Proposed Rule Change by Philadelphia Stock Exchange

Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial Amendment Withdrawal

Section 19(b)(2) ☑ Section 19(b)(3)(A) ☐ Section 19(b)(3)(B) ☐

Rule

Pilot Extension of Time Period for Commission Action Date Expires

Rule

Section 19b-4(f)(1) ☐ 19b-4(f)(4) ☐

19b-4(f)(2) ☐ 19b-4(f)(5) ☐

19b-4(f)(3) ☐ 19b-4(f)(6) ☐

Description

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

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 03/30/2006

By Jurij Trypupenko (Name) Director (Title)

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.
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 thereunder,\(^2\) proposes to amend Phlx Rules 809 (Issuer Request for Removal and Delisting of Securities), 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\(^3\) 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.\(^4\)

A notice of the proposed rule change for publication in the *Federal Register* is attached hereto as Exhibit 1 and changes to the immediately preceding rule text are attached hereto as Exhibit 4. The text of Phlx Rules 809, 810 and 811 is set forth below.

*New Text Underlined; Deleted Text Bracketed.*

**Rule 809.**

**Issuer Request for Removal and Delisting of Securities**

\[\ldots\]

*The following will be the operative text of Rule 809 effective as of April 24, 2006:*

(a) An issuer proposing to withdraw a security from listing on the Exchange shall submit [the following:

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A certified copy of a resolution adopted by the Board of Directors of the issuer authorizing withdrawal from listing and registration and a statement setting forth in detail the reasons for the proposed withdrawal and the facts in support thereof.

The issuer may be required to submit the proposed withdrawal to the security holders for their vote at a meeting for which proxies are solicited provided the stock is not also listed on another Exchange having similar requirements.

(b) An issuer proposing to withdraw a security from listing on the Exchange shall do so by electronically submitting to the Securities and Exchange Commission (“Commission”) Form 25 via the EDGAR system in compliance with all of the requirements of Rule 12d2-2(c) under the Exchange Act, and shall simultaneously provide a copy of such Form 25 to the Exchange.

(c) Not less than ten days before the issuer submits Form 25 pursuant to paragraph (b) herein an issuer seeking to voluntarily apply to withdraw a security from listing on the Exchange where the issuer has received notice from the Exchange, pursuant to Rule 811 or otherwise, that the issuer is below the Exchange’s continued listing policies and standards, or that the issuer is aware that it is below such continued listing policies and standards notwithstanding that it has not received such notice from the Exchange, must:

(i) provide written notice to the Exchange of its decision to withdraw from listing indicating all material facts relating to the reasons for withdraw in compliance with Rule 12d2-2(c) under the Exchange Act, and

(ii) contemporaneously with providing such notice to the Exchange disclose that it is no longer eligible for continued listing (including the specific continued listing policies and standards that the issue is below) in (A) its statement of all material facts relating to the reasons for withdrawal from listing provided to the Exchange along with written notice of its determination to withdraw from listing required by Rule 12d2-2(c)(2)(ii) under the Exchange Act and (B) its release and Web site notice required by Rule 12d2-2(c)(2)(iii) under the Exchange Act.

Rule 810.

Suspension and Delisting Policies Based on Exchange Findings

The following will be the operative text of Rule 810 effective as of April 24, 2006:

(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**

The following will be the operative text of Rule 811 effective as of April 24, 2006:

(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 of registration / and or listing of securities [for all other reasons], and the timing thereof are summarized below:

1. Withdrawal of registration and / or striking for certain corporate events 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 (a) and (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[.].
(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, and shall no fewer than ten days prior to filing Form 25 provide written notice to the Exchange, 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 Rule 12d2-2(c) under the Exchange Act 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 and March 28, 2006.

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 809, 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(d) of the Act.

