

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-54137; File No. SR-Amex-2006-67)

July 12, 2006

Self-Regulatory Organizations; American Stock Exchange LLC; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Permit the Listing and Trading of Quarterly Options Series

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on July 11, 2006, the American Stock Exchange LLC (“Exchange” or “Amex”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I and II below, which Items have been substantially prepared by the Exchange. The Exchange has designated this proposal as non-controversial under Section 19(b)(3)(A)(iii) of the Act³ and Rule 19b-4(f)(6) thereunder,⁴ which renders the proposed rule change effective upon filing with the Commission. 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 Exchange proposes to amend its rules to permit the listing and trading of quarterly options series.⁵ The text of the proposed rule change is set forth below. Proposed new language is underlined; language proposed to be deleted is in [brackets].

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A)(iii).

⁴ 17 CFR 240.19b-4(f)(6).

⁵ This proposal is substantially identical to a recently approved proposal by the International Securities Exchange (“ISE”) to list Quarterly Options Series on a pilot

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Rule 900 – Applicability, Definitions and References

(a) No change.

(b) Definitions – The following terms as used in the Rules in this Chapter shall, unless the context otherwise indicates, have the meanings herein specified:

(1) – (44) No change.

(45) Quarterly Options Series – The term “Quarterly Options Series” means a series in an options class that is approved for listing and trading on the Exchange in which the series is opened for trading on any business day and that expires at the close of business on the last business day of a calendar quarter:

(c) – (d) No change.

*** * * Commentary**

.01 No change.

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Rule 903 – Series of Options Open for Trading

(a) After a particular class of options (call option contracts or put option contracts relating to a specific underlying security or calculated index) has been approved for listing and trading on the Exchange, the Exchange shall from time to time open for trading series of options therein. Prior to the opening of trading in any series of options, the Exchange shall fix the expiration month, expiration year (if the options series has more than one year remaining to expiration), and exercise price of option contracts included in each such series. For Short Term Options Series, the Exchange will fix a specific expiration date and exercise price, as provided in

basis. See Securities Exchange Act Releases No. 53857 (May 24, 2006), 71 FR 31246 (June 1, 2006) (notice of filing); and 54113 (July 7, 2006) (approval order).

paragraph (h). For Quarterly Options Series, the Exchange will fix a specific expiration date and exercise price, as provided in Commentary .09.

(b) – (h) No change.

*** * * Commentary**

.01 – .08 No change.

.09 Quarterly Options Series Pilot Program: For a pilot period, the Exchange may list and trade options series that expire at the close of business on the last business day of a calendar quarter (“Quarterly Options Series”). The Exchange may list Quarterly Options Series for up to five (5) currently listed options classes that are either Stock Index Options or options on exchange traded funds. In addition, the Exchange may also list Quarterly Options Series on any options classes that are selected by other securities exchanges that employ a similar pilot program under their respective rules. The pilot will commence the day the Exchange first initiates trading in a Quarterly Options Series, which shall be no later than August 10, 2006 and will expire on July 10, 2007.

(a) The Exchange will list series that expire at the end of the next consecutive four (4) calendar quarters, as well as the fourth quarter of the next calendar year. For example, if the Exchange is trading Quarterly Options Series in the month of May 2006, it will list series that expire at the end of the second, third and fourth quarters of 2006, as well as the first and fourth quarters of 2007. Following the second quarter 2006 expiration, the Exchange will add series that expire at the end of the second quarter of 2007.

(b) The Exchange will not list a Short Term Options Series on an options class whose expiration coincides with that of a Quarterly Options Series on that same options class.

