

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

Initial <input checked="" type="checkbox"/>	Amendment <input 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 checked="" type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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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="Jeffrey"/>	Last Name	<input type="text" value="Burns"/>
Title	<input type="text" value="Vice President and Associate General Counsel"/>		
E-mail	<input type="text" value="jeffrey.burns@amex.com"/>		
Telephone	<input type="text" value="(212) 306-1822"/>	Fax	<input type="text" value="(212) 306-5724"/>

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="03/17/2008"/>
By	<input type="text" value="Jeffrey P. Burns"/>
	(Name)
	<input type="text" value="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.

Jeffrey P. Burns,

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information

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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

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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

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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

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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

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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

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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 the Proposed Rule Change

(a) The American Stock Exchange LLC (“Amex” or “Exchange”) proposes to identify the additional options classes that will be subject to the current pilot program for the quoting of options classes in pennies (the “Penny Quoting Pilot Program” or “Pilot Program”).

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by the Exchange's Board of Governors on July 26, 2006. No further action by the Board or by the membership of the Exchange is required to be taken.

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

(a) *Purpose*

The Amex proposes to identify for market participants the additional options classes that will be included in the current Penny Pilot Quoting Pilot Program.¹ The Exchange believes that this proposal is necessary in order to adequately notify market participants regarding the upcoming addition of options classes that will be included in the current Pilot Program.

The current Penny Quoting Pilot Program includes thirty-five (35) options classes. As set forth in the September 2007 Order, the expansion of the Pilot Program is to occur in two (2) phases. Under the first phase, which began on September 28, 2007,

¹ See Securities Exchange Act Release Nos. 55162 (January 24, 2007), 72 FR 4738 (February 1, 2007); 56159 (July 27, 2007), 72 FR 43300 (August 3, 2007) and 56567 (September 27, 2007), 72 FR 56396 (October 3, 2007)(the “September 2007 Order”).

the Exchange expanded the Pilot Program to include an additional twenty-two (22) options classes. These consisted of the most actively-traded options classes (excluding Google (GOOG), Nasdaq-100 Index (NDX) and the Russell 2000 Index (RUT)). The thirty-five (35) current options classes included in the Penny Quoting Pilot Program represent approximately 35% of total industry options volume.

The second phase which is scheduled to commence on March 28, 2008 will add twenty-eight (28) additional option classes. The Commission in the September 2007 Order previously approved this expansion of twenty-eight additional options classes, however, at that time, the actual identity of the options classes to be included in the Pilot Program was undecided. Accordingly, the instant proposal identifies these twenty-eight (28) additional options classes for phase two of the Pilot Program. Attached as Exhibit 2 is a draft Regulatory Circular setting forth the list of additional options classes to be included in the Pilot Program. The Pilot Program will then consist of sixty-three (63) options classes representing approximately 50% of total industry options volume.

The current Penny Pilot Quoting Program will terminate, unless extended, on March 27, 2009.

The Exchange continues to believe that the additional options classes that may quote in pennies under the Pilot Program is reasonable given the system capacity constraints and quote mitigation strategies in place at the Amex as well as the other options exchanges.

(b) *Basis*

The proposed rule change is consistent with Section 6(b)² of the Act in general and furthers the objectives of Section 6(b)(5)³ in particular in that it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, remove impediments to and perfect the mechanisms of a free and open market and a national market system, and, in general, protect investors and the public interest. The Exchange believes that the identity of the additional options classes in this filing will provide market participants adequate notification of future changes to the Pilot Program.

4. **Self-Regulatory Organization's Statement on Burden on Competition**

The proposed rule change will impose no burden on competition that is not necessary or appropriate in furtherance of the purposes of the 1934 Act.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The Exchange does not consent to an extension of the time period for Commission consideration of the proposed rule change specified in Section 19(b)(2) of the 1934 Act.⁴

² 15 U.S.C. 78f(b).

³ 15 U.S.C. 78f(b)(5).

⁴ 15 U.S.C. 78f(b)(2).

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

(a) This filing is made pursuant to Paragraph (A) of Section 19(b)(3) of the Act and Commission Rule 19b-4(f)(1) thereunder.

(b) The proposed rule change effects a change that is a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of the Exchange.

(c) Not applicable.

(d) Not applicable.

