

91-764

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06046303

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 19b-4(e)

AUG 31 2006

Information Required of a Self-Regulatory Organization Listing and Trading 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

1. Name of Self-Regulatory Organization Listing New Derivative Securities Product:  
American Stock Exchange LLC.

2. Type of Issuer of New Derivative Securities Product (e.g., clearinghouse, broker-dealer, corporation, etc.):  
Corporation

PROCESSED

3. Class of New Derivative Securities Product: Index-Linked Note

B SEP 08 2006

4. Name of Underlying Instrument: S&P500 Index

THOMSON  
FINANCIAL

5. If Underlying Instrument is an Index, State Whether it is Broad-Based or Narrow Based: Broad-Based

PROCESSED

6. Ticker Symbol(s) of New Derivative Product: BMP

SEP 06 2006

7. Market or Markets Upon Which Securities Comprising Underlying Instrument Trades:

THOMSON  
FINANCIAL

The common stocks of S&P 500 Index are listed on the NYSE, American Stock Exchange, or the Nasdaq Stock Market.

8. Settlement Methodology of New Derivative Securities Product:  
Cash settlement on regular-way trades on the American Stock Exchange and settled through the National Securities Clearing corporation ("NSCC") on T+3.

9. Position Limits of New Derivative Securities Product (if applicable): Not Applicable.

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: Dennis J. Meekins

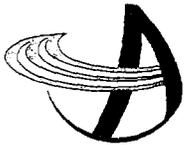
Title: Vice President

Telephone Number: (212) 306/1302

Manual Signature of Official Responsible for Form:

Date: 8/28/06

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	AUGUST 31, 2006



**AMERICAN  
STOCK EXCHANGE®**  
Equities Options ETFs

Bryan Fischer  
Managing Director  
212.306.2434 T  
212.306.5325 F  
bryan.fischer@amex.com

American Stock Exchange  
86 Trinity Place  
New York, NY 10006-1872  
T 212 306 1302  
F 212 306 5359

August 28, 2006

**BY FACSIMILE AND OVERNIGHT COURIER  
202/ 772-9273**

Securities and Exchange Commission  
Division of Market Regulations  
100 F. Street NE – Room 6628  
Washington DC 20549  
Attn: Gail Jackson – Paralegal Specialist

RECEIVED  
AUG 31 2006  
STANDARD

Re: Form 19b-4(e)

Dear Ms. Jackson:

The American Stock Exchange LLC hereby files Form 19b-4(e), with respect to the Morgan Stanley & Co. Bear Market PLUS linked to the S&P 500 Index® (BMP) listed pursuant to the Amex Company Guide Section 107.

Sincerely,

Attachment

Act	Securities Exchange Act of 1934
Section	19b-4
Rule	19b-4(e)
Public Availability:	AUGUST 31, 2006