Question 120.01

Question: On January 1, a person adopts a written plan for selling securities that satisfies ~~the~~all applicable affirmative defense conditions of Rule 10b5-1(c)(1). The first sale of securities under the plan will take place on ~~March 1~~April 15 in reliance on Rule 144. The person will need to file a Form 144. Does adoption of the Rule 10b5-1 plan change the due date for the Form 144?

Answer: No. The Form 144 must be transmitted for filing concurrently with either the placement of a sell order for a brokerage transaction, or the execution of such sale directly with a market maker, as provided in Rule 144(h). The adoption of the plan itself may not be the same as placement of a sell order. The notice on Form 144 is effective for a maximum of three months, so that sales over longer periods will involve multiple requirements of notice under Rule 144(h). [~~Mar~~Apr. 25, ~~2009~~2025]