

OMB APPROVAL

OMB Number: 3235-0045
Expires: June 30, 2007
Estimated average burden
hours per response.....38

Page 1 of 4

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

File No. SR - 2006 - 076
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)(2) ☐ 19b-4(f)(3)	☐ 19b-4(f)(4) ☐ 19b-4(f)(5) ☐ 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

[Add](#) [Remove](#) [View](#)

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](#)

Exhibit Sent As Paper Document

☐

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 3 - Form, Report, or Questionnaire

[Add](#) [Remove](#) [View](#)

Exhibit Sent As Paper Document

☐

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 4 - Marked Copies

[Add](#) [Remove](#) [View](#)

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](#) [Remove](#) [View](#)

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](#) [Remove](#) [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.

On June 15, 2006, the National Association of Securities Dealers, Inc. ("NASD"), through its subsidiary, The Nasdaq Stock Market, Inc. ("Nasdaq"), filed with the Securities and Exchange Commission ("Commission") proposed rule change SR-NASD-2006-076, which proposes to exempt all securities included in the NASDAQ 100 Index from the price test set forth in NASD Rule 3350(a).

On June 30, 2006, the Commission approved SR-NASD-2005-087, which amended certain NASD rules to reflect the separation of Nasdaq from NASD upon the operation of the Nasdaq Exchange as a national securities exchange.¹ Among other amendments, SR-NASD-2005-087 amended Rule 3350 to renumber it as Rule 5100 and apply it uniformly to short sales of over-the-counter (OTC) transactions reported to the Alternative Display Facility or the Trade Reporting Facility. SR-NASD-2005-087 became effective on August 1, 2006, the date upon which Nasdaq began operation as an exchange for Nasdaq-listed securities. Accordingly, any references in the proposed rule change to Rule 3350 should be renumbered as Rule 5100.

Given the Commission's approval of SR-NASD-2005-087, NASD assumed direct responsibility for all rulemaking functions related to Rule 5100 (formerly Rule 3350). As such, NASD is filing this Partial Amendment No. 1 to SR-NASD-2006-076 ("Partial Amendment No. 1") to: (1) reflect the renumbering of Rule 3350 as Rule 5100 in the proposed rule text; (2) provide an implementation date for the proposed rule change; and (3) make a technical change to the proposed rule text to reflect the current version of Rule 5100. NASD is also including with this Partial Amendment No. 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 June 15, 2006.

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

On pages 3 and 10 of SR-NASD-2006-076, please replace the proposed rule text as follows:

5100. Short Sale Rule

(a) – (b) No Change.

(c) (1) – (9) No Change.

(10) Sales of securities included in the Nasdaq 100 Index.

(d) – (1) No Change.

¹ See Securities Exchange Act Release No. 54084 (June 30, 2006), 71 FR 38935 (July 10, 2006).

On page 4 of SR-NASD-2006-076, at the beginning of the second paragraph, please add the following:

The effective date of the proposed rule change will be announced in a Notice to Members.

On pages 7 and 14 of SR-NASD-2006-076, please add a new paragraph after the first full paragraph to read as follows:

The effective date of the proposed rule change will be announced in a Notice to Members.

EXHIBIT 4

Exhibit 4 shows the full text of the proposed rule change in SR-NASD-2006-076, marking changes from the text as proposed on June 15, 2006 in SR-NASD-2006-076 to this Partial Amendment No. 1.

Proposed new language in SR-NASD-2006-076 is underlined.
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.

* * * * *

[[3350]]5100. Short Sale[[s]] Rule

(a) – (b) No Change.

(c) (1) – (9) No Change.

(10) Sales of securities included in the Nasdaq 100 Index.

(d) – **[[(k)]]**(l) No Change.

* * * * *