

SECURITIES AND EXCHANGE COMMISSION  
(Release No. 34-57547; File No. SR-OCC-2008-05)

March 21, 2008

Self-Regulatory Organizations; The Options Clearing Corporation; Notice of Filing and Immediate Effectiveness of a Proposed Rule Change Relating to Flexibly Structured Foreign Currency Options

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 ("Act"),<sup>1</sup> notice is hereby given that on February 13, 2008, The Options Clearing Corporation ("OCC") filed with the Securities and Exchange Commission ("Commission") the proposed rule change as described in Items I, II, and III below, which items have been prepared primarily by OCC. OCC filed the proposed rule change pursuant to Section 19(b)(3)(A)(i) of the Act<sup>2</sup> and Rule 19b-4(f)(1)<sup>3</sup> thereunder so that the proposal was effective upon filing with the Commission. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. Self-Regulatory Organization's Statement of the Terms of Substance of the Proposed Rule Change

The proposed rule change would modify OCC's description of its pro rata assignment procedure to eliminate the reference to the procedure's application to exercises of physical delivery, flexibly structured Foreign Currency Options ("FCOs").

II. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

In its filing with the Commission, OCC included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed

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<sup>1</sup> 15 U.S.C. 78s(b)(1).

<sup>2</sup> 15 U.S.C. 78s-1(b)(3)(A)(i).

<sup>3</sup> 17 CFR 240.19b-4(f)(1).

rule change. The text of these statements may be examined at the places specified in Item IV below. OCC has prepared summaries, set forth in sections (A), (B), and (C) below, of the most significant aspects of such statements.<sup>4</sup>

(A) Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

OCC's pro rata assignment procedure is applied to options on the S&P 100 Index as well as to flexibly structured and cross-rate FCOs settled by physical delivery.<sup>5</sup> However, the Philadelphia Stock Exchange, Inc. ("Phlx") has delisted all such FCOs and open interest in all such contracts has expired. Accordingly, OCC proposes to modify the description of its pro rata assignment procedure to eliminate the reference to its application to exercises of physical delivery, flexibly structured FCOs. While Phlx has proposed to trade flexibly structured FCOs that are settled in cash, exercises for these FCOS are to be assigned in accordance with OCC's standard assignment procedures.<sup>6</sup> The modified description of the pro rata assignment procedure is set forth in Exhibit 5 to File No. SR-OCC-2008-05.<sup>7</sup>

The proposed change is consistent with Section 17A of the Act because it promotes the prompt and accurate clearance and settlement of securities transactions, and fosters cooperation and coordination with persons engaged in the clearance and settlement of securities transactions

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<sup>4</sup> The Commission has modified parts of these statements.

<sup>5</sup> See Securities Exchange Act Release Nos. 56845 (November 27, 2007), 72 FR 67991 (December 3, 2007) (File No. SR-OCC-2007-014), 48908 (December 11, 2003), 68 FR 74689 (December 24, 2003) (File No. SR-OCC-2003-05), and 38165 (January 14, 1997), 62 FR 3070 (January 21, 1997) (File No. SR-OCC-96-19).

<sup>6</sup> See Securities Exchange Act Release No. 57265 (February 4, 2008), 73 FR 7622 (February 8, 2007) (File No. SR-Phlx-2007-68).

<sup>7</sup> SR-OCC-2008-05 can be found on OCC's website at [http://www.optionsclearing.com/publications/rules/proposed\\_changes/sr\\_occ\\_08\\_05.pdf](http://www.optionsclearing.com/publications/rules/proposed_changes/sr_occ_08_05.pdf).

by updating the description of OCC's pro rata assignment procedure. The proposed rule change is not inconsistent with the existing rules of OCC, including any other rules proposed to be amended.

(B) Self-Regulatory Organization's Statement on Burden on Competition

OCC does not believe that the proposed rule change would impose any burden on competition.

(C) Self-Regulatory Organization's Statement on Comments on the Proposed Rule Change Received from Members, Participants, or Others

Written comments were not and are not intended to be solicited with respect to the proposed rule change, and none have been received.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A)(i) of the Act<sup>8</sup> and Rule 19b-4(f)(1)<sup>9</sup> promulgated thereunder because the proposal constitutes an interpretation with respect to the meaning, administration, or enforcement of an existing rule of OCC. At any time within sixty days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. Solicitation of Comments

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with the Act. Comments may be submitted by any of the following methods:

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<sup>8</sup> 15 U.S.C. 78s(b)(3)(A)(i).

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>); or
- Send an e-mail to [rule-comments@sec.gov](mailto:rule-comments@sec.gov). Please include File Number SR-OCC-2008-05 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-OCC-2008-05. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 am and 3:00 pm. Copies of such filing also will be available for inspection and copying at the principal office

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<sup>9</sup> 17 CFR 240.19b-4(f)(1).

of OCC. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information that you wish to make available publicly. All submissions should refer to File Number SR-OCC-2008-05 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission by the Division of Trading and Markets, pursuant to delegated authority.<sup>10</sup>

Florence E. Harmon  
Deputy Secretary

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<sup>10</sup> 17 CFR 200.30-3(a)(12).