

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56300; File No. SR-NYSEArca-2007-63; SR-NYSEArca-2007-64)

August 22, 2007

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by NYSE Arca, Inc. Relating to Conforming Amendments Involving the Deletion of Rule 10a-1 under the Securities Exchange Act of 1934

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ and Rule 19b-4 thereunder,² notice is hereby given that on June 29, 2007, NYSE Arca, Inc. (the “Exchange”), through its wholly owned subsidiary NYSE Arca Equities, Inc. (“NYSE Arca Equities”), filed with the Securities and Exchange Commission (the “Commission”) the proposed rule changes as described in Items I and II below, which Items have been prepared by the Exchange. The Exchange filed the proposals as “non-controversial” rule changes under Rule 19b-4(f)(6) under the Act,³ which rendered the proposals effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule changes from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Changes

A. NYSE Arca Equities Rule 4.5(e), Rule 7.16, Rule 7.18 and Rule 7.37

The Exchange proposes to make certain conforming amendments to NYSE Arca Equities Rule 4.5(e), Rule 7.16, Rule 7.18, and Rule 7.37 to address the impending deletion of Rule 10a-1 under the Securities Exchange Act of 1934. These conforming “housekeeping” changes will replace references to Rule 10a-1 and, where appropriate, add references to relevant rules in Regulation SHO. The text of the proposed rule change

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4(f)(6).

is available at the Exchange, on the Exchange's website at www.nyse.com, and at the Commission's Public Reference Room.

B. NYSE Arca Rule 4.5(f) and Rule 11.8

The Exchange also proposes to make certain conforming amendments to NYSE Arca Rule 4.5(f) and Rule 11.8 to address the impending deletion of Rule 10a-1 under the Act. These conforming "housekeeping" changes will replace references to Rule 10a-1 and, where appropriate, add references to relevant rules in Regulation SHO. The text of the proposed rule change is available at the Exchange, on the Exchange's website at www.nyse.com, and at the Commission.

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Changes

In its filing with the Commission, the self-regulatory organization included statements concerning the purpose of and basis for the proposed rule changes and discussed any comments it received on the proposed rule changes. The text of these statements may be examined at the places specified in Item IV below. The self-regulatory organization has prepared summaries, set forth in Sections (A), (B), and (C) below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Changes

1. Purpose

a. NYSE Arca Equities Rule 4.5(e), Rule 7.16, Rule 7.18 and Rule 7.37

On June 28, 2007, the SEC released final rules deleting the price test of Rule 10a-1 and amending Regulation SHO to prohibit any SRO from having a price test in place. The Exchange proposes to make certain conforming amendments to NYSE Arca Equities

Rule 4.5(e), Rule 7.16, Rule 7.18, and Rule 7.37 to address the deletion of Rule 10a-1. This rule filing proposes to delete the Exchange's current price test restrictions and remove requirements relating to marking sell orders "exempt" based on exceptions set forth in Rule 10a-1. In addition, other conforming and "housekeeping" changes are also proposed to replace references to Rule 10a-1 in certain Exchange rules and, where appropriate, add references to relevant rules in Regulation SHO.

b. NYSE Arca Rule 4.5(f) and Rule 11.8

On June 28, 2007, the SEC released final rules deleting the price test of Rule 10a-1 and amending Regulation SHO to prohibit any SRO from having a price test in place. The Exchange proposes to make certain conforming amendments to NYSE Arca Rule 4.5(f) and Rule 11.8 to address the deletion of Rule 10a-1. This rule filing proposes to delete the Exchange's current price test restrictions and remove requirements relating to marking sell orders "exempt" based on exceptions set forth in Rule 10a-1. In addition, other conforming and "housekeeping" changes are also proposed to replace references to Rule 10a-1 in certain Exchange rules and, where appropriate, add references to relevant rules in Regulation SHO.

2. Statutory Basis

The Exchange believes the proposed rule changes are consistent with Section 6(b) of the Act⁴ in general and further the objectives of Section 6(b)(5)⁵ in particular in that they are designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principals of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, and to remove impediments to and

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(5).

perfect the mechanism of a free and open market and a national market system.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule changes will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act.

C. Self-Regulatory Organization's Statement on Comments on the Proposed Rule Changes Received from Members, Participants or Others

Written comments on the proposed rule changes were neither solicited nor received.

III. Date of Effectiveness of the Proposed Rule Changes and Timing for Commission Action

The foregoing proposed rule changes have become effective upon filing pursuant to Section 19(b)(3)(A) of the Act⁶ and Rule 19b-4(f)(6)⁷ thereunder because they do not (i) significantly affect the protection of investors or the public interest, (ii) impose any significant burden on competition, and (iii) become operative within 30 days after the date of the filing.

The Exchange has asked the Commission to waive the 30-day operative delay. The Commission believes such waiver is consistent with the protection of investors and the public interest because it would allow the proposed rule changes to be effective on July 6, 2007, the compliance date for the amendments to Rule 10a-1 and Regulation

⁶ 15 U.S.C. 78s(b)(3)(A).

⁷ 17 CFR 19b-4(f)(6).

SHO.⁸ For this reason, the Commission designates the proposals to be operative upon filing with the Commission.

At any time within 60 days of the filing of the proposed rule changes, the Commission may summarily abrogate such rule changes if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule changes are consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to rule-comments@sec.gov. Please include File No. SR-NYSEArca-2007-63 or SR-NYSEArca-2007-64 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street NE, Washington, DC 20549.

All submissions should refer to File No. SR-NYSEArca-2007-63 or SR-NYSEArca-2007-64. The file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use

⁸ For purposes only of waiving the 30-day pre-operative period, the Commission has considered the impact of the proposed rule changes on efficiency, competition and capital formation. 15 U.S.C. 78c(f).

only one method. The Commission will post all comments on the Commission's Internet website (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule changes that are filed with the Commission, and all written communications relating to the proposed rule changes between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549 on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing also will be available for inspection and copying at the principal offices of the Exchange. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File No. SR-NYSEArca-2007-63 or SR-NYSE-2007-64 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁹

Florence E. Harmon
Deputy Secretary

⁹ 17 CFR 200.30-3(a)(12).