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SECURITIES AND EXCHANGE COMMISSION
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

DIVISION OF MARKET REGULATION

FORM 19b-4(e)

Information Required of a Self-Regulatory Organization Listing and Trading a New
Derivative Securities Product Pursuant to Rule 19b-4(e) Under the Securities Exchange Act of 1934

READ ALL INSTRUCTIONS PRIOR TO COMPLETING FORM

Part I

Initial Listing Report



06033415

- Name of Self-Regulatory Organization Listing New Derivative Securities Product:
The Nasdaq Stock Market, Inc. (National Association of Securities Dealers, Inc.)
- Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):
Corporation
- Class of New Derivative Securities Product:
Index Linked Note
- Name of Underlying Instrument:
NASDAQ - 100 Index, (Morgan Stanley Performance Leveraged Upside Securities Due July 20, 2007)
- If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow-Based:
Broad-based
- Ticker Symbol(s) of New Derivative Securities Product:
NDPL
- Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:
NASDAQ and other markets authorized to trade NASDAQ listed securities
- Settlement Methodology of New Derivative Securities Product:
Regular way trades settle on T + 3
- Position Limits of New Derivative Securities Product (if applicable):
N/A

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Part II

Execution

The undersigned represents that the governing body of the above-referenced Self-Regulatory Organization has duly approved, or has duly delegated its approval to the undersigned for, the listing and trading of the above-referenced new derivative securities product according to its relevant trading rules, procedures, surveillance programs and listing standards.

Name of Official Responsible for Form:

Michael S. Emen

Title:

Senior Vice President, Listing Qualifications

Telephone Number:

301 978-8020

Manual Signature of Official Responsible for Form:

Michael S. Emen

Date:

March 31, 2006

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	April 3, 2006

Handwritten mark