

OMB APPROVAL

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Page 1 of 21

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

File No. SR - 2006 - 098

Amendment No.

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

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).

Technical, Non-Substantive Amendments to Certain NASD Rules Approved in SR-NASD-2006-055 that were Amended by SR-NASD-2005-087

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 Kathryn Last Name Moore
Title Assistant General counsel
E-mail kathryn.moore@nasd.com
Telephone (202) 974-2974 Fax (202) 728-8264

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 08/10/2006

By Stephanie M. Dumont

(Name)

Vice President and Associate General Counsel

(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

Add

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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

Add

Remove

View

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

Add

Remove

View

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

Add

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View

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

Add

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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

Add

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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

Add

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View

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.

1. Text of Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”),¹ the National Association of Securities Dealers, Inc. (“NASD”) is filing with the Securities and Exchange Commission (“SEC” or “Commission”) a proposed rule change to make technical, non-substantive changes to certain NASD rules previously approved by the Commission in SR-NASD-2006-055 that were amended by SR-NASD-2005-087, which became effective August 1, 2006.² Below is the text of the proposed rule change.³ Proposed new language is underlined; proposed deletions are in brackets.

* * * * *

4000. THE [NASDAQ STOCK MARKET] TRADE REPORTING FACILITY

* * * * *

[4600. NASDAQ MARKET MAKER REQUIREMENTS]

* * * * *

4630. Reporting Transactions in Designated [Nasdaq National Market] Securities

* * * * *

¹ 15 U.S.C. 78s(b)(1).

² NASD filed SR-NASD-2005-087 on July 11, 2005 and Amendment No. 1 on June 15, 2006. The Commission approved SR-NASD-2005-087, as amended, on June 30, 2006. See Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006).

³ The proposed changes indicated below are based on the rule text approved by the Commission as part of SR-NASD-2006-055 on June 12, 2006, which, but for this subsequent filing (which became necessary due to the intervening approval and implementation of SR-NASD-2005-087), would become effective on December 1, 2006.

4632. Transaction Reporting

(a) through (d) No Change.

(e) Transactions Not To Be Reported For Publication Purposes

The following types of transactions shall not be reported to the Trade Reporting Facility for publication purposes:

(1) through (6) No Change.

(f) through (g) No Change.

* * * * *

4640 Series. Deleted in its entirety

* * * * *

4000A. NASD ALTERNATIVE DISPLAY FACILITY

* * * * *

4600A. TRADING IN NASDAQ SECURITIES

* * * * *

4632A. Transactions Reported by Members

(a) through (j) No Change.

(k) Transactions Not To Be Reported To NASD For Publication Purposes

The following types of transactions effected by NASD members shall not be reported to TRACS for publication purposes:

(1) through (4) No Change.

(5) purchases or sales of securities effected upon the exercise of an option pursuant to the terms thereof or the exercise of any other right to acquire securities at a pre-established consideration unrelated to the current market[.]; and
(6) transactions reported on or through an exchange.

(l) No Change.

* * * * *

6000. NASD SYSTEMS AND PROGRAMS

* * * * *

**6100. CLEARING AND COMPARISON RULES [TRADE REPORTING
SERVICE]**

* * * * *

6130. Trade Report Input

(a) through (f) No Change.

**(g) Reporting Certain Transactions for Purposes of Regulatory Transaction
Fee Assessment**

The following types of transactions that are assessed a regulatory transaction fee in accordance with Section 3 of Schedule A to the NASD By-Laws must be reported to the [Nasdaq Market Center]System as prescribed below. Transactions must be submitted to the [Nasdaq Market Center]System by 6:30 p.m. Eastern Time (or the end of the [Nasdaq Market Center]System reporting session that is in effect at that time).

(1) Odd-Lot Transactions

Transactions for less than a normal unit of trading shall be reported to the [Nasdaq Market Center]System with a modifier of .RO to designate the transaction as submitted for purposes of the regulatory transaction fee under Section 3 of Schedule A to the NASD By-Laws. Transactions may be entered as clearing or non-clearing.

(2) Away From the Market Sales

Transactions where the buyer and seller have agreed to trade at a price substantially unrelated to the current market for the security, and consideration is given, shall be reported to the [Nasdaq Market Center]System with a modifier of .RA to designate the transaction as submitted for purposes of the regulatory transaction fee under Section 3 of Schedule A to the NASD By-Laws. Transactions may be entered as clearing or non-clearing.

