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Assistant Secretary

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November 2, 2004

Nancy J. Sanow, Esq.
Assistant Director
Division of Market Regulation
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549-1001

Re: Amendment No. 3 to File No. SR-NYSE-2004-41
Proposal Relating to Listed Company Manual Section 303A

Dear Ms. Sanow:

Pursuant to communications between the staff of the Division of Market Regulation of the Securities and Exchange Commission and the New York Stock Exchange staff, the Exchange hereby submits this Amendment No. 3 to the above-captioned filing. The Exchange hereby revises its Form 19b-4 (and Exhibit 1 thereto), as follows.

1. Change to Section 3(a) of the Form 19b-4 and Section II A.1 of Exhibit 1 thereto.

Replace the last sentence of the third full paragraph on Page 4 of the Form 19b-4, as well as at the last sentence of the first full paragraph on page 12 of Exhibit 1 thereto, with the following sentence:

“Due to this proposed tightening of the independence test and to avoid a sudden change to the status of a current director, companies will have until their first annual meeting after June 30, 2005, to replace a director who was independent under the prior test but who is not independent under the current test.”

2. Change to Exhibit A of the Form 19b-4.

Insert the following sentence at the end of the first full paragraph of the section entitled “Effective Dates/Transition Periods” on page 25:

“On [insert date], the SEC approved a change to the Section 303A.02(b)(iii) bright line test for director independence relating to audit firms. Companies will have until their first annual meeting after June 30, 2005, to replace a director who was independent under the prior test but who is not independent under the current test.”

Sincerely,

A handwritten signature in cursive script, appearing to read "May Gray", with a horizontal line extending from the end of the signature.

Assistant Corporate Secretary