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. E5–6982 Filed 12–6–05; 8:45 am]

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SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Notice of Application of SJW Corp. To Withdraw Its Common Stock, $1.042 Par Value, From Listing and Registration on the American Stock Exchange LLC File No. 1–08966

December 1, 2005.

On November 10, 2005, SJW Corp., a California corporation (''Issuer''), 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 common stock, $1.042 par value (''Security''), from listing and registration on the American Stock Exchange LLC (''Amex'').

On October 27, 2005, the Board of Directors (''Board'') of the Issuer approved a resolution to withdraw the Security from listing on Amex. The Board decided that it is in the best interest of the Issuer to list the Security on the New York Stock Exchange (''NYSE''). In order to avoid the direct and indirect costs and the division of the market resulting from dual listing on Amex and NYSE, the Board decided to withdraw the Security from listing on Amex.

The Issuer stated in its application that it has met the requirements of Amex Rule 18 by complying with all applicable laws in effect in the State of California, in which it is incorporated, and provided written notice of withdrawal to Amex.

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 NYSE or its obligation to be registered under section 12(b) of the Act.[3]

Any interested person may, on or before December 23, 2005, comment on the facts bearing upon whether the application has been made in accordance with the rules of Amex, and what terms, if any, should be imposed by the Commission for the protection of investors. All comment letters may be submitted by either of the following methods:

Electronic Comments

- Use the Commission's Internet comment form (*http://www.sec.gov/rules/delist.shtml*); or
- Send an e-mail to *rule-comments@sec.gov.* Please include the File Number 1–08966 or;

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 1–08966. This file number should be included on the subject line if e-mail is used. To help us 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/delist.shtml*). Comments are also available for public inspection and copying in the Commission's Public Reference Room. All comments received will be posted without change; we do not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly.

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. E5–6983 Filed 12–6–05; 8:45 am]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

Sunshine Act Meeting

Notice is hereby given, pursuant to the provisions of the Government in the Sunshine Act, Pub. L. 94–409, that the Securities and Exchange Commission will hold the following meeting during the week of December 12, 2005:

An Open Meeting will be held on Wednesday, December 14, 2005 at 10 a.m. in Room L–002, the Auditorium.

The subject matter of the Open Meeting scheduled for Wednesday, December 14, 2005 will be:

1. The Commission will consider whether to propose a new rule that would enable a foreign private issuer meeting specified conditions to terminate its Exchange Act registration and reporting obligations under section 12(g) regarding a class of equity securities as well as terminate permanently its section 15(d) reporting obligations regarding a class of equity or debt securities. The Commission will also consider whether to propose a rule amendment that would apply the exemption from Exchange Act registration under Rule 12g3–2(b) to a class of equity securities immediately upon the effective date of the issuer's termination of effectiveness regarding that class of securities.

For further information, please contact Elliot Staffin, Special Counsel, Office of International Corporate Finance, Division of Corporation Finance at (202) 551–3450.

2. The Commission will consider whether to adopt amendments to the ''accelerated filer'' definition in Rule 12b–2 of the Securities Exchange Act of 1934 to ease some of the current restrictions on the exit of companies from accelerated filer status. The Commission will also consider adopting amendments that would amend the final phase-in of the Form 10–K and Form 10–Q accelerated filing deadlines that is scheduled to take effect next year. Accelerated filers currently are scheduled to become subject to a 60-day filing deadline for their Form 10–K annual reports filed for fiscal years ending on or after December 15, 2005, and a 35-day deadline for the three subsequently filed quarterly reports on Form 10–Q.

For further information, please contact Katherine Hsu, Special Counsel, Office of Rulemaking, Division of Corporation Finance, at (202) 551–3430.

3. The Commission will consider whether to propose amendments to the best-price rule for issuer and third-party tender offers under the Securities Exchange Act of 1934. The proposed amendments would clarify that the best-price rule applies only with respect to the consideration offered and paid for securities tendered in a tender offer and should not apply to consideration offered and paid according to employment compensation, severance or other employee benefit arrangements entered into with employees or directors of the company that is the target of a third-party tender offer.

For further information, please contact Mara L. Ransom, Special Counsel, Office of Mergers & Acquisitions, Division of Corporation Finance at (202) 551–3440.

At times, changes in Commission priorities require alterations in the scheduling of meeting items. For further information and to ascertain what, if any, matters have been added, deleted or postponed, please contact: The Office of the Secretary at (202) 551–5400.

[4] 17 CFR 200.30–3(a)(1).

[1] 15 U.S.C. 78*l*(d).

[2] 17 CFR 240.12d2–2(d).

[3] 15 U.S.C. 78*l*(b).

[4] 17 CFR 200.30–3(a)(1).

Dated: December 2, 2005

Jonathan G. Katz,

Secretary.

