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 SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-52785; File No. SR-DTC-2005-17]

Self-Regulatory Organizations; The Depository Trust Company;
 Notice of Filing and Immediate Effectiveness of Proposed Rule Change
 Relating to a Systems Enhancement for the Processing of Information in
 Its Restricted Deposit Service

November 16, 2005.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934
 (`Act'),\1\ notice is hereby given that on October 11, 2005, The
 Depository Trust Company (`DTC') filed with the Securities and
 Exchange Commission (`Commission') a proposed rule change and on
 November 16, 2005, amended the proposed rule change described in Items
 I, II, and III below, which items have been prepared primarily by DTC.
 The Commission is publishing this notice to solicit comments on the
 proposed rule change from interested parties.

 \1\ 15 U.S.C. 78s(b)(1).

I. Self-Regulatory Organization's Statement of the Terms of Substance
 of the Proposed Rule Change

The proposed rule change would effect a systems enhancement in
 DTC's Restricted Deposit Service (`RDS') to permit users to transmit
 restricted stock information directly to DTC rather than manually
 entering the information.

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

In its filing with the Commission, DTC 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. DTC has prepared summaries, set forth in sections (A),
 (B), and (C) below, of the most significant aspects of these
 statements.\2\

\2\ The Commission has modified the text of the summaries
 prepared by DTC.

(A) Self-Regulatory Organization's Statement of the Purpose of, and
 Statutory Basis for, the Proposed Rule Change

RDS allows DTC participants to use the depository to handle the
 removal of restrictions on securities. DTC provides negotiability and
 documentation review of deposited restricted securities, images and
 delivers them to transfer agents, and arranges for their prompt
 transfer into unrestricted securities. Restricted securities generally
 are securities purchased in private placements directly from an issuer
 before the company is public. They may also be stock acquired through a
 corporate reorganization or acquisition, in return for services, or

from an original shareholder.\3\

\3\ See Securities Exchange Act Release No. 41891 (September 20, 1999), 64 FR 52115 (September 27, 1999) [File No. SR-DTC-99-101].

Currently, a participant seeking to initiate use of RDS will transmit restricted securities deposit information to DTC through the Restricted Deposit Service by Participant function ('`RDSP') of DTC's Participant Terminal System. Until now the transmission of such information has required the participant to manually input data directly into RDSP; however, participants often have already input such information into other applications and thus transmitting the information to RDSP requires duplication of effort.

With this filing, DTC proposes to enhance this process to permit participants to transfer such information directly from another application containing the information to RDSP. The application used for transmission of information to RDSP would either be one selected by DTC or at the election of the participant another application so long as such application meets technical requirements as determined by DTC.

The proposed change is consistent with section 17A of the Act \4\ and the rules and regulations thereunder applicable to DTC because it is designed to remove impediments to and perfect a mechanism for the prompt and accurate clearance and settlement of securities transactions.

\4\ 15 U.S.C. 78q-1.

(B) Self-Regulatory Organization's Statement on Burden on Competition

DTC does not believe that the proposed rule change will have any impact or impose any burden on competition.

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

Written comments relating to the proposed rule change have not yet been solicited or received.

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

The foregoing rule change has become effective upon filing pursuant to section

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19(b)(3)(A)(iii) of the Act \5\ and Rule 19b-4(f)(4) \6\ thereunder because the proposed rule effects a change in an existing service of DTC that (i) does not adversely affect the safeguarding of securities or funds in the custody or control of DTC or for which it is responsible and (ii) does not significantly affect the respective rights or obligations of DTC or persons using the service. At any time within sixty days of the filing of the 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 furtherance of the purposes of the Act.\7\

\5\ 15 U.S.C. 78s(b)(3)(A)(iii).

\6\ 17 CFR 249.19b-4(f)(4)

\7\ For purposes of calculating the 60-day period within which the Commission may summarily abrogate the proposed rule change under section 19(b)(3)(C) of the Act, the Commission considers the period

to commence on the date on which the last amendment to the proposed rule change was filed with the Commission. 15 U.S.C. 78s(b)(3)(C).

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change, as amended, is consistent with the Act. Comments may be submitted by any of the following methods:

Electronic Comments

Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>) or Send an e-mail to rule-comments@sec.gov. Please include

File Number SR-DTC-2005-17 on the subject line.

Paper Comments

Send paper comments in triplicate to Jonathan G. Katz, Secretary, Securities and Exchange Commission, 100 F Street, NE., Washington, DC 20549-9303.

All submissions should refer to File Number SR-DTC-2005-17. 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 (<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 Section, 100 F Street, NE., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of DTC and on DTC's Web site at <https://login.dtcc.com/dtccorg/>. 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 Number SR-DTC-2005-17 and should be submitted on or before December 16, 2005.

For the Commission by the Division of Market Regulation,
pursuant to delegated authority.\8\

\8\ 17 CFR 200.30-3(a)(12).

Jonathan G. Katz,
Secretary.

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