

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-56688; File No. SR-NYSE-2007-77)

October 23, 2007

Self-Regulatory Organizations; New York Stock Exchange LLC.; Notice of Filing of Proposed Rule Change, as Modified by Amendment Nos. 1, 2, and 3 Thereto, to Amend Listing Fees for Structured Products

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 August 24, 2007, the New York Stock Exchange LLC (“NYSE” or “Exchange”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been substantially prepared by the Exchange. On October 3, 2007, the Exchange filed Amendment No. 1 to the proposed rule change. On October 12, 2007, the Exchange filed Amendment No. 2 to the proposed rule change. On October 22, 2007, the Exchange filed Amendment No. 3 to the proposed rule change. The Commission is publishing this notice to solicit comments on the proposed rule change, as amended, from interested persons.

I. Self-Regulatory Organization’s Statement of the Terms of Substance of the Proposed Rule Change

The Exchange proposes to amend its listing fees for structured products included in its Listed Company Manual (“Manual”). The Exchange seeks to clarify when certain existing fees will apply to specific structured products and also proposes to create a new fee section (Section 902.09) that will apply a new lower fee schedule to securities listed pursuant to Sections 703.15 (Foreign Currency Warrants and Currency Index Warrants), 703.17 (Stock Index Warrants Listing Standards), and 703.22 (Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities and Currency-Linked Securities). Except as described below,

¹ 15 U.S.C. 78s(b)(1).

the proposed revisions would apply retroactively as of October 3, 2007. The text of the proposed rule change is available at the Commission's Public Reference Room, at the Exchange, and at <http://www.nyse.com>.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of, and basis for, the proposed rule change, and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange 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 Change

1. Purpose

a. Listing Fee Schedule

The Exchange proposes to amend its listing fees for structured products. The Exchange seeks to clarify when certain existing fees will apply to specific structured products and also proposes to create a new fee section (Section 902.09) that will apply a new lower fee schedule to securities listed pursuant to Sections 703.15 (Foreign Currency Warrants and Currency Index Warrants), 703.17 (Stock Index Warrants Listing Standards) and 703.22 (Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities) of the Manual. The listing and annual fees set forth in Section 902.05 of the Manual relate to long-term structured products (*i.e.*, a term of more than seven years) listed pursuant to Section 703.18 (Contingent Value Rights), the equity criteria set out in Section 703.19 (Other Securities) and Section 703.21

² 17 CFR 240.19b-4.

(Equity-Linked Debt Securities), and traded on the equity floor of the Exchange. The Exchange is also amending Section 902.05 of the Manual to correct two cross-references, clarifying that: (i) fees applicable to structured products listed under the debt criteria set out in Section 703.19 and traded on NYSE Bonds are set forth in Section 902.08 (Listings Fees for Debt Securities); and (ii) fees applicable to short-term structured products are set forth in Section 902.06. The proposed revisions would apply retroactively as of October 3, 2007, except as described below.

Section 902.06 of the Manual sets forth the listing fees for certain securities with a term of less than seven years, including, but not limited to, warrants representing equity securities, index warrants, foreign currency warrants, contingent value rights and structured products. The Exchange proposes to revise Section 902.06 to exclude from its coverage those securities that will be subject to the fees set forth in new Section 902.09. The Exchange proposes to adopt new Section 902.09 to establish a new fee schedule for fees related to securities listed pursuant to Sections 703.15 (Foreign Currency Warrants and Currency Index Warrants), 703.17 (Stock Index Warrants Listing Standards) and 703.22 (Equity Index-Linked Securities, Commodity-Linked Securities and Currency-Linked Securities) of the Manual. The listing fees applicable to securities subject to Section 902.09 Manual are as follows:

<u>Shares Outstanding</u>	<u>Fee</u>
Up to 1 million	\$ 5,000
1+ to 2 million	10,000
2+ to 3 million	15,000
3+ to 4 million	20,000
4+ to 5 million	25,000
5+ to 6 million	30,000
6+ to 7 million	30,000
7+ to 8 million	30,000
8+ to 9 million	30,000
9+ to 10 million	32,500
10+ to 15 million	37,500
in excess of 15 million	45,000

These fees will apply each time an issuer lists a security of one of the classes specified in Section 902.09 of the Manual and also to subsequent listings of additional shares of the same security. The Exchange will treat each series of the security as a separate issue.

In addition, the following annual fees will apply to securities subject to Section 902.09:³

<u>Shares Outstanding</u>	<u>Fee</u>
Up to 6 million	\$10,000
6+ to 7 million	12,000
7+ to 8 million	14,000
8+ to 9 million	16,000
9+ to 10 million	18,000
10+ to 15 million	20,000
15+ to 25 million	25,000
25+ to 50 million	42,000
In excess of 50 million	55,000

These Annual Fees will be billed in January for the forthcoming year.

The proposed \$2,500 fee for certain changes that involve modifications to Exchange records is applicable under the proposed fee schedule. This fee is consistent with the provisions of Sections 902.05 and 902.06 of the Manual.

The Exchange also proposes to amend Section 902.08 (Listing Fees for Debt Securities) of the Manual to reflect that the Automated Bond System is now “NYSE Bonds.”

Finally, the Exchange currently applies the fee schedules set forth in Section 902.05 and 902.06 of the Manual to securities listed pursuant to Sections 703.15, 703.17 and 703.22 of the Manual. However, Sections 902.05 and 902.06 of the Manual do not identify Sections 703.15, 703.17 and 703.22 as securities to which the fees would apply. As a result, the Exchange requests permission to apply retroactively for the period from June 7, 2006 to October 2, 2007 the fee schedules set forth in Sections 902.05 and 902.06 of the Manual to all securities

³ The Exchange notes that it currently lists one Structured Product with 25 million shares or more outstanding.

previously listed pursuant to Sections 703.15, 703.17 and 703.22 of the Manual. Beginning October 3, 2007, all securities listed pursuant to Sections 703.15, 703.17 and 703.22 of the Manual would be subject to the fee schedule set forth in Section 902.09 of the Manual.

2. Statutory Basis

The Exchange believes that the proposal is consistent with Section 6(b) of the Act⁴ in general, and Section 6(b)(4) of the Act⁵ in particular, in that it provides for the equitable allocation of reasonable dues, fees and other charges among its issuers and other persons using its facilities.

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

The Exchange does not believe that the proposed rule change 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 Change Received from Members, Participants, or Others

The Exchange has neither solicited nor received written comments on the proposed rule change.

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

Within 35 days of the date of publication of this notice in the Federal Register or within such longer period (i) as the Commission may designate up to 90 days of such date if it finds such longer period to be appropriate and publishes its reasons for so finding or (ii) as to which the NYSE consents, the Commission will:

- (A) by order approve such proposed rule change, or

⁴ 15 U.S.C. 78f(b).

⁵ 15 U.S.C. 78f(b)(4).

(B) institute proceedings to determine whether the proposed rule change should be disapproved.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is 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 Number SR-NYSE-2007-77 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 20549-1090.

All submissions should refer to File Number SR-NYSE-2007-77. This 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 only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change 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 a.m. and 3:00

p.m. Copies of such filing also will be available for inspection and copying at the principal office 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 Number SR-NYSE-2007-77 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.⁶

Florence E. Harmon
Deputy Secretary

⁶ 17 CFR 200.30-3(a)(12).