[FR Doc. 05–23783 Filed 12–5–05; 10:51 pm]

BILLING CODE 8010–01–P

SECURITIES AND EXCHANGE COMMISSION

[Release No. 34–52860; File No. SR–CBOE–2005–100]

Self-Regulatory Organizations; Chicago Board Options Exchange, Incorporated; Notice of Filing and Immediate Effectiveness of Proposed Rule Change Relating to Obligations of Designated Primary Market Makers During the Implementation of the PAR Official Program

November 30, 2005.

Pursuant to section 19(b)(1) of the Securities Exchange Act of 1934 (''Act''),[1] and Rule 19b–4 thereunder,[2] notice is hereby given that on November 22, 2005, the Chicago Board Options Exchange, Incorporated (''Exchange'' or ''CBOE'') filed with the Securities and Exchange Commission (''Commission'') the proposed rule change as described in Items I and II below, which Items have been prepared by the Exchange. CBOE has designated this proposal as non-controversial under section 19(b)(3)(A)(iii) of the Act [3] and Rule 19b–4(f)(6) thereunder,[4] which renders the proposed rule change effective upon filing with the Commission. 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 issue a regulatory circular that will subject certain Designated Primary Market Makers (''DPMs'') to obligations that were removed upon the approval of the Exchange's PAR Official proposal.[5] The text of the proposed regulatory circular is attached hereto as Exhibit A.

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 Exchange 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 Exchange 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 Statutory Basis for, the Proposed Rule Change

1. Purpose

On November 18, 2005, the Commission approved CBOE's proposal to remove a DPM's obligation to execute orders as an agent, including as a floor broker, in its allocated securities on the Exchange in any trading station and to allow the Exchange to appoint an Exchange employee or independent contractor (''PAR Official'') to assume many of the functions and obligations that DPMs previously held (''PAR Official proposal'').[6] A specific provision of rules approved in connection with the PAR Official proposal gives the Exchange up to ninety days to implement the PAR Official proposal.[7] Because this ninety-day implementation provision could mean that some DPMs will continue to be required to represent orders as agents in their allocated securities, those DPMs must still be subject to the same obligations that governed DPM operations prior to the approval of the PAR Official proposal. As such, the Exchange has incorporated those obligations into a regulatory circular that will govern the operations of those DPMs that were not immediately included in the PAR Official conversion as of November 18, 2005. These rules and obligations, as provided in the regulatory circular attached hereto as Exhibit A, were adopted directly from the now-former DPM rules.

2. Statutory Basis

The Exchange believes that the proposed rule change is consistent with section 6(b) [8] of the Act in general, and furthers the objectives of section 6(b)(5) [9] in particular, in that it is designed to promote just and equitable principles of trade, to prevent fraudulent and manipulative acts, and, in general, to protect investors and the public interest.

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

The Exchange does not believe that the proposed rule change will impose any burden on competition that is not necessary or appropriate in furtherance of the purposes of the 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 proposed rule change has become effective pursuant to section 19(b)(3)(A) of the Act [10] and Rule 19b–4(f)(6) thereunder [11] because the proposed rule change does not (i) significantly affect the protection of investors or the public interest; (ii) impose any significant burden on competition; or (iii) become operative for 30 days from the date on which it was filed, or such shorter time as the Commission may designate. In addition, the Exchange provided the Commission with written notice of its intent to file the proposed rule change, along with a brief description and text of the proposed rule change, at least five business days prior to the date of the filing of the proposed rule change as required by Rule 19b–4(f)(6).[12]

Pursuant to Rule 19b–4(f)(6)(iii) under the Act,[13] the proposal does not become operative until 30 days after the date of its filing, or such shorter time as the Commission may designate if consistent with the protection of investors and the public interest. The Exchange has requested that the Commission waive the 30-day operative delay so that the proposed rule change becomes effective immediately. The Commission believes that waiving the 30-day operative delay is consistent with the protection of investors and the public interest. The Commission notes that granting this waiver will ensure that DPMs not immediately subject to the new rules approved recently in connection with the PAR Official proposal will continue to be subject to appropriate regulation. Therefore, the Commission has determined to waive the 30-day delay

[1] 15 U.S.C. 78s(b)(1).

[2] 17 CFR 240.19b–4.

[3] 15 U.S.C. 78s(b)(3)(A)(iii).

[4] 17 CFR 240.19b–4(f)(6).

[5] *See infra* note 6 and accompanying text.

[6] *See* Securities Exchange Act Release No. 52798 (November 18, 2005), 70 FR 71344 (November 28, 2005).

[7] *See* Interpretation and Policy .01 to CBOE Rule 7.12.

[8] 15 U.S.C. 78f(b).

[9] 15 U.S.C. 78f(b)(5).

[10] 15 U.S.C. 78s(b)(3)(A).

[11] 17 CFR 240.19b–4(f)(6).

[12] *Id.*

[13] 17 CFR 240.19b–4(f)(6)(iii).