

listing and registration on the American Stock Exchange LLC ("Amex" or "Exchange").

The Board of Directors ("Board") of the Issuer unanimously approved a resolution on September 18, 2003 to withdraw the Issuer's Security from listing on the Amex and to list the Security on Nasdaq National Market System ("NMS"). The Board states that it deems it advisable, and desirable and in the best interest of the Issuer to switch the listing of its Security from the Amex to Nasdaq NMS.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in the State of Delaware, in which it is incorporated, and with the Amex's rules governing an issuer's voluntary withdrawal of a security from listing and registration.

The Issuer's application relates solely to the withdrawal of the Security from listing on the Amex and shall not affect its continued listing on the Nasdaq NMS nor its obligation to be registered under section 12(b) of the Act.³

Any interested person may, on or before March 12, 2004, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street, NW., Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the Amex and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters should refer to File No. 1-10352. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz,
Secretary.

[FR Doc. 04-4061 Filed 2-24-04; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of Matsushita Electric Industrial Co., Ltd. To Withdraw its American Depositary Shares Evidenced by American Depositary Receipts (Each Share Representing One Share of Common Stock) From Listing and Registration on the Pacific Exchange, Inc.; File No. 1-06784

February 19, 2004.

Matsushita Electric Industrial Co., Ltd., a Japan corporation ("Issuer"), has filed an application with the Securities and Exchange Commission ("Commission"), pursuant to section 12(d) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 12d2-2(d) thereunder,² to withdraw its American Depositary Shares evidenced by American Depositary Receipts (each share representing one share of common stock) ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX" or "Exchange").

The Board of Directors of the Issuer approved a resolution on November 25, 2003 to withdraw the Issuer's Security from listing on the PCX. The Issuer states that its decision to delist the Security is a part of the Company's strategy to establish an effective global listing structure by concentrating the listing of its shares on a limited number of stock exchanges. The Issuer believes that the original purposes of listing on the PCX, the enhancing of the Issuer's recognition and credibility in the United States, have been achieved. In addition, since the Security is listed on the New York Stock Exchange, Inc. ("NYSE"), where most of the Issuer's Security is traded, the Issuer believes that delisting the Security will not cause any significant inconvenience to its shareholders.

The Issuer stated in its application that it has complied with the PCX rules that govern the removal of securities from listing and registration on the Exchange and will all applicable laws in effect in Japan. The Issuer's application relates solely to the withdrawal of the Security from listing on the PCX and shall not affect its continued listing on the NYSE or its obligation to be registered under section 12(b) of the Act.³

Any interested person may, on or before March 12, 2004, submit by letter to the Secretary of the Securities and Exchange Commission, 450 Fifth Street,

NW., Washington, DC 20549-0609, facts bearing upon whether the application has been made in accordance with the rules of the PCX and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters should refer to File No. 1-06784. The Commission, based on the information submitted to it, will issue an order granting the application after the date mentioned above, unless the Commission determines to order a hearing on the matter.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.⁴

Jonathan G. Katz,
Secretary.

[FR Doc. 04-4060 Filed 2-24-04; 8:45 am]

BILLING CODE 8010-01-P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34-49268; File No. SR-Amex-2003-97]

Self-Regulatory Organizations; American Stock Exchange LLC; Order Granting Approval of Proposed Rule Change Relating to the Amendment of Exchange Rule 590

February 18, 2004.

On November 13, 2003, the American Stock Exchange LLC ("Amex" or "Exchange") filed with the Securities and Exchange Commission ("Commission"), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act")¹ and Rule 19b-4 thereunder,² a proposed rule change to add three existing reports (ITS FEA Forms 1 and 2, responses to FRD Deficiency Letters, and annual audited financial statements) to the list of reports submitted to the Financial Regulation Department that may be subject to a fine under Amex's Minor Rule Violation Fine Plan ("Plan"). In addition, the Exchange proposed other amendments to clarify other obligations under the Plan.

The proposed rule change was published for comment in the **Federal Register** on January 15, 2004.³ The Commission received no comments on the proposal.

The Commission finds that the proposed rule change is consistent with the requirements of the Act and the rules and regulations thereunder applicable to a national securities

¹ 17 CFR 200.30-3(a)(1).

² 15 U.S.C. 78s(b)(1).

³ 17 CFR 240.19b-4.

⁴ See Securities Exchange Act Release No. 49041 (January 8, 2004), 69 FR 2369.

³ 15 U.S.C. 781(b).

⁴ 17 CFR 200.30-3(a)(1).

¹ 15 U.S.C. 78l(d).

² 17 CFR 240.12d2-2(d).

³ 15 U.S.C. 781(b).