(3) Exercises of OTC Options

Transactions effected pursuant to the exercise of an OTC option shall be reported to the [Nasdaq Market Center]System with a modifier of .RX to designate the transaction as submitted for purposes of the regulatory transaction fee under Section 3 of Schedule A to the NASD By-Laws. Transactions may be entered as clearing or non-clearing.

* * * * *

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Board of Directors of NASD Regulation, Inc. at its meeting on November 30, 2005, 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 Board of Governors of NASD reviewed the proposed rule change at its meeting on December 1, 2005. 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 Board of Governors of NASD to adopt amendments to NASD Rules without recourse to the membership for approval. NASD has filed the proposed rule change for immediate effectiveness. The implementation date will be the implementation date of SR-NASD-2006-055, which is anticipated to be December 1, 2006.

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

(a) Purpose

On June 30, 2006, the Commission approved SR-NASD-2005-087.⁴ Among other things, SR-NASD-2005-087 proposed (1) amendments to the NASD Delegation Plan, NASD By-Laws and NASD rules to reflect a proposed phased implementation strategy for the operation of the Nasdaq Exchange as a national securities exchange with respect to Nasdaq-listed securities during a transitional period, and (2) rules for reporting

⁴ See Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006).

transactions effected otherwise than on an exchange to the new Trade Reporting Facility. SR-NASD-2005-087 became effective on August 1, 2006.

On June 12, 2006, the Commission approved SR-NASD-2006-055 which requires members to report all transactions that must be reported to NASD and that are subject to a regulatory transaction fee pursuant to Section 3 of Schedule A to the NASD By-Laws to the Nasdaq Market Center and/or the Trade Reporting and Comparison Service; provided, however, that certain identified transactions shall not be reported for publication purposes.⁵ SR-NASD-2006-055 will become effective on a date to be announced in a future Notice to Members, which is anticipated to be December 1, 2006.

These two rule filings amended several of the same NASD rules. Because of the timing of the approval and implementation dates of these two filings, NASD is filing this proposed rule change to make technical, non-substantive changes to those NASD rules previously approved by the Commission but not yet effective in SR-NASD-2006-055 that were subsequently amended by the approval and implementation of SR-NASD-2005-087, which became effective on August 1, 2006.

Specifically, the underlying rule text for NASD Rules 4632, 4632A and 6130 contained in SR-NASD-2006-055 were subsequently amended by SR-NASD-2005-087.⁶ In addition, in light of the changes implemented as part of SR-NASD-2005-087, the

⁵ See Exchange Act Release No. 53977 (June 12, 2006), 71 FR 34976 (June 16, 2006) (Approval Order of SR-NASD-2006-055).

⁶ The amendments to Section 3 of Schedule A to NASD By-Laws and NASD Rules 6420, 6620, and 6130A were unaffected by SR-NASD-2005-087. Accordingly, these amendments will become effective in accordance with SR-NASD-2006-055

transactions that are subject to a regulatory transaction fee pursuant to Section 3 of Schedule A to NASD By-Laws will no longer be reported to the Nasdaq Market Center as originally proposed in Rule 6130(g), but to another NASD facility, either the Trade Reporting Facility or the OTC Reporting Facility, as defined in Rule 6110. As a result, NASD is proposing changes to the rule text approved pursuant to SR-NASD-2006-055 to conform it to the recently approved rule changes as part of SR-NASD-2005-087. In addition, SR-NASD-2006-055 proposed amendments to Rule 4642, which was subsequently deleted in SR-NASD-2005-087, and therefore these rule changes are no longer necessary.

As noted in Item 2 of this filing, NASD has filed the proposed rule change for immediate effectiveness. The implementation date will be the implementation date of SR-NASD-2006-055, which is anticipated to be December 1, 2006.

(b) Statutory Basis

NASD believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,⁷ 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 proposed rule change will enhance the integrity of the market by increasing the consistency and clarity of its rules.

and the corresponding Notice to Members that will announce the effective date of the amendments, which is anticipated to be December 1, 2006.

⁷ 15 U.S.C. 78o-3(b)(6).

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.

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

Written comments were neither solicited nor received.

6. **Extension of Time Period for Commission Action**

Not applicable.

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

The proposed rule change is effective upon filing pursuant to Section 19(b)(3) of the Act and paragraph (f)(6) of Rule 19b-4 thereunder,⁸ in that the proposed rule change does not significantly affect the protection of investors or the public interest; does not impose any significant burden on competition; and does not become operative for 30 days after filing. NASD requests that the Commission waive the five-day pre-filing notice requirement specified in Rule 19b-4(f)(6)(iii) under the Act.⁹ NASD proposes to make the proposed rule change operative on December 1, 2006.

