Proposed Rule Change by Philadelphia Stock Exchange
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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Description
Provide a brief description of the proposed rule change (limit 250 characters).

Amending Exchange rules to conform to Commission’s rules regarding removal from listing and withdrawal from registration

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name: Jurij
Last Name: Trypupenko
Title: Director
E-mail: jurij.trypupenko@phlx.com
Telephone: (215) 496-5019
Fax: (215) 496-6729

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date: 10/24/2005
By: Jurij Trypupenko
Director

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.
The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3).

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission’s permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.
1. **Text of the Proposed Rule Change**

The Philadelphia Stock Exchange, Inc. ("Phlx" or "Exchange"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")\(^1\) and Rule 19b-4 \(^2\) proposes to amend Phlx Rules 810 (Suspension and Delisting Policies Based on Exchange Findings) and 811 (Delisting Policies and Procedures) in view of the recent adoption by the Securities and Exchange Commission ("Commission") of amendments to its rules that would streamline the procedure for removing from listing, and withdrawing from registration, securities under Section 12(b) of the Securities Exchange Act of 1934.\(^3\)

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1. The text of Phlx Rules 810 and 811 are set forth below.

*New Text Underlined; Deleted Text Bracketed*

**Rule 810.**

**Suspension and Delisting Policies Based on Exchange Findings**

(a) through (c) -- *No Change.*

**Commentary:**

.01 An application by the Exchange to strike a security from listing and/or registration will be submitted to the Securities and Exchange Commission electronically on Form 25 via the EDGAR system, and a copy of the application on Form 25 will be promptly delivered to the issuer.

**Rule 811**

**Delisting Policies and Procedures**

(a) through (f) – *No Change.*


(g) At the conclusion of the hearing the Committee will present its findings to the Board of Governors so that a final determination can be made. Such decision shall be final. If the Committee or the Board determines that the security of the issuer should be removed from listing, an application shall be submitted by the Exchange to the Securities and Exchange Commission (“Commission”) to strike the security from listing and registration and a copy of such application shall be furnished to the issuer in accordance with Section 12 of the Exchange Act and the rules promulgated thereunder. If the decision is that the security should not be removed from listing, the issuer will receive a notice to that effect from the Exchange.

An application by the Exchange to strike a security from listing and/or registration will be submitted to the Commission electronically on Form 25 via the EDGAR system, and a copy of the application on Form 25 will be promptly delivered to the issuer.

The actions required to be taken by the Exchange and issuers to strike a security from listing and/or registration [for routine reason, such as redemption, maturity and retirement, is] are set forth in Rule 12d2-2(a) and Rule 19d-1 promulgated under the Exchange Act.

The relevant portions of [the] Section 12 of the Exchange Act and Rules promulgated thereunder pertaining to the suspension, removal or withdrawal and/or listing of securities [for all other reasons], and the timing thereof are summarized below:

1. SEC authorization for withdrawal and/or striking from listing of Exchange listed security – Section 12(d) of the Exchange Act and Rule 12d2-d(a) thereunder;

2. Suspension of trading by Exchange - Rule 12d2-1 under the Exchange Act;

3. Application of Exchange to strike security from listing and/or registration and notice provisions – Rule 12d2-2(b) [(c) and (e)] under the Exchange Act; or

4. Application of issuer to withdraw from listing and registration and notice provisions – Rule 12d2-2(d) and (e) under the Exchange Act; or

5. Timing and effectiveness of application by issuer or Exchange to strike a security from listing and/or registration – Rule 12d2-2(d) under the Exchange Act; or

6. Exemption of certain standardized options and futures products from Section 12(d) of the Act – Rule 12d2-2(e).

In appropriate circumstances, when the Exchange is considering delisting because a company no longer meets the requirements for continued listing, a company may, with the consent of the Exchange, file a delisting application electronically on Form 25 via the EDGAR system, provided that it states in its application that it [is no longer eligible for continued listing on the Exchange] has complied with the rules of the Exchange and the
requirements of 17 CFR 240.12d2-2(c) governing the voluntary withdrawal of the class of securities from listing and registration on the Exchange.

Pursuant to this rule, the Exchange will provide public notice of its final determination to remove a security from listing and/or registration by issuing a press release and posting a notice on its web site. Such notice will be disseminated no fewer than ten days before the delisting becomes effective pursuant to paragraph (d)(1) of Rule 12d2-2 under the Exchange Act, and will remain posted on the web site until the delisting is effective.

2. Procedures of the Self-Regulatory Organization

The Executive Committee, pursuant to delegated authority, approved the proposal for filing with the Securities and Exchange Commission ("SEC" or "Commission") on October 19, 2005.

