highland Ave.
Moorestown, NJ 08057-2717

Ph: 856 235 1711

September 27, 2001

Office of The Secretary
Wm. F. Wrigley, Jr. Company
410 N. Michigan Ave.
Chicago, IL 60611

Dear Secretary:

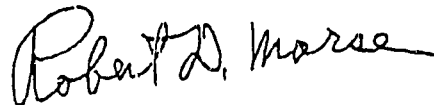
I wish to enter the enclosed proposal to be printed in the Year 2002 Proxy Material.

To qualify, I state that I am the owner of \$2000.00 or more in Company stock, having held same over one year, and will continue to hold equity beyond the next Share-owner Meeting. I also plan to be represented at the meeting to present my Proposal.

Should the Company desire to change format this year as proposed, and notify me of such action, then the alternate proposal may be used for this year's insertion.

Thank you,

Robert D. Morse



00021

SKADDEN, ARPS, SLATE, MEAGHER & FLOM
(ILLINOIS)

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SYDNEY
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TORONTO

November 2, 2001

Wm. Wrigley Jr. Company
Wrigley Building
410 N. Michigan Avenue
Chicago, Illinois 60611

Ladies and Gentlemen:

You have requested our opinion as to whether a stockholder proposal (the "Proposal") submitted to Wm. Wrigley Jr. Company, a Delaware corporation (the "Company"), by Robert D. Morse (the "Proponent"), may be omitted from the Company's proxy statement and form of proxy for its 2002 annual meeting (the "Annual Meeting") of stockholders (the "Proxy Materials") pursuant to Rule 14a-8(i)(2), Rule 14a-8(i)(3) and Rule 14a-8(i)(8) under the Securities Exchange Act of 1934, as amended, or any of such rules.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies, and the authenticity of the originals of such copies. As to any facts material to the opinions expressed herein which we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others.

In rendering the opinions set forth herein, you have furnished to us, and we have reviewed, copies of the Proponent's letter to the Company setting forth his proposal and such other documents as we have deemed necessary or appropriate as a basis for the opinions set forth below. The Proposal makes three requests. The first two seek the following changes to the Company's form of proxy:

Wm. Wrigley Jr. Company
November 2, 2001
Page 2

1. "Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote for Directors column."

2. "Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management."

The Proposal further states:

3. "Since Management claims the right to advise an "AGAINST" vote in matters presented by Shareowners, I likewise have the right to ask for a vote "AGAINST" all Company select nominees for Director until directors stop the practice of excessive extra remuneration for Management other than base pay and some acceptable perks. THANK YOU."

The Proposal was accompanied by a statement of the Proponent in support thereof.

We express no opinion as to the laws of any jurisdiction other than (i) the laws, rules and regulations of the State of Illinois, (ii) the laws, rules and regulations of the State of Delaware to extent referred to specifically herein and (iii) the federal laws of the United States of America to the extent referred to specifically herein.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions set forth herein, we are of the opinion that the Proposal may be excluded from the Proxy Materials in its entirety because each of its three requests may be excluded on the various grounds discussed below.

1. Omission of the Request that Management and Directors "Remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column."

The Proposal's first request may be omitted pursuant to Rule 14a-8(i)(3) because its meaning as written is so ambiguous as to be misleading and a violation of Rule 14a-9. Furthermore, any reasonable interpretation of the request may be omitted under Rule

Wm. Wrigley Jr. Company
November 2, 2001
Page 3

14a-8(i)(2) because it would require the Company to use a form of proxy that violates Rule 14a-4(b)(2).

- a. The Proposal's first request as written is so ambiguous as to be misleading and a violation of Rule 14a-9

A Proposal may be excluded from a company's proxy materials pursuant to Rule 14a-8(i)(3) "[i]f the proposal or supporting statement is contrary to any of the Commission's proxy rules, including [Rule 14a-9], which prohibits materially false or misleading statements in proxy soliciting materials." The Commission has found that a proposal can be materially misleading if it is "so inherently vague and indefinite that neither the shareholders voting on the proposal, nor the Company implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." Philadelphia Electric Company, SEC No-Action Letter (July 30, 1992).

The Proposal seeks shareholder approval of a request that the Company "remove the word "EXCEPT" and re-apply the word "AGAINST" in the Vote For Directors column," on the Company's form of proxy. In the Company's current form of proxy, the word "except" appears only once in proximity to the election of directors ballot. The form of proxy states, "For all nominee(s) except vote withheld from the following:" and then provides a space in which shareholders may list the nominees with respect to whom the security holder chooses to withhold authority to vote. Removing the word "except" and replacing it with the word "against" results in the following statement: "For all nominee(s) against vote withheld from the following:" Once so revised, the statement is unintelligible. Neither the shareholders, nor the Company, could determine the actions required by the inclusion of the statement or any responses to it. Thus, the Proposal, with respect to its first request, is so ambiguous as to be materially misleading and thereby violates Rule 14a-9. As such, the Company should be allowed to exclude this request from its proxy materials pursuant to Rule 14a-8(i)(3).

Wm. Wrigley Jr. Company
November 2, 2001
Page 4

- b. Any reasonable interpretation of the Proposal's first request would require the Company to adopt a form of proxy that violates Rule 14a-4(b)(2).

The context of the statements in the Proposal's "REASONS" section and the Proponent's capitalization of the words "EXCEPT" and "AGAINST" suggest that the Proponent may have intended to request that the word "WITHHELD" be replaced with the word "AGAINST" in the election of directors ballot on the Company's form of proxy. Assuming this was the case, such proposal would nonetheless be excludable for the reasons cited below.

