

Required fields are shown with yellow backgrounds and asterisks.

Page 1 of * 16	SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 Form 19b-4		File No.* SR - 2012 - * 052	Amendment No. (req. for Amendments *)
Proposed Rule Change by NASDAQ Stock Market Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934				
Initial * <input checked="" type="checkbox"/>	Amendment * <input type="checkbox"/>	Withdrawal <input type="checkbox"/>	Section 19(b)(2) * <input type="checkbox"/>	Section 19(b)(3)(A) * <input checked="" type="checkbox"/>
			Section 19(b)(3)(B) * <input type="checkbox"/>	
			Rule	
Pilot <input type="checkbox"/>	Extension of Time Period for Commission Action * <input type="checkbox"/>	Date Expires * <input type="text"/>	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)
			<input checked="" type="checkbox"/> 19b-4(f)(2)	<input type="checkbox"/> 19b-4(f)(5)
			<input type="checkbox"/> 19b-4(f)(3)	<input type="checkbox"/> 19b-4(f)(6)
Exhibit 2 Sent As Paper Document <input type="checkbox"/>		Exhibit 3 Sent As Paper Document <input type="checkbox"/>		
Description Provide a brief description of the proposed rule change (limit 250 characters, required when Initial is checked *).				
A Proposal Relating to NOM SQF and BONO Port Fees and Account Fees.				
Contact Information Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.				
First Name *	Jonathan		Last Name *	Cayne
Title *	Associate General Counsel			
E-mail *	jonathan.cayne@nasdaqomx.com			
Telephone *	(301) 978-8493	Fax	(301) 978-8472	
Signature Pursuant to the requirements of the Securities Exchange Act of 1934, has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.				
Date	04/18/2012			
By	Edward S. Knight		Executive Vice President and General Counsel	
		(Name *)		
			(Title *)	
NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.			Edward S Knight,	

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information (required)

[Add](#) [Remove](#) [View](#)

The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change (required)

[Add](#) [Remove](#) [View](#)

The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

[Add](#) [Remove](#) [View](#)

Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

[Add](#) [Remove](#) [View](#)

Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

[Add](#) [Remove](#) [View](#)

The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

[Add](#) [Remove](#) [View](#)

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

[Add](#) [Remove](#) [View](#)

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of the Proposed Rule Change

(a) Pursuant to the provisions of Section 19(b)(1) under the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² The NASDAQ Stock Market LLC (“NASDAQ” or the “Exchange”) is filing with the Securities and Exchange Commission (“Commission”) a proposed rule change to modify Chapter XV, Options Pricing, Section 3, as well as to add an account fee (“Account Fee”) via Section 9, of the Options Rules portion of the NASDAQ Rulebook governing pricing for NASDAQ members using The NASDAQ Options Market (“NOM”), NASDAQ’s facility for executing and routing standardized equity and index options. The proposed rule change assesses a new fee to recoup some of the costs associated with the specialized quote feed (“SQF”), as well as with the Best of NASDAQ Options (“BONO”) ports. An additional proposed rule change assesses a new Account Fee to recoup some of the monthly billing and processing costs associated with participant accounts.

While fee changes pursuant to this proposal are effective upon filing, the Exchange has designated these changes to be operative on May 1, 2012.

A notice of the proposed rule change for publication in the Federal Register is attached hereto as Exhibit 1 and a copy of the applicable text in the Exchange’s Rules is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of NASDAQ pursuant to authority delegated by the Board of Directors of NASDAQ on August 19, 2011. NASDAQ staff will advise the Board of Directors of NASDAQ of any action taken pursuant to delegated authority. No other action by NASDAQ is necessary for the filing of the rule change.

Questions and comments on the proposed rule change may be directed to Jonathan F. Cayne, Associate General Counsel, at (301) 978-8493.

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

a. Purpose

The purpose of this filing is to recoup some of the costs associated with SQF and BONO ports, as well as to assess a new fee to recoup some of the monthly billing and processing costs associated with participant accounts.

