

Required fields are shown with yellow backgrounds and asterisks.

Proposed Rule Change by NASDAQ OMX PHLX LLC.
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"/>	19b-4(f)(1) <input type="checkbox"/>	19b-4(f)(2) <input checked="" type="checkbox"/>	19b-4(f)(3) <input type="checkbox"/>	19b-4(f)(4) <input type="checkbox"/>	19b-4(f)(5) <input type="checkbox"/>	19b-4(f)(6) <input type="checkbox"/>

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 Pricing in Select Symbols and Multiply-Listed Options.

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 08/01/2012
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 EFFF 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) NASDAQ OMX PHLX LLC (“Phlx” or “Exchange”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² proposes to amend Section I of the Exchange’s Pricing Schedule titled “Rebates and Fees for Adding and Removing Liquidity in Select Symbols,” to amend various Select Symbols,³ increase certain Complex Order⁴ Rebates for Adding Liquidity, eliminate the Complex Order Fees for Adding Liquidity, increase certain Complex Order Fees for Removing Liquidity, eliminate a discount applicable to Customer Complex Order Rebates, and make technical corrections to “Part B. Complex Order” in Section I. The Exchange also proposes to amend Section II of the Pricing Schedule titled “Multiply Listed Options Fees” to decrease the threshold amount which entitles members to a reduced Firm Electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options and amend the Customer Rebate Program.⁵

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 portion of the Exchange’s

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The rebates and fees in Section I apply to certain Select Symbols which are listed in Section I of the Pricing Schedule.

⁴ A Complex Order is any order involving the simultaneous purchase and/or sale of two or more different options series in the same underlying security, priced at a net debit or credit based on the relative prices of the individual components, for the same account, for the purpose of executing a particular investment strategy. Furthermore, a Complex Order can also be a stock-option order, which is an order to buy or sell a stated number of units of an underlying stock or exchange-traded fund (“ETF”) coupled with the purchase or sale of options contract(s). See Exchange Rule 1080, Commentary .08(a)(i).

⁵ Section II includes options overlying equities, ETFs, ETNs, indexes and HOLDRs which are Multiply Listed.

Pricing Schedule is attached hereto as Exhibit 5.

(b) Not applicable.

(c) Not applicable.

2. Procedures of the Self-Regulatory Organization

The proposed rule change was approved by senior management of the Exchange pursuant to authority delegated by the Board of Directors of the Exchange on July 10, 2012. Exchange staff will advise the Board of Directors of any action taken pursuant to delegated authority. No other action by the Exchange 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 the proposed rule change is to amend Sections I and II of the Exchange's Pricing Schedule. Specifically, the Exchange is proposing to amend Section I of the Pricing Schedule to amend the Select Symbols, increase certain Complex Order Rebates for Adding Liquidity, eliminate Complex Order Fees for Adding Liquidity, increase certain Complex Order Fees for Removing Liquidity, eliminate a discount applicable to options overlying SPDR S&P 500 ("SPY"),⁶ and to make other technical amendments. The Exchange is proposing to amend Section II of the Pricing Schedule to decrease the threshold to receive the reduced Firm Electronic Options Transaction

⁶ SPY is one of the Select Symbols subject to the rebates and fees in Section I. A complete list of Select Symbols is included in Section I of the Pricing Schedule.

Charges in Penny Pilot and non-Penny Pilot Options and to amend the Customer Rebates Program. Each amendment will be described in more detail below.

Section I Amendments

Select Symbols

The Exchange displays a list of Select Symbols in its Pricing Schedule at Section I, which symbols are subject to the rebates and fees in that section. The Exchange is proposing to add the following symbol to the list of Select Symbols in Section I of the Pricing Schedule: Arena Pharmaceuticals Inc. (“ARNA”). The Exchange is also proposing to delete the following symbols from the list of Select Symbols in Section I of the Pricing Schedule: Dell Inc. (“DELL”), and Newmont Mining Corp. (“NEM” (collectively, “Proposed Deleted Symbols”). These Proposed Deleted Symbols would be subject to the rebates and fees in Section II of the Pricing Schedule entitled “Multiply Listed Options Fees.” The Exchange believes that by adding and removing the above-referenced symbols in Section I of the Pricing Schedule the Exchange will continue to attract order flow to the Exchange.