A Proposal may be excluded from a company's proxy materials pursuant to Rule 14a-8(i)(2) "[i]f the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject." Rule 14a-4(b)(2) requires that proxies addressing the election of directors provide shareholders with a means to "withhold" authority to vote for each nominee. See, Rule 14a-4(b)(2); Bloomenthal and Wolff, Securities and Federal Corporate Law, §24:36. However, Instruction 2 to Rule 14a-4(b)(2) states, "if applicable state law gives legal effect to votes cast against a nominee, then, in lieu of, or in addition to, providing a means for a security holder to withhold authority to vote, the registrant should provide a similar means for security holders to vote against each nominee." The Commission has found that where state law does not give legal effect to votes cast against a nominee, shareholder proposals requesting a form of proxy including an "against" option may be excluded from proxy materials under Rule 14a-8(i)(2), because inclusion of such an option would cause the company to violate Rule 14a-4(b)(2). Niagra Mohawk Power Corporation, SEC No-Action Letter (March 11, 1993). The Company is incorporated under the laws of Delaware and we are aware of no Delaware authority stating that votes cast against a nominee director will have any "legal effect." Thus, the Company may omit the Proposal's first request pursuant to Rule 14a-8(i)(2), even if it is revised to remedy the defects described above.

Wm. Wrigley Jr. Company
November 2, 2001
Page 5

2. Omission of the Request that Management and Directors "Remove the statement (if applicable) placed in the lower section announcing that all signed proxies but not voted as to choice will be voted at the discretion of Management."

The Proposal's second request may be omitted under Rule 14a-8(i)(2) because it would require the Company to adopt a form of proxy that violates Rule 14a-4(b)(1) and Rule 14a-4(b)(2).

Rule 14a-4(b)(1) states, "A proxy may confer discretionary authority with respect to matters as to which a choice is not specified by the security holder provided that the form of proxy states in bold-faced type how it is intended to vote the shares represented by the proxy in each such case." Similarly, Rule 14a-4(b)(2) states, "Any such form of proxy which is executed by the security holder in such manner as not to withhold authority to vote for the election of any nominee shall be deemed to grant such authority, provided that the form of proxy so states in bold face type." Thus, proxies may grant discretionary authority, so long as the form of proxy so states in bold face type.

The Company intends to vote executed proxies not voted as to choice at the discretion of its management. The Proposal's second request seeks the removal of the statement indicating such intent from the Company's form of proxy. Failure by the Company to include a statement in bold-faced type announcing such intent on its form of proxy would violate Rule 14a-4(b)(1) and Rule 14a-4(b)(2). The Company may therefore omit the Proposal's second request from its proxy materials pursuant to Rule 14a-8(i)(2).

3. Omission of the Request that Proxy Materials Include a Statement Asking "for a vote "AGAINST" all Company select nominees for Director"

Rule 14a-8(i)(8) of the Exchange Act permits registrants to exclude a shareholder proposal "[i]f the proposal relates to an election for membership on the company's board of directors." A proposal that "attempt[s] to dissuade stockholders from voting in favor of management's nominees" or "may be deemed an effort to oppose the management's solicitation on behalf of the re-election of [its nominees]" involves elections for the purposes of Rule 14a-8(i)(8). In the Matter of Union Electric Co., 38 S.E.C. 921 (1959) and ASECO Inc., SEC No-Action Letter (Mar. 18, 1980).

Wm. Wrigley Jr. Company
November 2, 2001
Page 6

The Proposal's third request explicitly asks stockholders to vote against management's nominees for director. Such a request clearly attempts to dissuade shareholders from voting in favor of management's nominees, and thus relates to an election for membership on the Company's board of directors. The Company may therefore omit the Proposal's third request pursuant to rule 14a-8(i)(8).

This opinion is furnished to you solely for your benefit in connection with the Proposal and is not to be used, circulated, quoted or otherwise referred to for any other purpose without our express written permission except to the Securities and Exchange Commission in connection with your no-action request with respect to the Proposal.

Very truly yours,

Skadden Arps Slate Meagher & Flannery (Illinois)

00027

January 2, 2002

**Response of the Office of Chief Counsel
Division of Corporation Finance**

Re: Wm. Wrigley Jr. Company
Incoming letter dated November 2, 2001

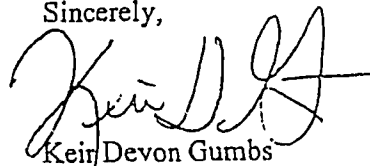
The first proposal requests that the board make particular revisions to its proxy materials. The second proposal recommends a vote against "company nominees for director."

We are unable to conclude that Wrigley has met its burden of establishing that the first proposal would violate applicable state law. Accordingly, we do not believe that Wrigley may omit the first proposal from its proxy materials in reliance on rule 14a-8(i)(2).

We are unable to concur in your view that Wrigley may exclude the first proposal under rule 14a-8(i)(3). Accordingly, we do not believe that Wrigley may omit the first proposal from its proxy materials in reliance on rule 14a-8(i)(3).

There appears to be some basis for your view that Wrigley may exclude the second proposal under rule 14a-8(i)(8) as relating to an election for membership on its board of directors. Accordingly, we will not recommend enforcement action to the Commission if Wrigley omits the second proposal from its proxy materials in reliance on rule 14a-8(i)(8).

Sincerely,



Keir Devon Gumbs
Special Counsel