Questions and comments on the proposed rule change may be directed to Jurij Trypupenko, Director and Counsel, New Products Group and Legal Department, at (215) 496-5019, or Edith H. Hallahan, First Vice President and Deputy General Counsel, at (215) 496-5179.

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

a. Purpose

The purpose of the proposed rule change is to conform the Exchange’s Rules 810 and 811 to the Commission’s recent actions regarding streamlining the procedures for removing from listing, and withdrawing from registration, securities under Section 12(b) of the Act.

On July 14, 2005, the Commission published a release making changes to the Commission’s rules governing removal from listing and registration and instituting
electronic submission of Form 25. In the release, the Commission, among other things, adopted amendments to Rules 12d2-2 and 19d-1 under the Act and Form 25 thereunder, to indicate that national securities exchanges and issuers that seek to delist and/or deregister securities under Section 12(b) of the Act will do so by electronically filing Form 25 via the Commission’s Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system.

Phlx Rule 811 (Delisting Policies and Procedures) currently establishes a procedure for the Exchange to delist a company that is below the Exchange’s continued listing criteria (and not able to otherwise qualify under an initial listing standard), which includes an opportunity for a company to come into compliance, provision of notice of the Exchange staff’s decision to delist, and opportunity for a company to appeal the decision to a committee designated by the Exchange’s board of directors; and indicates that the Exchange will follow Section 12(d) of the Act and Commission Rule 12d. The Exchange proposes changes to Rule 811 to conform it to the Delisting Release.

The proposed changes to Rule 811 include language modifications that: indicate that applications by the Exchange to strike a security form listing and/or registration will be submitted on Form 25 via EDGAR, and a copy will be promptly delivered to the

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6 To permit the EDGAR system to differentiate between a Form 25 filed by exchanges and by issuers, the Commission established that a Form 25 filed by exchanges would have the EDGAR submission type of 25-NSE and a Form 25 filed by issuers would have the EDGAR submission type of 25.
issuer, add reference to Rule 19d-1 under the Act in terms of the Exchange and issuers following the procedures established in Rule 19d-1 along with Rule 12d2-2 under the Act; expand and modify references to Rule 12d2-2 so that they are commensurate with the Delisting Release; and provide for public notice of the Exchange’s final determination to remove a security from listing and/or registration by issuing a press release and posting a notice on its web site for the requisite period of time. The proposed changes to Rule 811 also relate to the exemption of certain standardized options and futures products from Section 12(d) of the Act.

Phlx Rule 810 (Suspension and Delisting Policies Based on Exchange Findings) currently provides that if an issuer cannot demonstrate proper listing compliance it will be subject to delisting procedures pursuant to Phlx Rule 811; and that if the entire outstanding amount of a class, issue or series is retired through payment at maturity or through redemption, reclassification or otherwise, the Exchange may give notice to the SEC on Form 25. The Exchange proposes a change to clarify that Form 25 will be electronically filed via EDGAR, in compliance with the Delisting Release.

The Exchange believes that the proposed changes to Phlx Rules 810 and 811 conform its rules to the Delisting Release and streamline the process for delisting and/or deregistration.

b. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act\(^7\) in general, and furthers the objectives of Section 6(b)(5) of the Act\(^8\) in particular, in that it

\(^7\) 15 U.S.C. 78f(b).

is designed to promote just and equitable principles of trade, to remove impediments to
and to perfect the mechanism of a free and open market and a national market system
and, in general, to protect investors and the public interest. Specifically, the proposed
rule change conforms Exchange rules to the Commission’s Delisting Release and rule
changes promulgated thereunder.

4. **Self-Regulatory Organization’s Statement on Burden on Competition**

   The Exchange does not believe that the proposed rule change will impose any
burden on competition not necessary or appropriate in furtherance of the purposes of the
Act.

5. **Self-Regulatory Organization's Statement on Comments on the Proposed Rule
   Change Received from Members, Participants, or Others**

   No written comments were either solicited or received.

6. **Extension of Time Period for Commission Action**

   The Exchange does not consent to an extension of the time period for
Commission action.

