

**EXHIBIT 5**

*Deleted text is [bracketed]. New text is underlined.*

**THE NASDAQ STOCK MARKET LLC RULES**

\* \* \* \* \*

**Equity 7 Pricing Schedule**

\* \* \* \* \*

**Section 118. Nasdaq Market Center Order Execution and Routing**

\* \* \* \* \*

(a) No change.

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**(1) Fees for Execution and Routing of Orders**

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<b>Credit to member for displayed quotes/orders (other than Supplemental Orders or Designated Retail Orders) that provide liquidity (per share executed):</b>			
	Tape A	Tape B	Tape C
member adds Customer, Professional, Firm, Non-NOM Market Maker and/or Broker-Dealer liquidity in Penny Pilot Options and/or Non-Penny Pilot Options of 1.15% or more of total industry ADV in the Customer clearing range for Equity and ETF option contracts per day in a month on The Nasdaq Options Market:	\$0.0029	\$0.0029	\$0.0029
Member: (i) that adds displayed <u>liquidity of at least 0.50 % of Consolidated Volume</u> ; and (ii) has a <u>combined volume (adding and removing liquidity) of at least 2.50% of Consolidated Volume during the month:</u>	<u>\$0.0029</u>	<u>\$0.0029</u>	<u>\$0.0029</u>

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