Required fields are shown with yellow backgrounds and asterisks.

OMB APPROVAL

OMB Number: 3235-0045
Estimated average burden hours per response.......38

Page 1 of * 2 SECU				CURITIES AND EXCHANGE COMMISSIO WASHINGTON, D.C. 20549 Form 19b-4			Amendment No. (req. for Amendments *)			
Proposed Rule Change by National Association of Securities Dealers										
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934										
Initial * Amendment * Caution: You are withdrawing the			J	ndrawal	Section 19(b)(2) *		Section 19(b)(3)(A) *		Section 19(b)(3)(B) *	
Pilot		nsion of Time Period Commission Action *	Da	te 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	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, required when Initial is checked *). Proposed Rule Change To Amend NASD Rules 1050 and 2711 Relating to Research Analyst Conflicts of Interest										
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 * Shaikun					
Title * E-mail *		Associate Vice President and Associate General Counsel philip.shaikun@finra.org								
Telephone *		(202) 728-8451 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 officer. Date 10/25/2012										
Ву	By Patrice Gliniecki Senior Vice President					President and	and Deputy General Counsel			
(Name *)										
				(Title *)						
this form.	. A digit	the button at right will dig al signature is as legally nce signed, this form can	binding a	s a physical	Patrice Gliniecki,					

SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 For complete Form 19b-4 instructions please refer to the EFFS website. Form 19b-4 Information (required) The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful Add Remove View 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. The Notice section of this Form 19b-4 must comply with the guidelines for publication Exhibit 1 - Notice of Proposed Rule Change in the Federal Register as well as any requirements for electronic filing as published (required) 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 Add Remove View 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) Copies of notices, written comments, transcripts, other communications. If such Exhibit 2 - Notices, Written Comments, documents cannot be filed electronically in accordance with Instruction F, they shall be **Transcripts, Other Communications** filed in accordance with Instruction G. Add Remove View Exhibit Sent As Paper Document Exhibit 3 - Form, Report, or Questionnaire 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 Add Remove View referred to by the proposed rule change. Exhibit Sent As Paper Document The full text shall be marked, in any convenient manner, to indicate additions to and **Exhibit 4 - Marked Copies** 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 Add Remove View it has been working.

of the proposed rule change.

Exhibit 5 - Proposed Rule Text

View

Remove

Partial Amendment

Add

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

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.