7. **Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated
   Effectiveness Pursuant to Section 19(b)(2)**

   Not Applicable

8. **Proposed Rule Change Based on Rules of Another Self-Regulatory Organization
   or of the Commission**
The proposed rule change is based on the Commission’s Delisting Release and changes to Commission rules promulgated thereunder.⁹

9. Exhibits

1. Notice of proposed rule for publication in the Federal Register.

SECURITIES AND EXCHANGE COMMISSION
(Release No. ; File No. SR-Phlx-2005-62)

Self-Regulatory Organizations; Notice of Filing Proposed Rule Change by the Philadelphia Stock Exchange, Inc. Relating to Amending Exchange Rules to Conform to the Commission’s Rules Regarding Removal from Listing and Withdrawal from Registration

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")\(^1\), and Rule 19b-4\(^2\) thereunder, notice is hereby given that on _________________ 2005, the Philadelphia Stock Exchange, Inc. ("Phlx" or "Exchange") filed with the Securities and Exchange Commission ("SEC" or "Commission") the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Phlx. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. **Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change**

The Phlx, pursuant to Section 19(b)(1) and Rule 19b-4 thereunder,\(^3\) proposes to amend Phlx Rules 810 (Suspension and Delisting Policies Based on Exchange Findings) and 811 (Delisting Policies and Procedures) in view of the recent adoption by the Securities and Exchange Commission ("Commission") of amendments to its rules that

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\(^3\) 17 CFR 240.19b-4.
would streamline the procedure for removing from listing, and withdrawing from registration, securities under Section 12(b) of the Securities Exchange Act of 1934.  

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, the Phlx included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Phlx has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The purpose of the proposed rule change is to conform the Exchange’s Rules 810 and 811 to the Commission’s recent actions regarding streamlining the procedures for removing from listing, and withdrawing from registration, securities under Section 12(b) of the Act.

On July 14, 2005, the Commission published a release making changes to the Commission’s rules governing removal from listing and registration and instituting electronic submission of Form 25.  

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adopted amendments to Rules 12d2-2 and 19d-1 under the Act and Form 25 thereunder, to indicate that national securities exchanges and issuers that seek to delist and/or deregister securities under Section 12(b) of the Act will do so by electronically filing Form 25 via the Commission’s Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system.

Phlx Rule 811 (Delisting Policies and Procedures) currently establishes a procedure for the Exchange to delist a company that is below the Exchange’s continued listing criteria (and not able to otherwise qualify under an initial listing standard), which includes an opportunity for a company to come into compliance, provision of notice of the Exchange staff’s decision to delist, and opportunity for a company to appeal the decision to a committee designated by the Exchange’s board of directors; and indicates that the Exchange will follow Section 12(d) of the Act and Commission Rule 12d. The Exchange proposes changes to Rule 811 to conform it to the Delisting Release.

The proposed changes to Rule 811 include language modifications that: indicate that applications by the Exchange to strike a security form listing and/or registration will be submitted on Form 25 via EDGAR, and a copy will be promptly delivered to the issuer; add reference to Rule 19d-1 under the Act in terms of the Exchange and issuers following the procedures established in Rule 19d-1 along with Rule 12d2-2 under the

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Act; expand and modify references to Rule 12d2-2 so that they are commensurate with the Delisting Release; and provide for public notice of the Exchange’s final determination to remove a security from listing and/or registration by issuing a press release and posting a notice on its website for the requisite period of time. The proposed changes to Rule 811 also relate to the exemption of certain standardized options and futures products from Section 12(d) of the Act.

Phlx Rule 810 (Suspension and Delisting Policies Based on Exchange Findings) currently provides that if an issuer cannot demonstrate proper listing compliance it will be subject to delisting procedures pursuant to Phlx Rule 811; and that if the entire outstanding amount of a class, issue or series is retired through payment at maturity or through redemption, reclassification or otherwise, the Exchange may give notice to the SEC on Form 25. The Exchange proposes a change to clarify that Form 25 will be electronically filed via EDGAR, in compliance with the Delisting Release.

The Exchange believes that the proposed changes to Phlx Rules 810 and 811 conform its rules to the Delisting Release and streamline the process for delisting and/or deregistration.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act\(^8\) in general, and furthers the objectives of Section 6(b)(5) of the Act\(^9\) in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and to perfect the mechanism of a free and open market and a national market system


and, in general, to protect investors and the public interest. Specifically, the proposed rule change conforms Exchange rules to the Commission’s Delisting Release and rule changes promulgated thereunder.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Phlx does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

No written comments were either solicited or received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which Phlx consents, the Commission shall: (a) by order approve such proposed rule change, or (b) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic comments:
• Use the Commission’s Internet comment form
   (http://www.sec.gov/rules/sro.shtml); or

• Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Phlx-2005-62 on the subject line.

Paper comments:

• Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609.

All submissions should refer to File Number SR-Phlx-2005-62. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission’s Internet Web site (http://www.sec.gov/rules/sro.shtml). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission’s Public Reference Room. Copies of the filing also will be available for inspection and copying at the principal office of the Phlx. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information
that you wish to make available publicly. All submissions should refer to File Number SR-Phlx-2005-62 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.\textsuperscript{10}

Margaret H. McFarland
Deputy Secretary

\textsuperscript{10} 17 CFR 200.30-3(a)(12).