

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Sony Corporation to Withdraw its American Depositary Shares, each representing one share of common stock, no par value, from Listing and Registration on the Chicago Stock Exchange, Inc. File No. 1-06439

February 24, 2006

On December 21, 2005, Sony Corporation, a company incorporated in Japan ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its American Depositary Shares, each representing one share of common stock, no par value ("Security"), from listing and registration on the Chicago Stock Exchange, Inc. ("CHX"). Notice of such application requesting comments was published in the Federal Register on January 17, 2006.<sup>3</sup> 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 October 26, 2005 to withdraw the Security from CHX. The Issuer stated that the primary factor considered by the Board was that most of the trading volume in the Security occurs on the New York Stock Exchange ("NYSE"), with very little trading volume occurring on CHX. The Issuer stated that the Security will continue to trade on NYSE. The Issuer believes that delisting the Security from CHX will cause no substantial inconvenience to the Issuer's shareholders and investors.

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<sup>1</sup> 15 U.S.C. 78l(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 53079 (January 9, 2006), 71 FR 2603.

The Issuer stated in its application that it has complied with the rules of CHX by complying with all applicable laws in effect in Japan, the jurisdiction in which the Issuer is incorporated and by providing CHX with the required documents governing the withdrawal of securities from listing and registration on CHX. The Issuer's application relates solely to the withdrawal of the Security from listing on CHX and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.<sup>4</sup>

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 February 27, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Nancy M. Morris  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 17 CFR 200.30-3(a)(1).