

**Exhibit 5**

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

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

\*\*\*\*\*

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

\*\*\*\*\*

**Part C. The following will apply to fees in Parts A and B:**

\*\*\*\*\*

• The Monthly Firm Fee Cap will apply to [non-electronic] floor transactions for Section I and Section II symbols, subject to the fees and rebates in Section II, and QCC electronic and floor [non-electronic] transactions.

\*\*\*\*\*

• Transactions in the Select Symbols originating on the Exchange floor [executed via open outcry] will be subject to the Multiply Listed Options Fees (see Multiply Listed Options Fees in Section II). However, if one side of the transaction originates on the Exchange floor [is executed using the Options Floor Broker Management System (FBMS)] and any other side of the trade was the result of an electronically submitted order or a quote, then these fees will apply to the [FBMS contracts] transactions which originated on the Exchange floor and contracts that are executed electronically on all sides of the transaction.

\*\*\*\*\*

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

	Customer Professional	Specialist and Market Maker	Broker-Dealer	Firm				
		<u>Floor</u> [Non-Electronic] <u>Electronic</u>	<u>Floor</u> [Non-Electronic] <u>Electronic</u>	<u>Floor</u> [Non-Electronic] <u>Electronic</u>				
<b>Options Transaction Charge (Penny Pilot)</b>	\$0.00	\$0.25	\$0.22	\$0.25	\$0.45	\$0.25	\$0.40	\$0.25

<b>Options Transaction Charge (non-Penny Pilot)</b>	\$0.00	\$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
<b>Options Surcharge in BXX</b>	N/A	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10
<b>FLEX Options</b>	\$0.00	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10
<b>Cabinet Options</b>	\$0.00	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10	\$0.10

\* \* \* \* \*

• Firms are subject to a maximum fee of \$75,000 ("Monthly Firm Fee Cap"). Firm [non-electronic]floor equity option transaction fees and QCC Transaction Fees, as defined in this section above, in the aggregate, for one billing month will not exceed the Monthly Firm Fee Cap per member organization when such members are trading in their own proprietary account. All dividend, merger, short stock interest and reversal and conversion strategy executions (as defined in this Section II) will be excluded from the Monthly Firm Fee Cap. The Firm equity options transaction fees will be waived for members executing facilitation orders pursuant to Exchange Rule 1064 when such members are trading in their own proprietary account (including FLEX and Cabinet equity options transaction fees). QCC Transaction Fees are included in the calculation of the Monthly Firm Fee Cap. Member organizations must notify the Exchange in writing of all accounts in which the member is not trading in its own proprietary account. The Exchange will not make adjustments to billing invoices where transactions are commingled in accounts which are not subject to the Monthly Firm Fee Cap. For QCC Orders as defined in Exchange Rule 1080(o), and Floor QCC Orders, as defined in 1064(e), a Service Fee of \$0.01 per side will apply once a Firm has reached the Monthly Firm Fee Cap. This \$0.01 Service Fee will apply to every contract side of the QCC Order and Floor QCC Order after a Firm has reached the Monthly Firm Fee Cap. The Service Fee will not be assessed to a Firm that does not reach the Monthly Firm Fee Cap in a particular calendar month.

\* \* \* \* \*