   On July 14, 2005, the Commission published the Delisting 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(d) 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

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7 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.
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 12d2-2.
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 from 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
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.
Phlx Rule 809 (Issuer Request for Removal and Delisting of Securities) currently provides that if an issuer desires to withdraw a security from listing it must, among other things, provide a certified copy of a resolution adopted by the Board of Directors of the issuer authorizing withdrawal from listing and registration and a statement setting forth in detail the reasons for the proposed withdrawal and the facts in support thereof. The Exchange proposes to clarify that for such requests an issuer shall use Form 25 electronically filed via Edgar after providing advance notice to the Exchange and shall provide adequate public notice including on its Web site, in compliance with all of the requirements of Rule 12d2-2(c) under the Exchange Act, and in compliance with the Delisting Release.

The Exchange believes that the proposed changes 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\(^8\) 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.

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)**

The Exchange requests accelerated effectiveness for SR-Phlx-2005-62, as
amended by Amendment Nos. 1 and 2, pursuant to Section 19(b)(2) of the Act\(^\text{10}\) so that
the proposed rule changes are operative by April 24, 2006.

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.\(^\text{11}\)

9. **Exhibits**

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

4. Changes to the immediately preceding rule text.


\(^\text{11}\) See Securities Exchange Act Release No. 52029 (July 14, 2005), 70 FR 42456 (July
22, 2005).
Exhibit 1

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

Self-Regulatory Organizations; Notice of Filing and Accelerated Effectiveness Regarding 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 809 (Issuer Request for Removal and Delisting of Securities), 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

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\(^3\) 17 CFR 240.19b-4.
Commission ("Commission") of amendments to its rules\(^4\) 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.\(^5\)

The text of Phlx Rules 809, 810 and 811 is set forth below.

*New Text Underlined; Deleted Text Bracketed.*

**Rule 809. Issuer Request for Removal and Delisting of Securities**

The following will be the operative text of Rule 809 effective as of April 24, 2006:

(a) An issuer proposing to withdraw a security from listing on the Exchange shall submit [the following:

A] a certified copy of a resolution adopted by the Board of Directors of the issuer authorizing withdrawal from listing and registration and a statement setting forth in detail the reasons for the proposed withdrawal and the facts in support thereof.

The issuer may be required to submit the proposed withdrawal to the security holders for their vote at a meeting for which proxies are solicited provided the stock is not also listed on another Exchange having similar requirements.

(b) An issuer proposing to withdraw a security from listing on the Exchange shall do so by electronically submitting to the Securities and Exchange Commission ("Commission") Form 25 via the EDGAR system in compliance with all of the requirements of Rule 12d2-2(c) under the Exchange Act, and shall simultaneously provide a copy of such Form 25 to the Exchange.

(c) Not less than ten days before the issuer submits Form 25 pursuant to paragraph (b) herein an issuer seeking to voluntarily apply to withdraw a security from listing on the Exchange where the issuer has received notice from the Exchange, pursuant to Rule 811 or otherwise, that the issuer is below the Exchange’s continued listing policies and standards, or that the issuer is aware that it is below such continued listing policies and standards notwithstanding that it has not received such notice from the Exchange, must:


(i) provide written notice to the Exchange of its decision to withdraw from listing indicating all material facts relating to the reasons for withdraw in compliance with Rule 12d2-2(c) under the Exchange Act, and
(ii) contemporaneously with providing such notice to the Exchange disclose that it is no longer eligible for continued listing (including the specific continued listing policies and standards that the issue is below) in (A) its statement of all material facts relating to the reasons for withdrawal from listing provided to the Exchange along with written notice of its determination to withdraw from listing required by Rule 12d2-2(c)(2)(ii) under the Exchange Act and (B) its release and Web site notice required by Rule 12d2-2(c)(2)(iii) under the Exchange Act.

Rule 810.
Suspension and Delisting Policies Based on Exchange Findings

. . .

The following will be the operative text of Rule 810 effective as of April 24, 2006:

(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

. . .

The following will be the operative text of Rule 811 effective as of April 24, 2006:

(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.
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 of registration and/or listing of securities [for all other reasons], and the timing thereof are summarized below:

1. [SEC authorization for withdrawal of registration and/or striking for certain corporate events 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 (a) and (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;

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, and shall no fewer than ten days prior to filing Form 25 provide written notice to the Exchange, 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 Rule 12d2-2(c) under the Exchange Act 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.

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 809, 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(d) of the Act.