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

Not applicable.

⁸ 17 CFR 240.19b-4.

⁹ 17 CFR 240.19b-4(f)(6)(iii).

9. Exhibits

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

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-NASD-2006-098)

Self-Regulatory Organizations: National Association of Securities Dealers, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to NASD Rules Amended Pursuant to SR-NASD-2005-087

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 , 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. NASD has designated the proposed rule change as constituting a “non-controversial” rule change under paragraph (f)(6) of Rule 19b-4 under the Act,³ which renders the proposal effective upon receipt of this filing by the Commission. 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 proposing to make technical, non-substantive changes to certain NASD rules previously approved by the Commission in SR-NASD-2006-055 that were amended by SR-NASD-2005-087, which became effective August 1, 2006.⁴ Below is the text of

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 17 CFR 240.19b-4.

⁴ NASD filed SR-NASD-2005-087 on July 11, 2005 and Amendment No. 1 on

the proposed rule change.⁵ Proposed new language is in italics; proposed deletions are in brackets.

* * * * *

4000. THE [NASDAQ STOCK MARKET] TRADE REPORTING FACILITY

* * * * *

[4600. NASDAQ MARKET MAKER REQUIREMENTS]

* * * * *

4630. Reporting Transactions in Designated [Nasdaq National Market] Securities

* * * * *

4632. Transaction Reporting

(a) through (d) No Change.

(e) Transactions Not To Be Reported For Publication Purposes

The following types of transactions shall not be reported to the Trade Reporting Facility for publication purposes:

(1) through (6) No Change.

(f) through (g) No Change.

* * * * *

June 15, 2006. The Commission approved SR-NASD-2005-087, as amended, on June 30, 2006. See Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006).

⁵ The proposed changes indicated below are based on the rule text approved by the Commission as part of SR-NASD-2006-055 on June 12, 2006, which, but for this subsequent filing (which became necessary due to the intervening approval and implementation of SR-NASD-2005-087), would become effective on December 1, 2006.

4640 Series. Deleted in its entirety

* * * * *

4000A. NASD ALTERNATIVE DISPLAY FACILITY

* * * * *

4600A. TRADING IN NASDAQ SECURITIES

* * * * *

4632A. Transactions Reported by Members

(a) through (j) No Change.

(k) Transactions Not To Be Reported To NASD For Publication Purposes

The following types of transactions effected by NASD members shall not be reported to TRACS for publication purposes:

(1) through (4) No Change.

(5) purchases or sales of securities effected upon the exercise of an option pursuant to the terms thereof or the exercise of any other right to acquire securities at a pre-established consideration unrelated to the current market[.]; and

(6) transactions reported on or through an exchange.

(l) No Change.

* * * * *

6000. NASD SYSTEMS AND PROGRAMS

* * * * *

6100. CLEARING AND COMPARISON RULES [TRADE REPORTING SERVICE]

* * * * *

6130. Trade Report Input

(a) through (f) No Change.

(g) Reporting Certain Transactions for Purposes of Regulatory Transaction

Fee Assessment

The following types of transactions that are assessed a regulatory transaction fee in accordance with Section 3 of Schedule A to the NASD By-Laws must be reported to the [Nasdaq Market Center]System as prescribed below. Transactions must be submitted to the [Nasdaq Market Center]System by 6:30 p.m. Eastern Time (or the end of the [Nasdaq Market Center]System reporting session that is in effect at that time).

(1) Odd-Lot Transactions

Transactions for less than a normal unit of trading shall be reported to the [Nasdaq Market Center]System with a modifier of .RO to designate the transaction as submitted for purposes of the regulatory transaction fee under Section 3 of Schedule A to the NASD By-Laws. Transactions may be entered as clearing or non-clearing.

(2) Away From the Market Sales

Transactions where the buyer and seller have agreed to trade at a price substantially unrelated to the current market for the security, and consideration is given, shall be reported to the [Nasdaq Market Center]System with a modifier of .RA to designate the transaction as submitted for purposes of the regulatory transaction fee under Section 3 of Schedule A to the NASD By-Laws.

Transactions may be entered as clearing or non-clearing.

