

Proposed Rule Change by Municipal Securities Rulemaking Board
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial <input checked="" type="checkbox"/>	Amendment <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) <input type="checkbox"/>	Section 19(b)(3)(A) <input checked="" type="checkbox"/>	Section 19(b)(3)(B) <input type="checkbox"/>
			Rule		
			<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
			<input type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)	
			<input checked="" type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)	

Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description
Provide a brief description of the proposed rule change (limit 250 characters).

Proposed rule change consisting of amendments to Rules A-3(f) and A-6(c) relating to Board member compensation.

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name	<input type="text" value="Carolyn"/>	Last Name	<input type="text" value="Walsh"/>
Title	<input type="text" value="Senior Associate General Counsel"/>		
E-mail	<input type="text" value="cwalsh@msrb.org"/>		
Telephone	<input type="text" value="(703) 797-6600"/>	Fax	<input type="text" value="(703) 797-6700"/>

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,
Municipal Securities Rulemaking Board
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized.

Date	<input type="text" value="12/16/2005"/>
By	<input type="text" value="Ronald W. Smith"/>
	(Name)
	<input type="text" value="Corporate Secretary"/>
	(Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

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The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

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If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) The Municipal Securities Rulemaking Board (“Board” or “MSRB”) is hereby filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change consisting of proposed amendments to its Administrative Rules (A-3(f) and A-6(c)). The proposed rule change is as follows:¹

Rule A-3: Membership on Board

(a) – (e) No change

(f) *Compensation and Expenses.* The Board may provide for reasonable compensation of the MSRB Chair, Committee Chairs, members of the Board, and members of any Committee, including Committees made up entirely of non-Board members. The Board also may provide for reimbursement of actual and reasonable expenses incurred by such persons in connection with the business of the MSRB. [Members shall be entitled to an allowance for transportation expenses, to the extent provided by resolution of the Board, from their home to the site of a meeting of the Board and from the site of such meeting to their home, together with a per diem to be set by the Board for those days or fraction thereof on which they attend Board meetings or participate in other designated activities. Members of the Board shall also be entitled to reimbursement for actual and necessary expenses incurred by them in connection with any other official business of the Board. Except as provided in section (c) of rule A-6, no member of the Board shall be entitled to receive any other compensation from the Board.]

Rule A-6: Committees of the Board

(a)- (b) No change

[(c) Members of a standing or special committee of the Board shall be entitled to a per diem allowance to be set by the Board for those days or fraction thereof on which such committee meets, subject, however, to the approval of the Chairman of the Board with respect to each such meeting.]

* * * * *

(b) Not applicable.

(c) Not applicable.

¹ Underlining indicates new language; [brackets] indicate deletions.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was adopted by the Board at its November 10-11, 2005 meeting. Questions concerning this filing may be directed to Carolyn Walsh, Senior Associate General Counsel, at (703) 797-6600.

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

(a) The MSRB has been reviewing its Administrative Rules ("A-Rules") to make sure that they are consistent with Virginia law (where the MSRB is incorporated) and current good corporate governance practices. Rule A-3(f), on compensation and expenses, and Rule A-6(c), on committees of the Board, both pertain to Board member compensation practices. These two provisions are somewhat outdated and do not allow the Board appropriate administrative flexibility to implement improved compensation and reimbursement practices consistent with the Board's corporate governance practices. To accomplish this goal, the Board determined that Rule A-6(c) should be deleted and Rule A-3(f) should be modeled on a provision found in the NASD and Nasdaq By-Laws² such that the Board has a general grant of authority to provide for reasonable compensation and/or reimbursement to Board and committee members.

(b) The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2)(I) of the Act, which provides that MSRB rules shall:

provide for the operation and administration of the Board, including the selection of a Chairman from among the members of the Board, the compensation of the members of the Board, and the appointment and compensation of such employees, attorneys, and consultants as may be necessary or appropriate to carry out the Board's functions under this section.

The MSRB believes that the proposed rule change is consistent with these provisions in that it relates to the operation and administration of the Board and the compensation of members of the Board.

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

The MSRB does not believe the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, since it relates solely to the internal administration and operation of the Board.

² See NASD By-Law Sec. 9.1, on Compensation of Board, Council, and Committee Members (Amended by SR-NASD-97-71 eff. Jan 15, 1998.); and Nasdaq By-Law Sec. 6.1, on Compensation of Board, Council, and Committee Members (Amended by SR-NASD-97-71 eff. Jan 15, 1998.)

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

Written comments were neither solicited nor received on the proposed rule change.

6. Extension of Time Period for SEC Action

The MSRB declines to consent to an extension of the time period specified in Section 19(b)(2) of the Act.

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

The proposed rule change is to take effect upon filing pursuant to Section 19(b)(3)(A) of the Act. The MSRB hereby designates the proposed rule change as concerned solely with the administration of the MSRB.

