

Exhibit 5

New text is underlined; deleted text is in brackets.

NASDAQ OMX PHLX LLC PRICING SCHEDULE

I. Rebates and Fees for Adding and Removing Liquidity in Select Symbols

Select Symbols shall be defined as options overlying the following symbols: AA, [ABX], AMD, BAC, CSCO, DELL, DIA, [EBAY], EEM, EFA, EWZ, F, FAS, FAZ, FXI, GDX, GE, GLD, [GLW], INTC, IWM, MSFT, NEM, NOK, ORCL, PFE, [PG], [POT], QQQ, RIMM, [SBUX], SDS, SIRI, SLV, [SNDK], SPY, TBT, TLT, TZA, [UAL], UNG, USO, VALE, VXX, VZ, XLE, XLF, XLI, and YHOO. The following fees in this Section I shall only apply to Select Symbols.

Part A. [Single contra-side]Simple Order

	Customer	Specialist	Market Maker	Firm	Broker- Dealer	Professional
Rebate for Adding Liquidity	\$0.26	\$0.23	\$0.23	\$0.00	\$0.00	\$0.23
Fees for Adding Liquidity	\$0.00	\$0.00	\$0.00	\$0.05	\$0.05	\$0.00
Fee for Removing Liquidity	\$0.39	\$0.[38]39	\$0.[38]39	\$0.45	\$0.45	\$0.45

II. Multiply Listed Options Fees (Includes options overlying equities, ETFs, ETNs, indexes and HOLDRS which are Multiply Listed⁹)

	Customer	Professional	Specialist and Market Maker		Broker-Dealer		Firm	
			Non- Electronic	Non- Electronic	Non- Electronic	Non- Electronic	Non- Electronic	Non- Electronic
Options Transaction Charge (Penny Pilot)	\$0.00	\$0.25	\$0.22	\$0.25	\$0.45	\$0.25	\$0.40	\$0.25
Options Transaction Charge (non- Penny Pilot)	\$0.00	\$0.25	\$0.23	\$0.25	\$0.60	\$0.25	\$0.45	\$0.25
Options Surcharge in RUT, MNX and NDX	N/A	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15	\$0.15
Options Surcharge in BKX	N/A	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10
FLEX Options	\$0.00	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10
Cabinet Options	\$0.00	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10

• These fees are per contract.

⁹The 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[1]3 per contract for a given month provided that a Firm has volume greater than 750,000 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.

• QCC Transaction Fees for a Specialist, Market Maker, Professional, Firm and Broker-Dealer are \$0.20 per contract. QCC Transaction Fees apply to QCC Orders, as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e). A rebate, as specified in the below QCC Rebate Schedule, will be paid for all qualifying executed QCC Orders, as defined in Exchange Rule 1080(o) and Floor QCC Orders, as defined in

1064(e), except where the transaction is either: (i) Customer-to-Customer; or (ii) a dividend, merger or short stock interest strategy and executions subject to the Reversal and Conversion Cap (as defined in Section II).

QCC Rebate Schedule

Threshold	Rebate per Contract
0 to 199,999 contracts in a month	\$0.00
200,000 to 499,999 contracts in a month	\$0.01
500,000 to 699,999 contracts in a month	\$0.05
700,000 to 999,999 contracts in a month	\$0.07
Over 1,000,000 contracts in a month	\$0.11

The maximum QCC Rebate to be paid in a given month will not exceed \$275,000.

[• A rebate of \$0.07 per contract will be paid to members executing electronically-delivered Customer Orders when that member transacts 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: qualified for the \$0.07 rebate; and added liquidity in a Simple Order in a non-Penny Pilot Option or added or removed liquidity (including auctions) in a Complex Order in a 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]

Customer Rebate Program

<u>Average Daily Volume Threshold</u>	<u>Rebate per Contract Categories</u>		
	<u>Category A</u>	<u>Category B</u>	<u>Category C</u>
<u>0 to 49,999 contracts in a month</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>
<u>50,000 to 99,999 contracts in a month</u>	<u>\$0.07</u>	<u>\$0.10</u>	<u>\$0.10</u>
<u>Over 100,000 contracts in a month</u>	<u>\$0.09</u>	<u>\$0.12</u>	<u>\$0.10</u>

Category A: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Penny Pilot Options, Simple Orders in Non-Penny Pilot Options that remove liquidity and Complex Orders in Non-Penny Pilot Options.

Category B: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Penny Pilot Options.

Category C: Rebate will be paid to members executing electronically-delivered Customer Simple Orders in Non-Penny Pilot Options that add liquidity.

The Average Daily Volume Threshold will be calculated by totaling Customer volume in Multiply Listed Options that are electronically-delivered, except electronic QCC Orders as defined in Exchange Rule 1080(o)

(“Threshold Volume”). Rebates will be paid on Threshold Volume in a given month, excluding electronically-delivered Customer volume associated with PIXL.

• Specialists and Market Makers are subject to a "Monthly Market Maker Cap" of \$550,000 for equity option transaction fees and QCC Transaction Fees, as defined in this section above. The trading activity of separate Specialist and Market Maker member organizations will be aggregated in calculating the Monthly Market Maker Cap if there is at least 75% common ownership between the member organizations. All dividend, merger, short stock interest and reversal and conversion strategy executions (as defined in this Section II) will be excluded from the Monthly Market Maker Cap. In addition, Specialists and Market Makers that (i) are on the contra-side of an electronically-delivered and executed Customer order; and (ii) have reached the Monthly Market Maker Cap will be assessed a \$0.0[7]12 per contract fee, excluding PIXL Orders. For QCC Orders as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e), a Service Fee of \$0.07 per side will apply once a Specialist and Market Maker has reached the Monthly Market Maker Cap. This \$0.07 Service Fee will apply to every contract side of the QCC Order and Floor QCC Order after a Specialist and Market Maker has reached the Monthly Market Maker Cap. The Service Fee will not be assessed to a Specialist and Market Maker that does not reach the Monthly Market Maker Cap in a particular calendar month.

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