

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Puradyn Filter Technologies Incorporated to Withdraw its Common Stock, \$.001 par value, from Listing and Registration on the American Stock Exchange LLC File No. 1-11991

August 17, 2005

On June 27, 2005, Puradyn Filter Technologies Incorporated, a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its Common Stock, \$.001 par value ("Security"), from listing and registration on the American Stock Exchange LLC ("Amex"). Notice of such application requesting comments was published in the Federal Register on July 26, 2005.³ No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") of the Issuer approved a resolution on June 24, 2005 to withdraw the Security from listing on Amex. The Issuer stated that the following reasons factored into the Board's decision to withdraw the Security: (i) the Issuer will not be able to obtain timely compliance with Amex's ongoing financial compliance standards; (ii) the ongoing costs of compliance with Amex's requirements, including provisions of the Sarbanes-Oxley Act of 2002 as they apply to exchange listed companies; and (iii) in order to secure additional capital and maintain compliance with the Amex's listing criteria, the Issuer would be required to either limit the amount of financing it is undertaking and the participation by management in such financing or to incur additional costs and defer receipt of such financing pending stockholder approval.

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ See Securities Exchange Act Release No. 52078 (July 20, 2005), 70 FR 43202.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the state of Delaware, in which it is incorporated, and by providing written notice of withdrawal to Amex. The Issuer's application relates solely to the withdrawal of the Securities from listing on Amex and from registration under Section 12(b) of the Act⁴ shall not affect its obligation to be registered under Section 12(g) of the Act.⁵

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on August 18, 2005.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

Jonathan G. Katz
Secretary

⁴ 15 U.S.C. 781(b).

⁵ 15 U.S.C. 781(g).

⁶ 17 CFR 200.30-3(a)(1).