

OMB APPROVAL

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 19b-4

File No. SR - 2006 - 052
Amendment No. 1

Proposed Rule Change by National Association of Securities Dealers
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial ☐	Amendment ☒	Withdrawal ☐	Section 19(b)(2) ☐	Section 19(b)(3)(A) ☒	Section 19(b)(3)(B) ☐
			Rule		
Pilot ☐	Extension of Time Period for Commission Action ☐	Date Expires 	☒ 19b-4(f)(1)	☐ 19b-4(f)(4)	
			☐ 19b-4(f)(2)	☐ 19b-4(f)(5)	
			☐ 19b-4(f)(3)	☐ 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document



Exhibit 3 Sent As Paper Document

**Description**

Provide a brief description of the proposed rule change (limit 250 characters).

Contact Information

Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name Last Name
Title
E-mail
Telephone Fax

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934,

has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date By
(Name)

(Title)

NOTE: Clicking the button at right will digitally sign and lock
this form. A digital signature is as legally binding as a physical
signature, and once signed, this form cannot be changed.

STEPHANIE DUMONT,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EDFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit Sent As Paper Document

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Exhibit 3 - Form, Report, or Questionnaire

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Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit Sent As Paper Document

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Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

On April 20, 2006, the National Association of Securities Dealers, Inc. ("NASD") filed with the Securities and Exchange Commission ("Commission") proposed rule change SR-NASD-2006-052 for immediate effectiveness. The proposed rule change extends the effective date for the recent amendments to NASD's Order Audit Trail System rules until July 10, 2006.

NASD is filing with the Commission this Partial Amendment No. 1 to SR-NASD-2006-052 ("Partial Amendment No. 1") to make certain technical changes to the proposed rule text of Rule 6957(c), among other clarifying changes. NASD is also including with this Partial Amendment No. 1: (1) Exhibit 4 (see below), which reflects changes to the text of the proposed rule change, marked to show additions to and deletions from the text as proposed on April 20, 2006; and (2) Exhibit 5 (see below), which reflects the proposed changes to rule text in SR-NASD-2006-052, including the proposed changes to the rule text in this Partial Amendment No.1.

Specifically, NASD is filing this Partial Amendment No. 1 to make the following changes:

On pages 3 of SR-NASD-2006-052, please replace footnote 4 to read as follows:

The proposed changes indicated below are based on rule text approved by the SEC on September 28, 2005 and March 30, 2006, which, but for this subsequent filing, would have become effective May 8, 2006. See supra notes 2 and 3.

On pages 10 of SR-NASD-2006-052, please replace footnote 7 to read as follows:

The proposed changes indicated below are based on rule text approved by the SEC on September 28, 2005 and March 30, 2006, which, but for this subsequent filing, would have become effective May 8, 2006. See supra notes 5 and 6.

On pages 4 and 10 of SR-NASD-2006-052, please replace the text of the proposed rule language in Rule 6957(c), which is on page 4 and spans pages 10-11, respectively, to read as follows:

The requirements of the Order Audit Trail System shall be effective on July 10, 2006[six months after publication of the revised *OATS Reporting Technical Specifications* relating to SR-NASD-00-23,] for all manual orders, provided that firms shall be required to report information item (18) specified in Rule 6954(b) only to the extent such item is available to them.

On pages 5, 7 and 13 of SR-NASD-2006-052, please replace the second sentence of the paragraph that begins "NASD has filed the proposed rule change . . ." to read as follows:

NASD announced the revised effective date in Notice to Members 06-17 (April 2006).

On pages 7 and 14 of SR-NASD-2006-052, please replace footnote 8 and footnote 11, respectively, to read as follows:

See Letter from Financial Information Forum, on behalf of FIF Service Bureau Committee, to Paul McKenney, NASD, dated March 29, 2006.

EXHIBIT 4

Exhibit 4 shows the full text of the proposed rule change in SR-NASD-2006-052, marking changes from the text as proposed on April 20, 2006 in SR-NASD-2006-052 to this Partial Amendment No. 1.

Proposed new language in SR-NASD-2006-052 is underlined.
Proposed deletions in SR-NASD-2006-052 are in brackets.
Proposed new language in this Partial Amendment No. 1 is double underlined.
Proposed deletions in this Partial Amendment No. 1 are bolded and double bracketed.

* * * * *

6950. Order Audit Trail System

* * * * *

6957. Effective Date

The requirements of the Order Audit Trail System shall be effective in accordance with the following schedule:

(a) and (b) No Change.

(c) Manual Orders

The requirements of the Order Audit Trail System shall be effective on July 10, 2006[six months after publication of the revised *OATS Reporting Technical Specifications*] **[[relating to SR-NASD-00-23,]]** for all manual orders, provided that firms

shall be required to report information item (18) specified in Rule 6954(b) only to the extent such item is available to them.

(d) No Change.

* * * * *

6958. Exemption to the Order Recording and Data Transmission Requirements

(a) through (b) No Change.

(c) This Rule shall be in effect until July 10, 2011[May 8, 2011].

EXHIBIT 5

Exhibit 5 shows the full text of the proposed changes to rule text in SR-NASD-2006-052, including the proposed changes to the rule text in this Partial Amendment No.1.

Proposed new language is underlined.
Proposed deletions are in brackets.

* * * * *

6950. Order Audit Trail System

* * * * *

6957. Effective Date

The requirements of the Order Audit Trail System shall be effective in accordance with the following schedule:

(a) and (b) No Change.

(c) Manual Orders

The requirements of the Order Audit Trail System shall be effective on July 10, 2006[six months after publication of the revised *OATS Reporting Technical*

Specifications relating to SR-NASD-00-23,] for all manual orders, provided that firms shall be required to report information item (18) specified in Rule 6954(b) only to the extent such item is available to them.

(d) No Change.

* * * * *

6958. Exemption to the Order Recording and Data Transmission Requirements

(a) through (b) No Change.

(c) This Rule shall be in effect until July 10, 2011[May 8, 2011].