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December 8, 2003

Katherine A. England
Assistant Director
Division of Market Regulation
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-1001

**Re: File No. SR-NASD-2003-184—Review and Update of Member Executive
Representative Designation and Contact Information**

Dear Ms. England:

Pursuant to Rule 19b-4, enclosed please find the above-numbered rule filing. Also enclosed is a 3-1/2" disk containing the rule filing in Microsoft Word 7.0 to facilitate production of the Federal Register release.

If you have any questions, please contact Brian J. Woldow, Office of General Counsel, Regulatory Policy and Oversight, NASD, at (202) 728-6927; e-mail brian.woldow@nasd.com. The fax number of the Office of General Counsel is (202) 728-8264.

Very truly yours,

Barbara Z. Sweeney
Senior Vice President
and Corporate Secretary

Enclosures

File No. SR-NASD-2003-184
Consists of 11 Pages
December 8, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

Form 19b-4

Proposed Rule Change

by

NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC.

Pursuant to Rule 19b-4 under the
Securities Exchange Act of 1934

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”), the National Association of Securities Dealers, Inc. (“NASD”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to require members to review and, if necessary, update their executive representative designation and contact information on a quarterly basis. Below is the text of the proposed rule change. Proposed new language is underlined.

* * * * *

1000. MEMBERSHIP, REGISTRATION AND QUALIFICATION REQUIREMENTS

* * * * *

1150. Executive Representative

Each member must review and, if necessary, update its executive representative designation and contact information as required by Article IV, Section 3 of the NASD By-Laws within 17 business days after the end of each calendar quarter.

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The NASD Regulation, Inc. Board of Directors approved the proposed rule change at its meeting on November 12, 2003, which authorized the filing of the rule change with the SEC. Counsel for The Nasdaq Stock Market and NASD Dispute Resolution have been provided an opportunity to consult with respect to the proposed rule

change, pursuant to the Plan of Allocation and Delegation of Functions by NASD to its Subsidiaries. The NASD Board of Governors had an opportunity to review the proposed rule change at its meeting on November 13, 2003. No other action by NASD is necessary for the filing of the proposed rule change. Section 1(a)(ii) of Article VII of the NASD By-Laws permits the NASD Board of Governors to adopt NASD rules without recourse to the membership for approval.

NASD will announce the effective date of the proposed rule change in a Notice to Members to be published no later than 60 days following Commission approval. NASD anticipates that the effective date will be approximately 30 days following the issuance of such Notice to Members.

(b) Questions regarding this rule filing may be directed to Brian J. Woldow, Attorney, Office of General Counsel, Regulatory Policy and Oversight, NASD, at (202) 728-6927.

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

(a) Purpose

Under the Article IV, Section 3 of the NASD By-laws, members must appoint and certify to NASD one executive representative to represent, vote, and act for the member in all affairs of NASD. The executive representative must be a member of senior management and a registered principal of the member. In addition, the executive representative is required to maintain an Internet electronic e-mail account for communication with NASD and must update firm contact information.

Given the important role of the executive representative in representing, voting, and acting for the member, NASD believes that members should review and update the executive representative designation and contact information periodically to ensure its accuracy. Accordingly, the proposed rule would require that each member conduct a review and, if necessary, update its executive representative information on a quarterly basis, specifically within 17 business days after the end of each calendar quarter.¹

NASD is examining different methods of reminding members of their need to review and update their executive representative information on a quarterly basis, including the possibility of a web page linked to the act of filing the FOCUS report that would prompt members to update such designation and contact information and/or through e-mail reminders to the firm.

(b) Statutory Basis

NASD believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Exchange Act, which requires, among other things, that NASD rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. NASD believes that this proposed rule change will ensure that members' executive representative contact information is accurate and that NASD can timely contact members.

¹ This proposed schedule is consistent with a member's quarterly FOCUS reporting schedule, as well as with the proposed rule change regarding members' business continuity plans (see SR-NASD-2002-108, which is pending at the SEC) which would require members to review and update emergency contact information. Similarly, the proposed schedule is consistent with a proposed rule change regarding the designation of a person to receive notifications relating to continuing education, and the need to review and update such designation and contact information (see SR-NASD-2003-183).

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

NASD does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended.

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

NASD neither solicited nor received written comment.