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

The proposed change to Rule A-3(f) is modeled on NASD By-Law Sec. 9.1, on Compensation of Board, Council, and Committee Members (Amended by SR-NASD-97-71 eff. Jan 15, 1998.); and Nasdaq By-Law Sec. 6.1, on Compensation of Board, Council, and Committee Members (Amended by SR-NASD-97-71 eff. Jan 15, 1998.)

9. Exhibits

1. Federal Register Notice.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(RELEASE NO. 34- ; File No. SR-MSRB-2005-17)

SELF-REGULATORY ORGANIZATIONS

Proposed Rule Change by the Municipal Securities Rulemaking Board Relating to Filing and Immediate Effectiveness of Amendments to Administrative Rules (Rules A-3(f) and A-6(c)) Relating to Board Member Compensation

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the "Act") and Rule 19b-4 thereunder,¹ notice is hereby given that on December 16, 2005 the Municipal Securities Rulemaking Board ("MSRB" or "Board") filed with the Securities and Exchange Commission ("Commission" or "SEC") a proposed rule change (File No. SR-MSRB-2005-17). The proposed rule change is described in Items I, II, and III below, which Items have been prepared by the MSRB. 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 MSRB has filed with the Commission a proposed rule change consisting of amendments to Rules A-3(f) and A-6(c) relating to Board member compensation. The text of the proposed rule change is set forth below. New language is underlined; deletions are in brackets.

¹ 15 U.S.C. 78s(b)(1) and 17 CFR 240.19b-4 thereunder.

Rule A-3: Membership on Board

(a) – (e) No change

(f) Compensation and Expenses. The Board may provide for reasonable compensation of the MSRB Chair, Committee Chairs, members of the Board, and members of any Committee, including Committees made up entirely of non-Board members. The Board also may provide for reimbursement of actual and reasonable expenses incurred by such persons in connection with the business of the MSRB. [Members shall be entitled to an allowance for transportation expenses, to the extent provided by resolution of the Board, from their home to the site of a meeting of the Board and from the site of such meeting to their home, together with a per diem to be set by the Board for those days or fraction thereof on which they attend Board meetings or participate in other designated activities. Members of the Board shall also be entitled to reimbursement for actual and necessary expenses incurred by them in connection with any other official business of the Board. Except as provided in section (c) of rule A-6, no member of the Board shall be entitled to receive any other compensation from the Board.]

Rule A-6: Committees of the Board

(a)- (b) No change

[(c) Members of a standing or special committee of the Board shall be entitled to a per diem allowance to be set by the Board for those days or fraction thereof on which such committee meets, subject, however, to the approval of the Chairman of the Board with respect to each such meeting.]

* * * * *

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 MSRB 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 MSRB 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

The MSRB has been reviewing its Administrative Rules (“A-Rules”) to make sure that they are consistent with Virginia law (where the MSRB is incorporated) and current good corporate governance practices. Rule A-3(f), on compensation and expenses, and Rule A-6(c), on committees of the Board, both pertain to Board member compensation practices. These two provisions are somewhat outdated and do not allow the Board appropriate administrative flexibility to implement improved compensation and reimbursement practices consistent with the Board’s corporate governance practices. To accomplish this goal, the Board determined that Rule A-6(c) should be deleted and Rule A-3(f) should be modeled on a provision found in the NASD and Nasdaq By-Laws² such that the Board has a general grant of authority to provide for reasonable compensation and/or reimbursement to Board and committee members.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with Section 15B(b)(2)(I) of the Act, which provides that MSRB rules shall:

provide for the operation and administration of the Board, including the selection of a Chairman from among the members of the Board, the compensation of the members of the Board, and the appointment and compensation of such employees, attorneys, and consultants as may be necessary or appropriate to carry out the Board's functions under this section.

² See NASD By-Law Sec. 9.1, on Compensation of Board, Council, and Committee Members (Amended by SR-NASD-97-71 eff. Jan 15, 1998.); and Nasdaq By-Law Sec. 6.1, on Compensation of Board, Council, and Committee Members (Amended by SR-NASD-97-71 eff. Jan 15, 1998.)

The MSRB believes that the proposed rule change is consistent with these provisions in that it relates to the operation and administration of the Board and the compensation of members of the Board.

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

The MSRB does not believe that the proposed rule change will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act since it would apply solely to internal operational and administrative matters.

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

Written comments were neither solicited nor received.

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

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and paragraph (f) of Rule 19b-4 thereunder. At any time within 60 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.

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-MSRB-2005-17 on the subject line.

Paper comments:

- Send paper comments in triplicate to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609.

All submissions should refer to File Number SR-MSRB-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 Room, 450 Fifth Street, N.W., Washington, DC 20549. Copies of such filing also will be available for inspection and copying at the principal office of the MSRB. 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-MSRB-2005-17 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission by the Division of Market Regulation, pursuant to delegated authority, 17 CFR 200.30-3(a)(12).

Secretary