With respect to the proposed SQF port fee ("SQF Port Fee"), initially for which there was no charge,³ the Exchange believes that it is now reasonable to assess the proposed fee because the Exchange is no longer seeking to specifically incentivize market makers to connect to NOM 2.0. Additionally, the proposed SQF Port Fee is less than the range of port fees that are assessed today by NOM,⁴ as well as within the range of Port Fees currently charged by NASDAQ OMX PHLX LLC ("PHLX").⁵

³ See Securities Exchange Act Release No. 65180 (August 22, 2011), 76 FR 53521 (August 26, 2011) (SR-NASDAQ-2011-111).

⁴ See Chapter XV, Options Pricing, Section 3(b) of the Options Rules portion of the NASDAQ Rulebook.

⁵ See NASDAQ OMX PHLX LLC Pricing Schedule, Section VII B (Port Fees).

With respect to the BONO⁶ port fee (“BONO Port Fee”), initially for which there was no charge, this port fee is priced identically to the fee currently being charged for the NASDAQ ITCH to Trade Options (“ITTO”)⁷ port, which is the other market data port. The increase will assist the Exchange in recouping costs associated with maintaining the BONO port.

The Exchange also proposes to assess a monthly \$50 Account Fee for each member account, which would allow the Exchange to recoup costs associated with monthly billing and processing. The Account Fee would cover any month, or any part of a month, during which an account is maintained by a member. The proposed rule change would also encourage members to discontinue holding trading accounts, which the Exchange believes should, in turn, eliminate the need to expend resources to create additional account fields. As a result, the staff time allocated to maintaining account records would be reduced, which would allow for a more efficient use of staff resources. The proposed Account Fee is substantially similar to the monthly account fee that the PHLX currently charges.⁸

Members currently have the option to request an unlimited number of trading accounts through the Exchange’s Membership Department. In many instances, multiple accounts are assigned at the member’s request to allow them to track their own activity

⁶ BONO is an option feed designed to provide the NASDAQ Best Bid and Offer and last sale information directly to NOM participant firms.

⁷ ITTO is designed to provide full quote and order depth using the standard ITCH format. ITTO uses a series of messages to track the life of a quote or order through the NOM. ITTO supports NOM last sale data as well as Net Order Imbalance data for the opening auction.

⁸ See PHLX Pricing Schedule, Section VI A (Membership Fees).

using the Exchange's account numbers.⁹ Often, however, accounts are not released back to the Exchange when they are no longer required by the member or when a member may have requested more accounts than needed. This practice limits the number of available accounts and adds to increased staff time to maintain accurate records of active accounts and the retiring of inactive accounts.

While fee changes pursuant to this proposal are effective upon filing, the Exchange has designated these changes to be operative on May 1, 2012.

b. Statutory Basis

NASDAQ believes that its proposal to amend its schedule of fees is consistent with Section 6(b) of the Act¹⁰ in general, and furthers the objectives of Section 6(b)(4) of the Act¹¹ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members and other persons using any facility or system which NASDAQ operates or controls.

The Exchange believes that the new SQF and BONO Port Fees (collectively, the "Port Fees") are reasonable because each will assist in recouping costs incurred by the Exchange for connectivity to NOM. Additionally, the proposed SQF Port Fee is reasonable because the fee is lower than the range of port fees that are assessed today by NOM, as well as within the range of port fees currently charged by PHLX.¹² The BONO Port Fee is reasonable because it is the same as the fee currently being charged for ITTO,

⁹ The proposed rule change does not limit the number of accounts a member organization may request.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4).

¹² Supra note 4.

which is the other market data port. The Exchange believes that the Port Fees, for which the Exchange will assess NOM participants as of May 1, 2012, are equitable and not unfairly discriminatory because they are uniformly applied to all NOM participants that utilize these ports.

The Exchange also believes that the Account Fee is reasonable because it seeks to recoup costs incurred by the Exchange. Further, the Exchange is seeking to incentivize members to discontinue such inactive trading accounts. The Exchange also believes that the proposed Account Fee is equitable and not unfairly discriminatory because it would be uniformly applied to all members.

4. Self-Regulatory Organization's Statement on Burden on Competition

NASDAQ does not believe that the proposed rule changes will result in any burden on competition that is not necessary or appropriate in furtherance of the purposes of the Act, as amended. To the contrary, NASDAQ has designed its fees to compete effectively for the execution and routing of options contracts and to reduce the overall cost to investors of options trading.

