

Exhibit 5

New text is underlined; deleted text is in brackets.

**NASDAQ OMX PHLX LLC
PRICING SCHEDULE**

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II. Equity Options Fees

(Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed~~o~~)

	Customer	Professional	Market Maker		Broker-Dealer		Firm	
			Electronic	Non-Electronic	Electronic	Non-Electronic	Electronic	Non-Electronic
Options Transaction Charge (Penny Pilot)	\$.00	\$.2[0]5	\$.22	\$.25	\$.45	\$.25	\$.25	\$.25
Options Transaction Charge (non-Penny Pilot)	\$.00	\$.2[0]5	\$.23	\$.25	\$. [5]60	\$.25	\$.40	\$.25
Options Surcharge in RUT, MNX and NDX	N/A	\$.15	\$.15	\$.15	\$.15	\$.15	\$.15	\$.15
Options Surcharge in BKX	N/A	\$.10	\$.10	\$.10	\$.10	\$.10	\$.10	\$.10
FLEX Options	\$.00	\$.10	\$.10	\$.10	\$.10	\$.10	\$.10	\$.10
Cabinet Options	\$.00	\$.10	\$.10	\$.10	\$.10	\$.10	\$.10	\$.10

- These fees are per contract.

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- A rebate of \$0.07 per contract will be paid to members executing electronically-delivered [for] Customer Orders when that member transacts [that are electronically-delivered to a member that has] an average daily volume of 50,000 Customer contracts or greater in a given month. Further, an additional rebate of \$0.03 per contract will be paid to members for those electronically-delivered Customer orders that: (1) qualified for the \$0.07 rebate; and (ii) added liquidity in a non-Penny Pilot option. PIXL Orders and QCC Orders are not eligible for the rebate and are excluded from the calculation of the average daily volume.

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