

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 the Amex. All submissions should refer to file number SR-Amex-2003-17 and should be submitted by May 21, 2003.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁶

J. Lynn Taylor,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-47737; File No. SR-Amex-2003-31]

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by American Stock Exchange LLC Relating to the Rules Implementing the Options Linkage Plan

April 25, 2003.

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act"),¹ and Rule 19b-4 thereunder,² notice is hereby given that on April 22, 2003, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission the proposed rule change as described in Items I, II, and III below, which Items have been prepared by the self-regulatory organization. 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

The Exchange is proposing to amend Amex Rule 941(e) to clarify that in those cases where a Linkage Order is not eligible for automatic execution, the specialist must address the order within 15 seconds to provide an execution for at least the Firm Customer Quote Size or Firm Principal Quote Size. Current

Amex Rule 941(e) incorrectly references Commentary .01(d) to Amex Rule 933 instead of paragraph (f)(i) of Amex Rule 933 for those situations where the Exchange's Auto-Ex system may not operate.

The text of the proposed rule change is available at the Office of the Secretary, Amex, and at the Commission.

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

In its filing with the Commission, the Exchange 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. The self-regulatory organization 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 the Statutory Basis for, the Proposed Rule Change

1. Purpose

The Exchange is proposing to amend Amex Rule 941(e)³ in order to accurately reflect the manner in which Linkage Orders⁴ received by the Exchange will be executed when an order is not eligible for automatic execution through the Auto-Ex system ("Auto-Ex").⁵ The Exchange adopted Amex Rule 941(e) as part of its rules for

³ Amex Rule 941(e) entitled "Receipt of Linkage Orders," sets forth the manner in which Linkage Orders will be executed given the Exchange's disseminated quotation and the size of the particular order.

⁴ "Linkage Order" means an order routed through the Linkage as permitted under the Linkage Plan. There are three types of Linkage Orders: (i) "Principal Acting as Agent ("P/A") Order," which is an order for the principal account of a specialist (or equivalent entity on another Participant Exchange that is authorized to represent Public Customer orders), reflecting the terms of a related unexecuted Public Customer order for which the specialist is acting as agent; (ii) "Principal Order," which is an order for the principal account of an Eligible Market Maker (or equivalent entity on another Participant Exchange) and is not a P/A Order; and (iii) "Satisfaction Order," which is an order sent through the Linkage to notify a Participant Exchange of a Trade-Through and to seek satisfaction of the liability arising from that Trade-Through.

⁵ Amex Rule 933(f)(i) sets forth the situations in which Auto-Ex may be disengaged or operated in a manner other than the normal manner. The circumstances of Auto-Ex disengagement outlined in the Rule include market data delays, unusual markets, unusual market conditions, system malfunctions, influx of order executions and for certain market activity such as book bids or offers and locked or crossed markets.

implementing The Plan for the Purpose of Creating and Operating an Intermarket Options Market Linkage (the "Linkage Plan" or "Plan").⁶ The Exchange, along with the other options exchanges, launched Phase I of the Linkage on January 31, 2003. Phase II is expected to commence on April 25, 2003. Phase I is limited to automatic executions while Phase II of the Linkage will include manual handling of Linkage Orders and satisfaction liability.

The reference in Amex Rule 941(e) to Commentary .01(d) to Amex Rule 933 does not accurately portray the manner in which option orders may be ineligible for automatic execution through the Exchange's Auto-Ex system.⁷ Rather, the Exchange believes that Amex Rule 933(f)(i) is the proper rule to cross-reference in Amex Rule 941(e) to identify those situations in which Auto-Ex may not be available. For example, Amex Rule 933(f)(i)(F) provides for a by-pass of Auto-Ex during the following situations: (i) Whenever the bid or offer in a specific option series represents a limit order on the specialist's book; (ii) whenever a crossed or locked market causes an inversion in the quote; or (iii) whenever a better bid or offer is being disseminated by another options exchange and the order is not eligible for automatic price matching as set forth in Commentary .01(b). Accordingly, the Amex believes that the reference in Amex Rule 941(e) to Commentary .01(d) to Amex Rule 933 should be replaced with Amex Rule 933(f)(i).

2. Statutory Basis

The proposed rule change is consistent with Section 6(b) of the Act⁸ in general and furthers the objectives of Section 6(b)(5)⁹ in particular in that it is designed to prevent fraudulent and manipulative acts and practices, to promote just and equitable principles of trade, to foster cooperation and coordination with persons engaged in facilitating transactions in securities, to remove impediments to and perfect the mechanism of a free and open market and a national market system, to protect investors and the public interest and is not designed to permit unfair

⁶ See Securities Exchange Act Release No. 47297 (January 31, 2003), 68 FR 6526 (February 7, 2003).

⁷ Commentary .01(d) to Amex Rule 933 describes the situations in which orders for automatic price matching series or automatic price improvement series will be routed to the specialist and not automatically executed.

⁸ 15 U.S.C. 78f(b).

⁹ 15 U.S.C. 78f(b)(5).

⁶ 17 CFR 200.30-3(a)(12).

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.