

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-54579; File No. SR-NYSE-2006-30)

October 5, 2006

Self-Regulatory Organizations; New York Stock Exchange, Inc. (a/k/a New York Stock Exchange LLC); Notice of Filing of Proposed Rule Change and Amendments No. 1 & 2 Thereto Relating to the Treasury Share Exception in NYSE Listed Company Manual Section 312.03, Section 312.04 and Section 703.01(A)

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, (the “Act”)<sup>1</sup> and Rule 19b-4 thereunder,<sup>2</sup> notice is hereby given that on May 5, 2006, the New York Stock Exchange, LLC (the “Exchange” or “NYSE”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in items I, II, and III below, which items have been prepared by the Exchange. On August 11, 2006, the Exchange filed Amendment No. 1 to the proposed rule change.<sup>3</sup> On September 25, 2006, the Exchange filed Amendment No. 2 to the proposed rule change.<sup>4</sup> The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 17 CFR 240.19b-4.

<sup>3</sup> The substance of Amendment No.1 was changed in Amendment No. 2. See *infra* note 4. In Amendment No. 1, the Exchange had (1) modified the proposed rule change to state that if a company has executed a binding contract prior to August 15, 2006 with respect to the issuance of common stock, the existing treasury share exception will continue to be available for the transaction; and (2) revised the definition of “market value.”

<sup>4</sup> In Amendment No. 2, which replaced and superseded Amendment No. 1 in its entirety, the Exchange (1) revised the example provided with respect to the proposed definition of “market value” to make it clearer; and (2) amended the transition period proposed so that the existing treasury share exception would continue to be available for companies that have entered into a binding contract with respect to the issuance of common stock prior to the date that is five business days after the Commission publishes notice of the proposed rule change in the Federal Register.