(c) The strike price of each Quarterly Options Series will be fixed at a price per share, with at least two strike prices above and two strike prices below the value of the underlying security at about the time that a Quarterly Options Series is opened for trading on the Exchange. The Exchange shall list strike prices for a Quarterly Options Series that are within \$5 from the closing price of the underlying on the preceding day. Additional Quarterly Options Series of the same class may be opened for trading on the Exchange when the Exchange deems it necessary to maintain an orderly market, to meet customer demand or when the market price of the underlying security moves substantially from the initial exercise price or prices. To the extent that any additional strike prices are listed by the Exchange, such additional strike prices shall be within \$5 from the closing price of the underlying on the preceding day. The opening of new Quarterly Options Series shall not affect the series of options of the same class previously opened.

(d) The interval between strike prices on Quarterly Options Series shall be the same as the interval for strike prices for series in that same options class that expire in accordance with the normal monthly expiration cycle.

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Rule 900C – Applicability and Definitions

(a) No change.

(b) Definitions – The following terms as used in the Rules in this Section shall, unless the context otherwise indicates, have the meanings herein specified:

(1) – (25) No change.

(26) Quarterly [Index Expiration] Options Series – The term “quarterly [index expiration] options series” means [an option contract on a stock index group that expires on the

first business day of the month following the end of a calendar quarter], for the purposes of this Section 14, a series in an index options class that is approved for listing and trading on the Exchange in which the series is opened for trading on any business day and that expires at the close of business on the last business day of a calendar quarter.

(27) No change.

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Rule 903C – Series of Stock Index Options

(a) No change.

(i) – (iii) No change.

(iv) [Quarterly Index Expiration Option Series—The Exchange may list options on the Major Market ("XMI"), Institutional ("XII") and S&P MidCap 400 ("MID") stock indices that expire on the first business day of the month following the end of a calendar quarter. For such options, the Exchange may list up to eight consecutive quarterly expirations with an index multiplier no greater than 500. All other contract terms for such options will conform to the terms of the XMI, XII and MID options listed pursuant to the provisions of Rule 903C(a)(i) and (ii) above.] Quarterly Options Series Pilot Program: For a pilot period, the Exchange may list and trade options series that expire at the close of business on the last business day of a calendar quarter ("Quarterly Options Series"). The Exchange may list Quarterly Options Series for up to five (5) currently listed options classes that are either Stock Index Options or options on exchange traded funds. In addition, the Exchange may also list Quarterly Options Series on any options classes that are selected by other securities exchanges that employ a similar pilot program under their respective rules. The pilot will commence the day the Exchange first

initiates trading in a Quarterly Options Series, which shall be no later than August 10, 2006 and will expire on July 10, 2007.

1. The Exchange will list series that expire at the end of the next consecutive four (4) calendar quarters, as well as the fourth quarter of the next calendar year. For example if the Exchange is trading Quarterly Options Series in the month of May 2006, it will list series that expire at the end of the second, third and fourth quarters of 2006, as well as the first and fourth quarters of 2007. Following the second quarter 2006 expiration, the Exchange will add series that expire at the end of the second quarter of 2007.

2. The Exchange will not list a Short Term Option Series on an options class whose expiration coincides with that of a Quarterly Options Series on that same options class.

3. Quarterly Options Series shall be P.M. settled.

4. The strike price of each Quarterly Options Series will be fixed at a price per share, with at least two strike prices above and two strike prices below the value of the underlying security at about the time that a Quarterly Options Series is opened for trading on the Exchange. The Exchange shall list strike prices for a Quarterly Options Series that are within \$5 from the closing price of the underlying on the preceding day. The Exchange may open for trading additional Quarterly Options Series of the same class if the current index value of the underlying index moves substantially from the exercise price of those Quarterly Options Series that already have been opened for trading on the Exchange. The exercise price of each Quarterly Options Series opened for trading on the Exchange shall be reasonably related to the current index value of the underlying index to which such series relates at or about the time such series of options is first opened for trading on the Exchange. The term “reasonably related to the current index value of the underlying index” means that the exercise price is within thirty percent (30%) of the

current index value. The Exchange may also open for trading additional Quarterly Options Series that are more than thirty percent (30%) away from the current index value, provided that demonstrated customer interest exists for such series, as expressed by institutional, corporate, or individual customers or their brokers. Market-makers trading for their own account shall not be considered when determining customer interest under this provision.

