

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-57100; File No. SR-NYSE-2007-87)

January 4, 2008

Self-Regulatory Organizations; New York Stock Exchange LLC; Order Approving Proposed Rule Change, as modified by Amendment No. 1 Thereto, to Incorporate Certain Definitions of Exchange Act Rules 13d-1 and 13d-3 into NYSE Rule 460

On September 28, 2007, the New York Stock Exchange LLC (“NYSE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend NYSE Rule 460 to incorporate definitions from Rules 13d-1(i) and (j) and 13d-3 under the Act³ for the purpose of determining whether a specialist is a beneficial owner of an equity security in which the specialist is registered and to make non-substantive, clarifying amendments to the rule. On October 29, 2007, the Exchange filed Amendment No. 1 to the proposed rule change. The proposed rule change, as amended, was published for comment in the Federal Register on November 19, 2007.⁴ The Commission received no comments on the proposal. This order approves the proposed rule change, as amended.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities exchange,⁵

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.13d-1(i); 17 CFR 240.13d-1(j); and 17 CFR 240.13d-3.

⁴ See Securities Exchange Act Release No. 56777 (November 9, 2007), 72 FR 65117.

⁵ In approving this proposed rule change, the Commission notes that it has considered the proposed rule’s impact on efficiency, competition, and capital formation. 15 U.S.C. 78c(f).

and, in particular, the requirement of Section 6(b)(5) of the Act,⁶ that the rules of an exchange are designed to, among other things, prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, remove impediments to and perfect the mechanism of a free and open market and a national market system, and, in general, protect investors and the public interest. The Commission notes that NYSE Rule 460 does not currently provide definitions for the terms “equity security,” “outstanding shares,” and “beneficial owner.” As amended, NYSE Rule 460 would apply to these terms the meanings set forth, respectively, in Rules 13d-1(i), 13d-1(j), and 13d-3, under the Act,⁷ thereby conforming the usage of these terms in NYSE Rule 460 to their usage in specified Commission rules. The proposed rule change also makes clarifying, non-substantive changes. The Commission finds that the proposed rule change is consistent with the Act.

⁶ 15 U.S.C. 78f(b)(5).

⁷ 17 CFR 240.13d-1(i); 17 CFR 240.13d-1(j); and 17 CFR 240.13d-3.

IT IS THEREFORE ORDERED, pursuant to Section 19(b)(2) of the Act⁸, that the proposed rule change (File No. SR-NYSE-2007-87), as modified by Amendment No. 1 thereto, be, and hereby is, approved.

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁹

Florence E. Harmon
Deputy Secretary

⁸ 15 U.S.C. 78s(b)(2).

⁹ 17 CFR 200.30-3(a)(12).