

EXHIBIT 5

New text is underlined; deleted text is in brackets.

NASDAQ PHLX Rules**RULES OF THE EXCHANGE**

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Rule 1000A. Applicability and Definitions

(a) **Applicability.** The Rules in this Section are applicable only to index options (options on indices of securities as defined below). In addition, except to the extent that specific rules in this Section govern, or unless the context otherwise requires, the provisions of the Option Rules applicable to stock options and of the By-Laws and all other Rules and Policies of the Board of Directors shall be applicable to the trading on the Exchange of index options.

(b) **Definitions.** The following terms as used in the Rules in this Section shall, unless the context otherwise indicates, have the meanings herein specified.

(1) The term "put" means an option contract under which the holder of the option has the right, in accordance with the terms and provisions of the option, to sell to the Options Clearing Corporation the [closing index value]current index value times the index multiplier.

(2) The term "call" means an option contract under which the holder of the option has the right, in accordance with the terms of the option, to purchase from the Options Clearing Corporation the [closing index value]current index value times the index multiplier.

(3) The term "aggregate exercise price" means the exercise price of the option contract times the index multiplier.

(4) The term "exercise price" means the specific price per unit at which the current index value may be purchased in the case of a call or sold in the case of a put upon the exercise of the option.

(5) The term "underlying security" or "underlying securities" with respect to an index option contract means any of the securities that are the basis for the calculation of the index.

(6) The term "index multiplier" means the amount specified in the contract by which the [closing index value]current index value is to be multiplied to arrive at the value required to be delivered to the holder of a call or by the holder of a put upon valid exercise of the contract.

(7) The term "current index value" in respect of a particular index means the level of the index that is derived from the reported prices of the underlying securities that are the basis of the index, as reported by the reporting authority for the index.

(8) The term "closing index value" in respect of a particular index means the last index value reported on a business day. (a) with respect to P.M.-settled options, the current index value

calculated at the close of business on the day of exercise, or, if the day of exercise is not a trading day, on the last trading day before exercise, or (b) with respect to A.M.-settled options, the opening price of each component issue on the primary market on the day of exercise, or, if the day of exercise is not a trading day, on the last trading day before exercise.]

••• *Commentary:* -----

For any series of index options the Exchange may, in its discretion, provide that the calculation of the final index settlement value of any index on which options are traded at the Exchange will be determined by reference to the prices of the constituent stocks at a time other than the close of trading on the last trading day before expiration.

(9) The term "reporting authority" in respect of a particular index means the institutions or reporting service designated by the Exchange as the official source for calculating and determining the current value or the closing index value of the index.

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(18) The term "A.M. settled index option" means an index option for which the current index value at expiration shall be determined as provided in Rule 1101A(e).

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Rule 1101A. Terms of Option Contracts

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(d) Index Values for Settlement. The Rules of the Options Clearing Corporation specify that, unless the Rules of the Exchange provide otherwise, the current index value used to settle the exercise of an index options contract shall be the closing index value for the day on which the index options contract is exercised in accordance with the Rules of the Options Clearing Corporation or, if such day is not a business day, for the most recent business day.

(e) A.M.-Settled Index Options. The last day of trading for A.M.-settled index options shall be the business day preceding the business day of expiration, or, in the case of an option contract expiring on a day that is not a business day, the business day preceding the last day of trading in the underlying securities prior to the expiration date. The current index value at the expiration of an A.M.-settled index option shall be determined, for all purposes under these Rules and the Rules of the Options Clearing Corporation, on the last day of trading in the underlying securities prior to expiration, by reference to the reported level of such index as derived from first reported sale (opening) prices of the underlying securities on such day, except that in the event that the

primary market for an underlying security is open for trading on that day, but that particular security does not open for trading on that day, the price of that security, for the purposes of calculating the current index value at expiration, shall be the last reported sale price of the security. The following A.M.-settled index options are approved for trading on the Exchange:

- (i) PHLX Semiconductor Sector
- (ii) PHLX Housing Sector
- (iii) PHLX Oil Service Sector
- (iv) KBW Bank Index
- (v) Full Value Nasdaq 100 Options
- (vi) Reduced Value Nasdaq 100 Options

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[Rule 1044A. Delivery and Payment

In accordance with the applicable Rules of the Options Clearing Corporation, the settlement of index option contracts will be by the delivery of the difference between the closing index value on the day of exercise and the exercise price times the index multiplier.]

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