

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56775; File No. SR-Phlx-2007-83)

November 9, 2007

Self-Regulatory Organizations; Philadelphia Stock Exchange, Inc.; Notice of Filing of a Proposed Rule Change Relating to Amending By-Law Article X, Section 10-11

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 October 29, 2007, the Philadelphia Stock Exchange, Inc. (“Phlx” or “Exchange”) 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 substantially prepared by the Exchange. 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

Phlx proposes to expand the type of business that certain members of the Exchange’s Business Conduct Committee (“Committee”) must conduct in order to qualify as a Committee member. The text of the proposed rule change is available at the Exchange, the Commission’s Public Reference Room, and <http://www.Phlx.com/exchange/phlx-rule-fil.html>.

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.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

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

1. Purpose

The Exchange states that the purpose of the proposed rule change is to allow a greater pool of Phlx members with varying backgrounds and industry experience to serve on the Committee. Exchange By-Law X, Section 10-11(h) currently requires nine members to comprise the Committee; one member of the Committee must principally carry out its business on XLE, and one member must principally carry out its business on the equity options floor. Phlx believes that expanding the qualifications for these two Committee members, as set forth in this proposed rule change, should allow a greater pool of Exchange members to be eligible to serve on the Committee.

The Committee has exclusive jurisdiction to monitor compliance with the Act, the rules and regulations thereunder and the by-laws and rules of the Exchange as well as to authorize the initiation of any disciplinary actions or proceedings, among other things. Phlx believes that qualifying additional members for service on the Committee should permit a greater pool of members to serve and thereby bring their experience to the Committee process.

2. Statutory Basis

The Exchange believes that its proposal is consistent with Section 6(b) of the Act³ in general, and furthers the objectives of Section 6(b)(5) of the Act⁴ in particular, in that it is designed to promote just and equitable principles of trade, to remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general to protect investors and the public interest. In addition, the Exchange believes that the proposed rule

³ 15 U.S.C. 78f(b).

⁴ 15 U.S.C. 78f(b)(5).

change also furthers the objectives of Section 6(b)(3) under the Act⁵ in that the Committee's composition continues to reflect a "fair representation" of the Exchange's members in the administration of its affairs.

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 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 the self-regulatory organization consents, the Commission will:

- 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:

⁵ 15 U.S.C. 78f(b)(3).

