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

Date Expires

Extension of Time Period for Commission Action

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  Scott

Title  First Vice President & Associate General Counsel

E-mail  scott.donnini@phlx.com

Telephone  (215) 496-5358  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  03/20/2006

By  Scott Donnini  First Vice President & Associate General Counsel

(Note)

(Note)

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.

Scott Donnini, scott.donnini@phlx.com
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.

### Exhibit 1 - Notice of Proposed Rule Change

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).

### Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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.

### Exhibit 3 - Form, Report, or Questionnaire

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.

### Exhibit 4 - Marked Copies

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.

### Exhibit 5 - Proposed Rule Text

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.

### Partial Amendment

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.
PARTIAL AMENDMENT

The Philadelphia Stock Exchange, Inc. (“Exchange” or “Phlx”) hereby submits this Partial Amendment constituting Amendment No. 5 to its rule filing Phlx-2005-93 filed on December 30, 2005. The purpose of this Partial Amendment is to revise language in the Statutory Basis section to properly describe compliance with fair representation requirements.

The changes to the text of the Statutory Basis section are being marked against what was provided in Amendment No. 1. Deletions are being bracketed and bolded and additions are being underlined and bolded.

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

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a. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act\(^1\) in general, and furthers the objectives of Section 6(b)(3) of the Act\(^2\) in particular, in that it is designed to assure a fair representation of its members in the selection of its directors and administration of its affairs because [the Board of Governors will consist of a majority of Independent Governors with two elected by the members and ten by the shareholders, ensuring greater shareholder representation.] the members will elect five (5) Designated Governors, including two (2) Designated Independent Governors, one (1) PBOT Governor, and two (2) Member Governors.

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\(^1\) 15 U.S.C. 78f(b).