5. The interval between strike prices on Quarterly Options Series shall be the same as the interval for strike prices for series in that same options class that expire in accordance with the normal monthly expiration cycle.

(v) No change.

(b) – (c) No change.

***** Commentary**

.01 – .04 No change.

Rule 904C – Position Limits

(a) No change.

(b) Broad Stock Index Groups. No change

— Full Size Nasdaq 100 Index Options (NDX) through Eurotop 100 Index Options — No change.

— Positions in Short Term Option Series and Quarterly Options Series shall be aggregated with positions in options contracts on the same index.

— Russell 1000 Index Options, etc. — No change.

(c) Stock Index Industry Groups.

(i) Subject to the procedures specified in sub-paragraph (iii) of this paragraph (c), the Exchange shall establish a position limit with respect to options on the Pauzéé Tombstone Common Stock Index of 6,000 contracts and for each underlying stock index industry group at a level no greater than:

— 18,000 contracts if the Exchange determines, at the time of a review conducted pursuant to subparagraph (ii) of this paragraph (c), that any single stock in the group accounted, on average, for 30% or more of the numerical index value during the 30-day period immediately preceding the review; or

— 24,000 contracts if the Exchange determines, at the time of a review conducted pursuant to subparagraph (ii) of this paragraph (c), that any single stock in the group accounted, on average, for 20% or more of the numerical index value or that any five stocks in the group together accounted, on average, for more than 50% of the numerical index value, but that no single stock in the group accounted, on average, for 30% or more of the numerical index value, during the 30-day period immediately preceding the review; or

— 31,500 contracts if the Exchange determines that the conditions specified above which would require the establishment of a lower limit have not occurred.

— Positions in Short Terms Option Series and Quarterly Options Series shall be aggregated with positions in options contracts on the same index.

(ii) – (iii) No change.

(d) No change.

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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 Exchange 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 Exchange 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 Exchange proposes to amend its rules to accommodate the listing of options series that would expire at the close of business on the last business day of a calendar quarter ("Quarterly Options Series").⁶ Quarterly Options Series could be opened on any approved options class⁷ on a business day ("Quarterly Options Opening Date") and would expire at the close of business on the last business day of a calendar quarter ("Quarterly Options Expiration Date"). The Exchange would list series that expire at the end of the next four consecutive calendar quarters, as well as the fourth quarter of the next calendar year. For example, if the Exchange were trading Quarterly Options Series in the month of May 2006, it would list series that expire at the end of the second, third, and fourth quarters of 2006, as well as the first and

⁶ In 1993, the Exchange was granted SEC approval to list and trade broad-based index options that expire at the end of each quarter. See Securities Exchange Act Release No. 31844 (February 9, 1993); 58 FR 8796 (February 17, 1993). The Exchange listed and traded these options on the Major Market Index (XMI), Institutional Index (XII) and S&P Midcap Index (MID). These quarterly-style options proved to be of limited use to investors and did not trade particularly well, largely because they were A.M.-settled options.

⁷ Quarterly Options Series may be opened in options on indexes or options on Exchange Traded Fund ("ETFs") that satisfy the applicable listing criteria under Amex rules.

fourth quarters of 2007. Following the second quarter 2006 expiration, the Exchange would add series that expire at the end of the second quarter of 2007.

Quarterly Options Series listed on currently approved options classes would be P.M.-settled and, in all other respects, would settle in the same manner as do the monthly expiration series in the same options class.