6. Extension of Time Period for Commission Action

NASD does not consent at this time to an extension of the time period for Commission action specified in Section 19(b)(2) of the Exchange Act.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Not applicable.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

Not applicable.

9. Exhibits

1. Completed notice of proposed rule change for publication in the Federal Register.

Pursuant to the requirements of the Securities Exchange Act of 1934, NASD has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

NASD, INC.

BY: _____
Barbara Z. Sweeney, Senior Vice President and
Corporate Secretary

Date: December 8, 2003

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34-

; File No. SR-NASD-2003-184)

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by National Association of Securities Dealers, Inc. Relating to Member Firm Executive Representative Designation and Contact Information

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Exchange Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on December __, 2003, the National Association of Securities Dealers, Inc. (“NASD”), filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III below, which Items have been prepared by NASD. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. SELF-REGULATORY ORGANIZATION’S STATEMENT OF THE TERMS OF SUBSTANCE OF THE PROPOSED RULE CHANGE

NASD is filing with the Commission a proposed rule change to require members to review and, if necessary, update their executive representative contact information on a quarterly basis. Proposed new language is underlined.

* * * * *

¹ 15 U.S.C. § 78s(b)(1).

² 17 CFR 240.19b-4.

1000. MEMBERSHIP, REGISTRATION AND QUALIFICATION REQUIREMENTS

* * * * *

1150. Executive Representative

Each member must review and, if necessary, update its executive representative designation and contact information as required by Article IV, Section 3 of the NASD By-Laws within 17 business days after the end of each calendar quarter.

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II. SELF-REGULATORY ORGANIZATION'S STATEMENT OF THE PURPOSE OF, AND STATUTORY BASIS FOR, THE PROPOSED RULE CHANGE

In its filing with the Commission, NASD 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. NASD 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

(a) Purpose

Under the Article IV, Section 3 of the NASD By-laws, members must appoint and certify to NASD one executive representative to represent, vote, and act for the member in all affairs of NASD. The executive representative must be a member of senior management and a registered principal of the member. In addition, the executive representative is required to maintain an Internet electronic e-mail account for communication with NASD and must update firm contact information.

Given the important role of the executive representative in representing, voting, and acting for the member, NASD believes that members should review and update the executive representative designation and contact information periodically to ensure its accuracy. Accordingly, the proposed rule would require that each member conduct a review and, if necessary, update its executive representative information on a quarterly basis, specifically within 17 business days after the end of each calendar quarter.³

NASD is examining different methods of reminding members of their need to review and update their executive representative information on a quarterly basis, including the possibility of a web page linked to the act of filing the FOCUS report that would prompt members to update such designation and contact information and/or through e-mail reminders to the firm.

(b) Statutory Basis

NASD believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Exchange Act, which requires, among other things, that NASD's rules must be designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, and, in general, to protect investors and the public interest. NASD believes that this proposed rule change will ensure that members' executive representative contact information is accurate and that NASD can timely contact members.

³ This proposed schedule is consistent with a member's quarterly FOCUS reporting schedule, as well as with the proposed rule change regarding members' business continuity plans (see SR-NASD-2002-108, which is pending at the SEC) which would require members to review and update emergency contact information. Similarly, the proposed schedule is consistent with a proposed rule change regarding the designation of a person to receive notifications relating to continuing education, and the need to review and update such designation and contact information (see SR-NASD-2003-183).

(B) Self-Regulatory Organization's Statement on Burden on Competition

NASD does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Exchange Act, as amended.

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

Comments were neither solicited nor received.

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 self-regulatory organization consents, the Commission will:

A. by order approve such proposed rule change, or

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. Persons making written submissions should file six copies thereof with the Secretary, Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Comments may also be submitted electronically at the following e-mail address: rule-comments@sec.gov. All comment letters should refer to File No. SR-NASD -2003-

XXX. This file number should be included on the subject line if e-mail is used. To help us

process and review comments more efficiently, comments should be sent in hardcopy or by e-mail but not by both methods.

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. Copies of such filing will also be available for inspection and copying at the principal office of NASD. All submissions should refer to the file number in the caption above and should be submitted by [insert date 21 days from the date of publication].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority, 17 CFR 200.30-3(a)(12).

Margaret H. McFarland
Deputy Secretary