

The Depository Trust Company
IMPORTANT

B#: 2004-09
DATE: September 03, 2004
TO: All Interested Parties
CATEGORY: SEC Rule Filings
FROM: General Counsel's Office
ATTENTION: All Interested Parties
SUBJECT: Changes to DTC By-Laws

File No. SR-DTC-2004-09

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Form 19b-4

Proposed Rule Change

by

THE DEPOSITORY TRUST COMPANY

**Pursuant to Rule 19b-4 under the
Securities Exchange Act of 1934**

1. Text of the Proposed Rule Change

(a) The proposed rule change consists of changes to the By-Laws of The Depository Trust Company. The text of the proposed change is set forth in Exhibit B.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

(a) The proposed rule change was approved by the Board of Directors of DTC at its August 18, 2004 meeting.

(b) The following person is prepared to respond to questions and comments on the proposed rule change: Allison M. Finnegan, Associate Counsel, Depository Trust & Clearing Corporation (“DTCC”), (212) 855-3283.

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

(a) In order to help assure the fair representation of the users of DTC, the Board has delegated significant responsibilities to the DTC Equity Operations and Planning Committee, the DTC Fixed Income Operations and Planning Committee and the DTC Membership and Risk Management Committee, and has appointed to these committees, in addition to directors, non-director user representatives.

The purpose of the proposed rule change is to revise DTC's By-Laws in order to clarify that non-director members of DTC Board committees are indemnified in the same manner as DTC directors and officers. The changes to the DTC By-Laws are set out fully in Exhibit B attached hereto. ¹

(b) The proposed rule change is consistent with the requirements of the Securities Exchange Act of 1934 (the "Act") and the rules and regulations thereunder applicable to DTC because the proposed change is concerned solely with administrative matters of DTC.

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

DTC perceives no impact on competition by reason of the proposed rule change.

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

Written comments from DTC Participants or others have not been solicited or received on the proposed rule change.

6. Extension of Time Period for Commission Action

Not Applicable.

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

¹ The changes to the DTC By-Laws are modeled on the current indemnification provisions contained in the By-Laws of both Fixed Income Clearing Corporation and Emerging Markets Clearing Corporation.

(a) This filing is made pursuant to paragraph (A) of Section 19(b)(3) of the Act and subparagraph (f) of Securities Exchange Act Rule 19b-4.

(b) The proposed rule change is concerned solely with the administration of DTC.

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

The proposed rule change is not based on a rule either of another self-regulatory organization or of the Commission.

9. **Exhibits**

- A. Completed Notice of Proposed Rule Change for publication in the *Federal Register*.
- B. Text of changes to DTC By-Laws.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the self-regulatory organization has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

The Depository Trust Company

By: /s/ Donald F. Donahue

Name: Donald F. Donahue

Title: President and Chief Operating Officer