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

No written comments were either solicited or received.

6. Extension of Time Period for Commission Action

Not applicable.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

Pursuant to Section 19(b)(3)(A)(ii) of the Act,¹³ the Exchange has designated this

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

proposal as establishing or changing a due, fee, or other charge imposed on any person, whether or not the person is a member of the self-regulatory organization, which renders the proposed rule change effective upon filing.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the Commission

The proposed rule change is not based on the rules of another self-regulatory organization or of the Commission.

9. Exhibits

1. Notice of proposed rule for publication in the Federal Register.
5. Proposed rule text.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-NASDAQ-2012-052)

April ____, 2012

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by NASDAQ Stock Market, LLC Relating to SQF and BONO Port Fees and Account Fees

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹, and Rule 19b-4 thereunder,² notice is hereby given that on April 18, 2012, The NASDAQ Stock Market LLC (“NASDAQ” or “Exchange”) filed with the Securities and Exchange Commission (“SEC” or “Commission”) the proposed rule change as described in Items I, II, and III, below, which Items have been prepared by the Exchange. 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 Exchange proposes to modify Chapter XV, Options Pricing, Section 3, as well as to add an account fee (“Account Fee”) via Section 9, of the Options Rules portion of the NASDAQ Rulebook governing pricing for NASDAQ members using The NASDAQ Options Market (“NOM”), NASDAQ’s facility for executing and routing standardized equity and index options.

While fee changes pursuant to this proposal are effective upon filing, the Exchange has designated these changes to be operative on May 1, 2012.

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

The text of the proposed rule change is available on the Exchange's Website at <http://www.nasdaq.cchwallstreet.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, the Exchange included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The Exchange has prepared summaries, set forth in sections A, B, and C below, of the most significant aspects of such statements.

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

1. Purpose

The purpose of this filing is to recoup some of the costs associated with SQF and BONO ports, as well as to assess a new fee to recoup some of the monthly billing and processing costs associated with participant accounts.

With respect to the proposed SQF port fee ("SQF Port Fee"), initially for which there was no charge,³ the Exchange believes that it is now reasonable to assess the proposed fee because the Exchange is no longer seeking to specifically incentivize market makers to connect to NOM 2.0. Additionally, the proposed SQF Port Fee is less than the range of port fees that are assessed today by NOM,⁴ as well as within the range

³ See Securities Exchange Act Release No. 65180 (August 22, 2011), 76 FR 53521 (August 26, 2011) (SR-NASDAQ-2011-111).

⁴ See Chapter XV, Options Pricing, Section 3(b) of the Options Rules portion of the NASDAQ Rulebook.

of Port Fees currently charged by NASDAQ OMX PHLX LLC (“PHLX”).⁵

With respect to the BONO⁶ port fee (“BONO Port Fee”), initially for which there was no charge, this port fee is priced identically to the fee currently being charged for the NASDAQ ITCH to Trade Options (“ITTO”)⁷ port, which is the other market data port. The increase will assist the Exchange in recouping costs associated with maintaining the BONO port.

The Exchange also proposes to assess a monthly \$50 Account Fee for each member account, which would allow the Exchange to recoup costs associated with monthly billing and processing. The Account Fee would cover any month, or any part of a month, during which an account is maintained by a member. The proposed rule change would also encourage members to discontinue holding trading accounts, which the Exchange believes should, in turn, eliminate the need to expend resources to create additional account fields. As a result, the staff time allocated to maintaining account records would be reduced, which would allow for a more efficient use of staff resources. The proposed Account Fee is substantially similar to the monthly account fee that the PHLX currently charges.⁸

⁵ See NASDAQ OMX PHLX LLC Pricing Schedule, Section VII B (Port Fees).

⁶ BONO is an option feed designed to provide the NASDAQ Best Bid and Offer and last sale information directly to NOM participant firms.

⁷ ITTO is designed to provide full quote and order depth using the standard ITCH format. ITTO uses a series of messages to track the life of a quote or order through the NOM. ITTO supports NOM last sale data as well as Net Order Imbalance data for the opening auction.

⁸ See PHLX Pricing Schedule, Section VI A (Membership Fees).