On July 14, 2005, the Commission published the Delisting 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

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and/or deregister securities under Section 12(d) of the Act will do so by electronically filing Form 25 via the Commission’s Electronic Data Gathering, Analysis, and Retrieval (“EDGAR”) system.⁸

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 12d2-2. 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 from 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 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

⁸ 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.
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.

Phlx Rule 809 (Issuer Request for Removal and Delisting of Securities) currently provides that if an issuer desires to withdraw a security from listing it must, among other things, provide a certified copy of a resolution adopted by the Board of Directors of the issuer authorizing withdrawal from listing and registration and a statement setting forth in detail the reasons for the proposed withdrawal and the facts in support thereof. The Exchange proposes to clarify that for such requests an issuer shall use Form 25 electronically filed via Edgar after providing advance notice to the Exchange and shall provide adequate public notice including on its Web site, in compliance with all of the requirements of Rule 12d2-2(c) under the Exchange Act, and in compliance with the Delisting Release.

The Exchange believes that the proposed changes 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\(^9\) in general, and furthers the objectives of Section 6(b)(5) of the Act\(^10\) 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**

The Exchange requests accelerated effectiveness for SR-Phlx-2005-62, as amended by Amendment Nos. 1 and 2, pursuant to Section 19(b)(2) of the Act\(^11\) so that the proposed rule changes are operative by April 24, 2006.

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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 Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090. 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{12}

Nancy M. Morris
Secretary

\textsuperscript{12} 17 CFR 200.30-3(a)(12).
Exhibit 4

Changes to the immediately preceding rule text that was filed are indicated as follows: Double underlining indicates new additions. Bolded bracketing indicates new deletions.

*New material underlined; Deleted material bracketed.*

**Rule 809.**

**Issuer Request for Removal and Delisting of Securities**

The following will be the operative text of Rule 809 effective as of April 24, 2006:

(a) An issuer proposing to withdraw a security from listing on the Exchange shall submit the following:

A certified copy of a resolution adopted by the Board of Directors of the issuer authorizing withdrawal from listing and registration and a statement setting forth in detail the reasons for the proposed withdrawal and the facts in support thereof.

The issuer may be required to submit the proposed withdrawal to the security holders for their vote at a meeting for which proxies are solicited provided the stock is not also listed on another Exchange having similar requirements.

(b) An issuer proposing to withdraw a security from listing on the Exchange shall do so by electronically submitting to the Securities and Exchange Commission (“Commission”) Form 25 via the EDGAR system in compliance with all of the requirements of Rule 12d2-2(c) under the Exchange Act, and shall simultaneously provide a copy of such Form 25 to the Exchange.

(c) Not less than ten days before the issuer submits Form 25 pursuant to paragraph (b) herein an issuer seeking to voluntarily apply to withdraw a security from listing on the Exchange where the issuer has received notice from the Exchange, pursuant to Rule 811 or otherwise, that the issuer is below the Exchange’s continued listing policies and standards, or that the issuer is aware that it is below such continued listing policies and standards notwithstanding that it has not received such notice from the Exchange, must:

(i) provide written notice to the Exchange of its decision to withdraw from listing indicating all material facts relating to the reasons for withdrawal in compliance with Rule 12d2-2(c) under the Exchange Act, and

(ii) contemporaneously with providing such notice to the Exchange disclose that it is no longer eligible for continued listing (including the specific continued listing policies and standards that the issue is below) in (A) its statement of all material facts relating to the reasons for withdrawal from listing provided to the Exchange along with written notice of its determination to withdraw from listing required by
Rule 810.
Suspension and Delisting Policies Based on Exchange Findings

... 

The following will be the operative text of Rule 810 effective as of April 24, 2006:

(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

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The following will be the operative text of Rule 811 effective as of April 24, 2006:

(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 of registration / and or listing of securities [for all other reasons], and the timing thereof are summarized below:

(1) SEC authorization for withdrawal of registration and / or striking for certain corporate events 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 (a) and (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 (el)c] under the Exchange Act[.];

(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, and shall no fewer than ten days prior to filing Form 25 provide written notice to the Exchange, 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 Rule 12d2-2(c) under the Exchange Act 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.