(3) Exercises of OTC Options

Transactions effected pursuant to the exercise of an OTC option shall be reported to the [Nasdaq Market Center]System with a modifier of .RX to designate the transaction as submitted for purposes of the regulatory transaction fee under Section 3 of Schedule A to the NASD By-Laws. Transactions may be entered as clearing or non-clearing.

* * * * *

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

1. Purpose

On June 30, 2006, the Commission approved SR-NASD-2005-087.⁶ Among other things, SR-NASD-2005-087 proposed (1) amendments to the NASD Delegation Plan, NASD By-Laws and NASD rules to reflect a proposed phased implementation strategy for the operation of the Nasdaq Exchange as a national securities exchange with

⁶ See Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006).

respect to Nasdaq-listed securities during a transitional period, and (2) rules for reporting transactions effected otherwise than on an exchange to the new Trade Reporting Facility. SR-NASD-2005-087 became effective on August 1, 2006.

On June 12, 2006, the Commission approved SR-NASD-2006-055 which requires members to report all transactions that must be reported to NASD and that are subject to a regulatory transaction fee pursuant to Section 3 of Schedule A to the NASD By-Laws to the Nasdaq Market Center and/or the Trade Reporting and Comparison Service; provided, however, that certain identified transactions shall not be reported for publication purposes.⁷ SR-NASD-2006-055 will become effective on a date to be announced in a future Notice to Members, which is anticipated to be December 1, 2006.

These two rule filings amended several of the same NASD rules. Because of the timing of the approval and implementation dates of these two filings, NASD is filing this proposed rule change to make technical, non-substantive changes to those NASD rules previously approved by the Commission but not yet effective in SR-NASD-2006-055 that were subsequently amended by the approval and implementation of SR-NASD-2005-087, which became effective on August 1, 2006.

Specifically, the underlying rule text for NASD Rules 4632, 4632A and 6130 contained in SR-NASD-2006-055 were subsequently amended by SR-NASD-2005-087.⁸

⁷ See Exchange Act Release No. 53977 (June 12, 2006), 71 FR 34976 (June 16, 2006) (Approval Order of SR-NASD-2006-055).

⁸ The amendments to Section 3 of Schedule A to NASD By-Laws and NASD Rules 6420, 6620, and 6130A were unaffected by SR-NASD-2005-087. Accordingly, these amendments will become effective in accordance with SR-NASD-2006-055

In addition, in light of the changes implemented as part of SR-NASD-2005-087, the transactions that are subject to a regulatory transaction fee pursuant to Section 3 of Schedule A to NASD By-Laws will no longer be reported to the Nasdaq Market Center as originally proposed in Rule 6130(g), but to another NASD facility, either the Trade Reporting Facility or the OTC Reporting Facility, as defined in Rule 6110. As a result, NASD is proposing changes to the rule text approved pursuant to SR-NASD-2006-055 to conform it to the recently approved rule changes as part of SR-NASD-2005-087. In addition, SR-NASD-2006-055 proposed amendments to Rule 4642, which was subsequently deleted in SR-NASD-2005-087, and therefore these rule changes are no longer necessary.

NASD has filed the proposed rule change for immediate effectiveness. The implementation date will be the implementation date of SR-NASD-2006-055, which is anticipated to be December 1, 2006.

2. Statutory Basis

NASD believes that the proposed rule change is consistent with the provisions of Section 15A(b)(6) of the Act,⁹ 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 proposed rule change will enhance the integrity of the market by increasing the consistency and clarity of its rules.

and the corresponding Notice to Members that will announce the effective date of the amendments, which is anticipated to be December 1, 2006.

⁹ 15 U.S.C. 78o-3(b)(6).

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 Act.

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

Written comments were neither solicited nor received.

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

Because the foregoing proposed rule change does not:

- (i) significantly affect the protection of investors or the public interest;
- (ii) impose any significant burden on competition; and
- (iii) become operative for 30 days from the date on which it was filed, or such

shorter time as the Commission may designate, it has become effective pursuant to Section 19(b)(3)(A) of the Act and Rule 19b-4(f)(6) thereunder.¹⁰

At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change 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 change is consistent with the Act. Comments may be submitted by any of the following methods:

¹⁰ 17 CFR 240.19b-4(f)(6).

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-NASD-2006-098 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-NASD-2006-098. 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. Copies of such filing also will be available for inspection and copying at the principal office of NASD.

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-NASD-2006-098 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.¹¹

Nancy M. Morris

Secretary

¹¹ 17 CFR 200.30-3(a)(12).