Members currently have the option to request an unlimited number of trading accounts through the Exchange's Membership Department. In many instances, multiple accounts are assigned at the member's request to allow them to track their own activity using the Exchange's account numbers.⁹ Often, however, accounts are not released back to the Exchange when they are no longer required by the member or when a member may have requested more accounts than needed. This practice limits the number of available accounts and adds to increased staff time to maintain accurate records of active accounts and the retiring of inactive accounts.

While fee changes pursuant to this proposal are effective upon filing, the Exchange has designated these changes to be operative on May 1, 2012.

2. Statutory Basis

NASDAQ believes that its proposal to amend its schedule of fees is consistent with Section 6(b) of the Act¹⁰ in general, and furthers the objectives of Section 6(b)(4) of the Act¹¹ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members and other persons using any facility or system which NASDAQ operates or controls.

The Exchange believes that the new SQF and BONO Port Fees (collectively, the "Port Fees") are reasonable because each will assist in recouping costs incurred by the Exchange for connectivity to NOM. Additionally, the proposed SQF Port Fee is reasonable because the fee is lower than the range of port fees that are assessed today by

⁹ The proposed rule change does not limit the number of accounts a member organization may request.

¹⁰ 15 U.S.C. 78f(b).

¹¹ 15 U.S.C. 78f(b)(4).

NOM, as well as within the range of port fees currently charged by PHLX.¹² The BONO Port Fee is reasonable because it is the same as the fee currently being charged for ITTO, which is the other market data port. The Exchange believes that the Port Fees, for which the Exchange will assess NOM participants as of May 1, 2012, are equitable and not unfairly discriminatory because they are uniformly applied to all NOM participants that utilize these ports.

The Exchange also believes that the Account Fee is reasonable because it seeks to recoup costs incurred by the Exchange. Further, the Exchange is seeking to incentivize members to discontinue such inactive trading accounts. The Exchange also believes that the proposed Account Fee is equitable and not unfairly discriminatory because it would be uniformly applied to all members.

B. Self-Regulatory Organization's Statement on Burden on Competition

The Exchange does not believe that the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act.

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

No written comments were either solicited or 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)(ii) of the Act¹³ and paragraph (f)(2) of Rule 19b-4¹⁴ thereunder. At any time

¹² Supra note 4.

¹³ 15 U.S.C. 78s(b)(3)(A)(ii).

within 60 days of the filing of the proposed rule change, the Commission summarily may temporarily suspend 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:

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. Please include File Number SR-NASDAQ -2012-052 on the subject line.

Paper comments:

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

All submissions should refer to File Number SR-NASDAQ-2012-052. 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

¹⁴ 17 CFR 240.19b-4(f)(2).

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 website viewing and printing in the Commission's Public Reference Room, 100 F Street, NE, Washington, DC 20549, on official business days between the hours of 10:00 a.m. and 3:00 p.m. Copies of the filing also will be available for inspection and copying at the principal office of the Exchange. 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-NASDAQ-2012-052 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.¹⁵

Kevin M. O'Neill
Deputy Secretary

¹⁵ 17 CFR 200.30-3(a)(12).

EXHIBIT 5

Chapter XV Options Pricing

NASDAQ Options Market Participants may be subject to the Charges for Membership, Services and Equipment in the Rule 7000 Series as well as the fees in this Chapter XV.

* * * * *

Sec. 3 NASDAQ Options Market - Access Services

The following charges are assessed by Nasdaq for connectivity to the NASDAQ Options Market:

(a) TradeInfo

- Members not subscribing to the Nasdaq Workstation using TradeInfo will be charged a fee of \$95 per user per month.

(b) Port Fees, per port per month, as follows:

Order Entry Port Fee	\$500.00
CTI Port Fee	\$500.00
OTTO Port Fee	\$500.00
ITTO Port Fee	\$500.00
<u>BONO Port Fee</u>	<u>\$500.00</u>
Order Entry DROP Port Fee	\$500.00
OTTO DROP Port Fee	\$500.00
SQF Port Fee	\$[0]250.00

* * * * *

Sec. 9 Account Fee – Options

NOM Participants will be assessed an Account Fee of \$50 per account per month.

* * * * *