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From: Sandra Silva@amat.com

**Sent:** Thursday, June 17, 2004 5:01 PM

To: Director - FASB

Subject: File Reference 1102-100: Accounting for Stock Options and ESPPs

Letter of Comment No: 4431 File Reference: 1102-100

I am writing to express my opposition to changing the accounting treatment for stock options and Employee Stock Purchase Plans (ESPPs). I believe it is *impossible* to predict the future value of employee stock options, particularly since they are not tradeable or transferable and have varied vesting schedules. Adding a "guesstimate" to the Consolidated Statement of Operations (P&L) will not improve clarity or accuracy for the investors. These numbers properly belong in their current location - in the footnotes.

I took a job in the "corporate" world 4 years ago to potentially benefit from stock incentives. I especially see the ESPP has an excellent way to build a nest egg in hopes of nice retirement. I would hate to see these plans stop or become restricted because of an expensing rule. There may be a few executives making a lot, but there are many more average working people getting a little farther ahead because of these incentives.

Regards, Sandra Silva