The proposed rule change would allow the Exchange to open up to five currently listed options classes that are either index options or options on ETFs. The strike price for each series would be fixed at a price per share, with at least two strike prices above and two strike prices below the approximate value of the underlying security at about the time that a Quarterly Options Series is opened for trading on the Exchange. The Exchange may list strike prices for a Quarterly Options Series that are within \$5 from the closing price of the underlying security on the preceding trading day. The proposal would permit the Exchange to open for trading additional Quarterly Options Series of the same class when the Exchange deems it necessary to maintain an orderly market, to meet customer demand, or when the current market price of the underlying security moves substantially from the exercise prices of those Quarterly Options Series that already have been opened for trading on the Exchange. In addition, the exercise price of each Quarterly Options Series on an underlying index would be required to be reasonably related to the current index value of the index at or about the time such series of options were first opened for trading on the Exchange. The term “reasonably related to the current index value of the underlying index” means that the exercise price is within thirty percent of the current index value. The Exchange would also be permitted to open for trading additional Quarterly Options Series on an underlying index that are more than thirty percent away from the current index value, provided that demonstrated customer interest exists for such series, as expressed by

institutional, corporate, or individual customers or their brokers. Market-Makers trading for their own account shall not be considered when determining customer interest under this provision.

Because monthly options series expire on the third Friday of their expiration month, a Quarterly Options Series, which would expire on the last business day of the quarter, could never expire in the same week in which a monthly options series in the same class expires. The same, however, is not the case for Short Term Option Series. Quarterly Options Series and Short Term Option Series on the same options class could potentially expire concurrently under the proposal.⁸ Therefore, to avoid any confusion in the marketplace, the proposal stipulates that the Exchange may not list a Short Term Option Series that expires at the end of the day on the same day as a Quarterly Options Series in the same class expires. In other words, the proposed rules would not permit the Exchange to list a P.M.-settled Short Term Option Series on an ETF or an index that would expire on a Friday that is the last business day of a calendar quarter if a Quarterly Options Series on that ETF or index were scheduled to expire on that day.

However, the proposed rules would permit the Exchange to list as A.M.-settled Short Term Option Series and a P.M.-settled Quarterly Options Series in the same options class that both expire on the same day (i.e., on a Friday that is the last business day of the calendar quarter). The Exchange believes that the concurrent listing of an A.M.-settled Short Term Option Series and a P.M.-settled Quarterly Options Series on the same underlying ETF or index that expire on the same day would not tend to cause the same confusion as would P.M.-settled short term and quarterly series in the same options class, and would provide investors with an additional hedging mechanism.

⁸ The Exchange currently does not have any Short Term Option Series listed for trading.

Finally, the interval between strike prices on Quarterly Options Series would be the same as the interval for strike prices for series in the same options class that expires in accordance with the normal monthly expiration cycles.

The Exchange believes that Quarterly Options Series would provide investors with a flexible and valuable tool to manage risk exposure, minimize capital outlays, and be more responsive to the timing of events affecting the securities that underlie option contracts. At the same time, the Exchange is cognizant of the need to be cautious in introducing a product that can increase the number of outstanding strike prices. For that reason, the Exchange intends to employ a limited pilot program (“Pilot Program”) for Quarterly Options Series. Under the terms of the Pilot Program, the Exchange could select up to five option classes on which Quarterly Options Series may be opened on any Quarterly Options Opening Date. The Exchange would also be allowed to list those Quarterly Options Series on any options class that is selected by another securities exchange with a similar Pilot Program under its rules. The Exchange believes that limiting the number of options classes in which Quarterly Options Series may be opened would help to ensure that the addition of the new series through this Pilot Program will have only a negligible impact on the Exchange’s and the Option Price Reporting Authority’s (“OPRA”) quoting capacity. Also, limiting the term of the Pilot Program to a period of approximately one year will allow the Exchange and the Commission to determine whether the program should be extended, expanded, and/or made permanent.

