

Once the order is received, the broker has a choice of executing the trade. We described the different markets where the order can be filled: the national exchange, a regional exchange, the broker's own stock listed on one of the national exchanges, or a third market market. The broker can also execute the order privately with another investor, or be ready to buy or sell that listed stock at publicly quoted prices. In fact, third market makers induce brokers to execute orders at prices better than offering them a market.

...ment for order flow. The broker cannot do this without the approval of the customer. When an account is opened, the broker must provide the customer by written notification whether they receive payment for order flow. The notification must also be provided annually. Moreover, on a regular basis, the customer must be told whether the broker received a payment for order flow. If the customer desires, more information about the payment for order flow must be requested from the broker.

If the order is for an OTC stock instead of a listed stock, the order to a Nasdaq market maker in the stock. Again, this is very new made by a Nasdaq market maker.

Two other alternatives available to the broker are (ii) to execute an automatically matches buy and sell orders at specified price and (iii) to refer the order to another division of the broker's firm to be fulfilled internally. This alternative is referred to as internalization, and its prevalence on the bid-ask spread.

The investor does have the right to direct the broker to execute the trade. However, the right to direct a trade is not automatically charge a fee for that service. For active traders, however, a broker may charge a fee to direct trades without an order charge.

When brokers have the choice of how to execute trades, the investor is left with the task of determining which of the alternative venues offer the most favorable execution. The factor that brokers are to consider in selecting the best venue is the potential for better execution (i.e., price improvement) if a trade can be executed, and the probability that a trade will

COMMON STOCK TRADING

er types of common stock trading vehicles and security

Where Trading

broker/dealers may trade exchange-listed and Nasdaq-listed securities through the exchange or OTC via foreign exchanges (e.g., the Bermuda Stock Exchange) or OTC via foreign broker/dealer's London office. In general, such transactions are executed in the marketplace (typically the third market) during the next trading

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Rule 144A Securities
Rule 144A, adopted by the SEC in April 1990, is designed to facilitate secondary market trading in nontransferable securities among qualified institutional buyers (QIBs) by providing a "safe harbor" from the registration requirements of the Securities Act of 1933. QIBs are institutions with \$100 million invested in securities of issuers not affiliated with the qualified buyer. Normally Rule 144A permits the issuer of nontransferable securities and their purchase by qualified institutions.

American Depository Receipts

American Depositary Receipts are negotiable certificates in registered form. American depositary receipts (ADRs) are certificates that a specific number of foreign shares have been deposited with an overseas branch of the bank for American investors. They are sold in the United States as a U.S. stock, which certifies that a specific number of foreign shares have been deposited with an overseas branch of the bank for American investors. They are sold in the United States as a U.S. stock, which certifies that a specific number of foreign shares have been deposited with an overseas branch of the bank for American investors.

ADRs provide an opportunity for investors who want to invest in the shares of a foreign corporation to buy, hold, and sell their interests in these foreign securities dividends and having no take physical possession of the securities, and while receiving dividends and exercising voting rights conveniently. A holder of an ADR can, at any time, request the underlying shares. Conversely, ADRs enable foreign corporations with shares that have not been admitted to a U.S. stock exchange to obtain access to the U.S. public capital market. Usually, only shares traded on a recognized foreign stock exchange are ADR-eligible. ADRs are discussed in greater detail later in this chapter.

THE ROLE AND REGULATION OF DEALERS IN EXCHANGE AND OTC MARKETS

In Chapter 7 we explained the role of dealers in secondary markets. An important structural difference between exchanges and the OTC market affects the activities of dealers. The main difference is that exchanges use a single market maker, whereas OTC markets allow multiple market makers. On exchanges, the one market maker on dealer net stock is the specialist.

Such only one specialist for a given stock, no other market makers on the exchange are available to provide competition. There is again that the specialist enjoys a monopolistic position! Not necessarily. Specialists face competition from several sources. Brokers in the crowd may have public market or limit orders that compete with specialists. In the case of multiple listed stocks, competition comes from specialists on other exchanges where the stock is listed. Since the repeal of Rule 390 during late 1999, competition can come from dealers in the OTC market. Finally, when a block trade is involved, specialists compete with the upstairs market. (A block trade is explained in the next chapter.)

In the OTC market, the number of dealers depends on the volume of trading in a stock. For example, there could be more than 60 dealers for an actively traded stock. If a stock is not actively traded, it may have only one or two dealers. As trading activity increases in a stock, no barriers prevent more entities from becoming dealers in that stock, other than satisfaction of capital requirements. Competition forces more dealers—to the threat of new dealers—forces bid-ask spreads to more competitive levels. Moreover, the capital-providing capacity of more than one dealer may benefit the market more than a single specialist performing the role of a market maker.

Those who think the OTC market is superior to an organized exchange often cite the greater competition from numerous dealers and the greater amount of capital they bring to the trading as a security. The exchanges, however, insist that the concentration

Fabozzi 4th Edition

Mehmet Odekon



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