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

The proposed rule change is not based on the rules of another self-regulatory organization nor of the Commission.

9. **Exhibits**

List of Exhibits Filed:

1. Notice of Proposed Rule Change for publication in the **Federal Register**.
2. Proposed Information Circular.
3. Not applicable.
4. Not applicable.
5. Not applicable.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-Amex-2008-24)

Self-Regulatory Organizations; Notice of Filing of Proposed Rule Change by the American Stock Exchange LLC Relating to Additional Options Classes in The Options Penny Quoting Pilot Program

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934, 15 U.S.C. 78s(b)(1), notice is hereby given that on _____, 2008, 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 proposes to identify the additional options classes that will be subject to the current pilot program for the quoting of options classes in pennies (the "Penny Quoting Pilot Program" or "Pilot Program).

The text of the proposed rule change is available on the Amex's website at <http://www.amex.com>, at the Office of the Secretary, the Amex and at the Commission's Public Reference Room.

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 self-regulatory organization 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 Amex proposes to identify for market participants the additional options classes that will be included in the current Penny Pilot Quoting Pilot Program.¹ The Exchange believes that this proposal is necessary in order to adequately notify market participants regarding the upcoming addition of options classes that will be included in the current Pilot Program.

The current Penny Quoting Pilot Program includes thirty-five (35) options classes. As set forth in the September 2007 Order, the expansion of the Pilot Program is to occur in two (2) phases. Under the first phase, which began on September 28, 2007, the Exchange expanded the Pilot Program to include an additional twenty-two (22) options classes. These consisted of the most actively-traded options classes (excluding Google (GOOG), Nasdaq-100 Index (NDX) and the Russell 2000 Index (RUT)). The thirty-five (35) current options classes included in the Penny Quoting Pilot Program represent approximately 35% of total industry options volume.

The second phase which is scheduled to commence on March 28, 2008 will add twenty-eight (28) additional option classes. The Commission in the September

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2007 Order previously approved this expansion of twenty-eight additional options classes, however, at that time, the actual identity of the options classes to be included in the Pilot Program was undecided. Accordingly, the instant proposal identifies these twenty-eight (28) additional options classes for phase two of the Pilot Program. Attached as Exhibit 2 is a draft Regulatory Circular setting forth the list of additional options classes to be included in the Pilot Program. The Pilot Program will then consist of sixty-three (63) options classes representing approximately 50% of total industry options volume.

The current Penny Pilot Quoting Program will terminate, unless extended, on March 27, 2009.

The Exchange continues to believe that the additional options classes that may quote in pennies under the Pilot Program is reasonable given the system capacity constraints and quote mitigation strategies in place at the Amex as well as the other options exchanges.

(2) Statutory Basis

The proposed rule change is consistent with Section 6(b)² of the Act in general and furthers the objectives of Section 6(b)(5)³ in particular in that it is designed to prevent fraudulent and manipulative acts and practices, promote just and equitable principles of trade, remove impediments to and perfect the mechanisms of a free and open market and a national market system, and, in general, protect investors and the public interest. The Exchange believes that the identity of the additional options classes

² 15 U.S.C. 78f(b).

³ 15 U.S.C. 78f(b)(5).

in this filing will provide market participants adequate notification of future changes to the Pilot Program.

B. Self-Regulatory Organization's Statement on Burden on Competition

The proposed rule change will impose no burden on competition that is not necessary or appropriate in furtherance of the purposes of the 1934 Act.

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

No written comments were solicited or received with respect to the proposed rule change.

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

The foregoing rule change has become effective immediately pursuant to Section 19(b)(3)(A)(i) of the Act⁴ and Rule 19b-4(f)(1)⁵ thereunder because such proposed rule change constitutes a stated policy, practice, or interpretation with respect to the meaning, administration, or enforcement of an existing rule of the Amex. At any time within 60 days of the filing of such 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 the 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

⁴ 15 U.S.C. 78s(b)(3)(A)(i).

⁵ 17 CFR 240.19b-4(f)(1).

the Act. Comments may be submitted by any of the following methods:

Electronic Comments:

Use the Commission's Internet comment form at <http://www.sec.gov/rules/sro.shtml> or send an e-mail to rulecomments@sec.gov. Please include File No. SR-Amex-2008-24 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 No. SR-Amex-2008-24. 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 at <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, 100 F Street, NE., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the Exchange. 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 No. 2008-24 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.⁶

Dated:

Jonathan G. Katz
Secretary

⁶ 17 CFR 200.30-3(a)(12).