If the Exchange were to propose an extension or an expansion of the program, or were the Exchange to propose to make the Pilot Program permanent, the Exchange would submit, along with any filing proposing such amendments to the Pilot Program, a Pilot Program report (“Report”) that will provide an analysis of the Pilot Program covering the entire period during

which the Pilot Program was in effect. The Report would include, at a minimum: (1) data and written analysis on the open interest and trading volume in the classes for which Quarterly Option Series were opened; (2) an assessment of the appropriateness of the options classes selected for the Pilot Program; (3) an assessment of the impact of the Pilot Program on the capacity of the Amex, OPRA, and on market data vendors (to the extent data from market data vendors is available); (4) any capacity problems or other problems that arose during the operation of the Pilot Program and how the Amex addressed such problems; (5) any complaints that the Amex received during the operation of the Pilot Program and how the Amex addressed them; and (6) any additional information that would assist in assessing the operation of the Pilot Program. The Report must be submitted to the Commission at least sixty days prior to the expiration date of the Pilot Program.

Alternatively, at the end of the Pilot Program, if the Exchange determines not to propose an extension or an expansion of the Pilot Program, or if the Commission determines not to extend or expand the Pilot Program, the Exchange would no longer list any additional Quarterly Options Series and would limit all existing open interest in Quarterly Options Series to closing transactions only.

Finally, the Exchange represents that it has the necessary systems capacity to support new options series that will result from the introduction of Quarterly Options Series.

2. Statutory Basis

The Exchange believes that the introduction of Quarterly Options Series will satisfy institutional demand for such options and provide additional flexibility and additional risk management tools to investors. For these reasons, the Exchange believes that the proposed rule

change is consistent with Section 6(b) of the Act⁹ in general and furthers the objectives of Section 6(b)(5) of the Act¹⁰ in particular in that it is designed to promote just and equitable principles of trade, to prevent fraudulent and manipulative acts and practices, and, in general, to protect investors and the public interest.

B. 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 that is 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 solicited or received with respect to the proposed rule change.

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

The Exchange has filed the proposed rule change pursuant to Section 19(b)(3)(A) of the Act¹¹ and subparagraph (f)(6) of Rule 19b-4 thereunder.¹² Because the foregoing proposed rule change (i) does not significantly affect the protection of investors or the public interest; (ii) does not impose any significant burden on competition; and (iii) does not become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate, if consistent with the protection of investors and the public interest, the proposed rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6)(iii) thereunder.¹³

⁹ 15 U.S.C. 78f(b).

¹⁰ 15 U.S.C. 78f(b)(5).

¹¹ 15 U.S.C. 78s(b)(3)(A).

¹² 17 CFR 240.19b-4(f)(6).

¹³ Rule 19b-4(f)(6)(iii) requires the Exchange to give written notice to the Commission of its intent to file the proposed rule change five business days prior to filing. The

A proposed rule change filed under Rule 19b-4(f)(6) normally does not become operative for 30 days after the date of filing. However, Rule 19b-4(f)(6)(iii) permits the Commission to waive the operative delay if such action is consistent with the protection of investors and the public interest. The Exchange has asked the Commission to waive the operative delay to permit the Pilot Program extension to become effective prior to the 30th day after filing.

The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. The Commission notes that the proposal is substantially identical to the ISE's Quarterly Option Series Pilot Program, previously published for comment and approved by the Commission,¹⁴ and thus the Exchange's proposal raises no new issues of regulatory concern. Moreover, waiving the operative delay will allow the Exchange to immediately compete with other exchanges that list and trade quarterly options under similar programs, and consequently will benefit the public. Therefore, the Commission has determined to waive the 30-day delay and allow the proposed rule change to become operative immediately.¹⁵

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

Commission has determined to waive the five-day pre-filing requirement for this proposal.

¹⁴ See supra note 5.

¹⁵ For purposes only of waiving the operative delay of this proposal, the Commission notes that it has considered the proposed rule's impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

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 No. SR-Amex-2006-67 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-Amex-2006-67. 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 such filing also will be available for inspection and copying at the principal office of the Exchange. 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-Amex-2006-67 and should be submitted on or before [insert date 21 days from the date of publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.¹⁶

Nancy M. Morris
Secretary

¹⁶ 17 CFR 200.30-3(a)(12).