

Proposed Rule Change by American Stock Exchange
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

| | | | | | |
|--|--|--|---|--|---|
| Initial <input type="checkbox"/> | Amendment <input checked="" type="checkbox"/> | Withdrawal <input type="checkbox"/> | Section 19(b)(2) <input type="checkbox"/> | Section 19(b)(3)(A) <input checked="" type="checkbox"/> | Section 19(b)(3)(B) <input type="checkbox"/> |
| Pilot <input type="checkbox"/> | | | Rule | | |
| Extension of Time Period for Commission Action <input type="checkbox"/> | | Date Expires <input type="text"/> | <input type="checkbox"/> 19b-4(f)(1) | <input type="checkbox"/> 19b-4(f)(4) | <input type="checkbox"/> 19b-4(f)(5) |
| | | | <input checked="" type="checkbox"/> 19b-4(f)(2) | <input type="checkbox"/> 19b-4(f)(6) | |
| | | | <input type="checkbox"/> 19b-4(f)(3) | | |

| | |
|--|--|
| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> |
|--|--|

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 | <input type="text" value="Claire P."/> | Last Name | <input type="text" value="McGrath"/> |
| Title | <input type="text" value="Senior Vice President and General Counsel"/> | | |
| E-mail | <input type="text" value="claire.mcgrath@amex.com"/> | | |
| Telephone | <input type="text" value="(212) 306-1885"/> | Fax | <input type="text" value="(212) 306-1152"/> |

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 | <input type="text" value="04/10/2007"/> |
| By | <input type="text" value="Geraldine Brindisi"/> |
| | (Name) |
| | <input type="text" value="Vice President and Corporate Secretary"/> |
| | (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.

Geraldine Brindisi, gbrindisi@amex.com

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

**SR-Amex-2007-31
Partial Amendment No. 1**

The American Stock Exchange LLC (the “Exchange” or “Amex”) hereby submits this Partial Amendment, constituting Amendment No. 1 to its rule filing SR-Amex 2007-31 originally filed on March 30, 2007, to correct marking errors in Exhibit 5 of the initial rule filing. Except for these changes, the rest of proposed SR-Amex-2007-31 remains unchanged.

1. On page 12, the Exchange proposes to remove the underline from the word “ETFs” and delete the bracketed word “Customer” in number I. Transaction Charges for ETFs under the Exchange Traded Funds and Trust Issued Receipts Fee Schedule.

Exchange Traded Funds and Trust Issued Receipts Fee Schedule

Exchange Traded Funds (ETFs) include Portfolio Depositary Receipts, Index Fund Shares and Trust Issued Receipts. The fees imposed for executing trades in these are as follows:

I. Transaction Charges for ETFs [~~Customer~~]

2. On page 13, the Exchange proposes to remove the underline from the terms “Specialist Trades” through “Member Customer Trades” and their corresponding charges.

Nasdaq UTP Equity Fee Schedule

| | |
|---|-----------------------|
| Specialist trades: | \$.10 per 100 shares |
| Member Competing Market Maker trades: | \$.15 per 100 shares |
| Non-Member Competing Market Maker trades: | \$.15 per 100 shares |
| Trades by Amex Equity Traders: | \$.15 per 100 shares |
| Non-Member Customer trades | \$.15 per 100 shares |
| Member Customer trades: | \$.15 per 100 shares |