**SR Amex 2008-24
EXHIBIT 2**



REG 2008-__ Rule Interpretations and Training

Date: March __, 2008
To: Members and Member Organizations
From:
Subject: Options Penny Quoting Pilot Program

Pursuant to Amex Rule 952, on March 28, 2008, the Exchange will add additional options classes that will be part of the Penny Quoting Pilot Program. The additional options classes that will be part of the Pilot Program are set forth below.

Additional Options Classes

- (1) GS – Goldman Sachs Group, Inc.
- (2) CFC – Countrywide Financial Corp.
- (3) BAC – Bank of America Corporation
- (4) EEM – iShares MSCI Emerging Markets Index Fund
- (5) MER – Merrill Lynch & Co., Inc.
- (6) RIO – Companhia Vale do Rio Doce ADS
- (7) EMC – EMC Corporation
- (8) XOM – Exxon Mobil Corp.
- (9) WMT – Wal-Mart Stores, Inc.
- (10) HD – Home Depot, Inc.
- (11) VLO – Valero Energy Corp.
- (12) AA – Alcoa, Inc.
- (13) DELL – Dell Inc.

- (14) SNDK – SanDisk Corp.
- (15) PFE – Pfizer Inc.
- (16) EBAY – eBay Inc.
- (17) HAL – Halliburton Company
- (18) LEH – Lehman Brothers Holdings Inc.
- (19) JPM – JP Morgan Chase & Co.
- (20) WM – Washington Mutual Inc.
- (21) F – Ford Motor Co.
- (22) TGT – Target Corp.
- (23) AIG – American International Group, Inc.
- (24) NEM – Newmont Mining Corp.
- (25) VZ – Verizon Communications Inc.
- (26) MNX – Mini-Nasdaq 100 Index
- (27) SBUX – Starbucks Corporation
- (28) BSC – The Bear Stearns Companies, Inc.

Current Pilot Program Options Classes

- (1) IWM – iShares Russell 2000 Index Fund
- (2) SMH – Semi-Conductor HOLDRs
- (3) GE – General Electric Company
- (4) AMD – Advanced Micro Devices Inc.
- (5) MSFT – Microsoft Corporation
- (6) INTC – Intel Corporation
- (7) CAT – Caterpillar Inc.
- (8) WFMI – Whole Foods Market Inc.
- (9) TXN – Texas Instruments Inc.
- (10) A – Agilent Technologies, Inc.
- (11) FLEX – Flextronics International Ltd.
- (12) JAVA – Sun Microsystems Inc.
- (13) SPY -- Standard & Poor’s Depository Receipts (SPDR)
- (14) AAPL – Apple, Inc
- (15) MO – Altria Group, Inc.

- (16) DNDN – Dendreon Corp.
- (17) AMGN – Amgen, Inc.
- (18) YHOO – Yahoo! Inc.
- (19) QCOM – Qualcomm Inc.
- (20) GM – General Motors
- (21) XLE – Energy Select Sector SPDR
- (22) DIA – Diamonds Trust, Series 1
- (23) OIH – Oil Services HOLDR
- (24) NYX – NYSE Euronext, Inc.
- (25) CSCO – Cisco Systems, Inc.
- (26) XLF – Financial Select Sector SPDR
- (27) T – AT&T, Inc.
- (28) C – Citigroup, Inc.
- (29) AMZN – Amazon.com Inc.
- (30) MOT – Motorola Inc.
- (31) RIMM – Research in Motion Ltd.
- (32) FCX – Freeport-McMoRam Cooper & Gold, Inc.
- (33) COP – ConocoPhillips
- (34) BMY – Bristol-Myers Squibb Co.
- (35) QQQQ – PowerShares Nasdaq 100 Trust

All options series (except for series based on the QQQQ) will be quoted and traded in (i) \$0.01 increments for series trading at less than \$3.00 per option, or (ii) \$0.05 increments for series trading at \$3.00 or more per option. All options series of the QQQQ will be quoted and traded in \$.01 increments.