

**EXHIBIT 5**

*New text is underlined; deleted text is in brackets.*

**NASDAQ OMX PHLX LLC<sup>1</sup> PRICING SCHEDULE**

\* \* \* \* \*

**II. Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs and indexes which are Multiply Listed<sup>9</sup>)**

	<b>Customer</b>	<b>Professional</b>	<b>Specialist and Market Maker</b>	<b>Broker-Dealer</b>	<b>Firm</b>	<b>Electronic Floor</b>	<b>Electronic Floor</b>	<b>Electronic Floor</b>	<b>Electronic Floor</b>
<b>Options Transaction Charge (Penny Pilot)</b>	\$0.00	\$0.30	\$0.25	\$0.22	\$0.25	\$0.45	\$0.25	\$0.4[0]4	\$0.25
<b>Options Transaction Charge (non-Penny Pilot)</b>	\$0.00	\$0.30	\$0.25	\$0.23	\$0.25	\$0.60	\$0.25	\$0.45	\$0.25
<b>Options Surcharge in RUT, MNX and NDX</b>	N/A	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15
<b>Options Surcharge in BKX</b>	N/A	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10
<b>FLEX Options</b>	\$0.00	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10
<b>Cabinet Options</b>	\$0.00	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10	N/A	\$0.10

- These fees are per contract.

<sup>9</sup>The following symbols will be assessed the fees in Section III for Singly Listed Options: SOX, HGX and OSX.

- The Cabinet and FLEX Option Fees above are not in addition to the Options Transaction Charges.
- Firm electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options will be reduced to \$0.1[3]7 per contract [and \$0.00 for electronic Complex Orders that add liquidity] for a given month provided that a Firm has volume greater than [6]500,000 electronically-delivered contracts in a month ("Electronic Firm Fee Discount"). The Electronic Firm Fee Discount will apply per member organization when such members are trading in their own proprietary account.

\* \* \* \* \*

**VI. MEMBERSHIP FEES**

**A. Permit and Registration Fees**

Permit Fees for Phlx Members (per month)<sup>14, 15</sup>

Transacting business on Phlx	\$2,100 <sup>16</sup>
Not transacting business on Phlx	\$7,500 <sup>17</sup>

\* \* \* \* \*

<sup>15</sup>A member or member organization will be assessed the \$2,[0]100 monthly Permit Fee if that member or member organization: (1) transacts its option orders in its assigned Phlx house account in a particular month; or (2) is a clearing member of The Options Clearing Corporation or a Floor Broker; or (3) for those member organizations which are under common ownership, transacts at least one options trade in a Phlx house account that is assigned to one of the member organizations under common ownership. For purposes of the Permit Fee, "common ownership" shall be defined as at least 75% common ownership between the member organizations.

\* \* \* \* \*