Complex Order Fees

The Exchange is proposing to increase the Complex Order Rebates for Adding Liquidity from \$0.00 to \$0.10 for Specialists,⁷ Market Makers,⁸ Firms, Broker-Dealers

⁷ A Specialist is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

⁸ A “Market Maker” includes Registered Options Traders (“ROT”) (Rule 1014(b)(i) and (ii), which includes Streaming Quote Traders (“SQT”) (See Rule 1014(b)(ii)(A)) and Remote Streaming Quote Traders (“RSQT”) (See Rule 1014(b)(ii)(B)).

and Professionals.⁹ Additionally, the Exchange is proposing to eliminate Complex Order Fees for Adding Liquidity. The Exchange believes that these fees are no longer necessary and proposes to uniformly eliminate them for all market participants. The Exchange believes that the increase to the Complex Order Rebates for Adding Liquidity coupled with the elimination of the Complex Order Fees for Adding Liquidity will incentivize market participants to transact additional Complex Order flow on the Exchange.

The Exchange also is proposing to increase the Complex Order Fees for Removing Liquidity from \$0.36 to \$0.39 per contract for Specialists and Market Makers, and to increase the Complex Order Fees for Removing Liquidity from \$0.38 to \$0.39 per contract for Firms, Broker-Dealers, and Professionals in Select Symbols. The Exchange is proposing to increase these fees in order that it may offer additional rebates for Customer Complex Orders as described below.

Eliminating SPY Discount

The Exchange is proposing to remove the additional incentive for Customers who transact Complex Orders in SPY. The Exchange currently pays a Customer Complex Order Rebate for Adding Liquidity of \$0.32 per contract and a Customer Complex Order Rebate for Removing Liquidity of \$0.06 per contract, but specifies that the Exchange will increase the Customer Complex Order Rebates for Adding and Removing Liquidity by \$0.01 per contract for transactions in SPY. Therefore, with this change, Customer Complex Orders that add liquidity in SPY would receive a rebate of \$0.32 per contract

⁹ The term “professional” means any person or entity that (i) is not a broker or dealer in securities, and (ii) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). See Rule 1000(b)(14).

and Customer Complex Orders that remove liquidity in SPY receive a rebate of \$0.06 per contract. The Exchange is eliminating the discount in lieu of offering a higher rebate for Customer Complex Orders as described below.

Technical Amendments

The Exchange also is proposing to make technical corrections in Section I, Parts A and B, by replacing “\$0.00” with “N/A” for several categories. This is not a change to these fees, but a technical amendment since in these instances “N/A” better reflects that a fee is not relevant for this category rather than “\$0.00” which simply reflects that no fee is currently being charged for this category.

Section II Amendments

Firm Volume Discount

The Exchange desires to continue to incentivize Firms to transact electronic orders, by providing Firms with an opportunity to pay lower fees in Section II of the Pricing Schedule by offering a lower threshold in order for Firms to receive a reduction of electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options. Currently, Firms must have a volume greater than 750,000 electronically-delivered contracts in a month to obtain the lower fees.¹⁰ The Exchange proposes to lower the threshold volume from 750,000 to 600,000 electronically-delivered contracts in a month. The Exchange believes that the lower threshold would enable a greater number of Firms to take advantage of lower fees.

¹⁰ Firm electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options will be reduced to \$0.13 per contract for a given month provided that a Firm has volume greater than 600,000 electronically-delivered contracts in a month (“Electronic Firm Fee Discount”).

Customer Rebate Program

The Exchange recently adopted a Customer Rebate Program to incentivize members to transact Customer orders on the Exchange. Such liquidity benefits all market participants through increased liquidity. At this time, the Exchange proposes to expand its Customer Rebate Program by adding another Category of orders eligible for rebates, “Category D.” This new category will pay rebates to members executing electronically-delivered Customer Complex Orders in Select Symbols that add liquidity.¹¹ The Exchange proposes to pay the following rebates:

Average Daily Volume Threshold	Rebate per Contract Categories			
	Category A	Category B	Category C	Category D
0 to 49,999 contracts in a month	\$0.00	\$0.00	\$0.00	\$0.00
50,000 to 99,999 contracts in a month	\$0.07	\$0.10	\$0.10	\$0.00
Over 100,000 contracts in a month	\$0.09	\$0.12	\$0.10	\$0.05

The Customer Rebate Program consists of three tiers. The first tier (0 to 49,999 contracts in a month) and the second tier (50,000 to 99,999 contracts in a month) do not earn any rebates defined in Category D. The third tier (over 100,000 contracts in a month) pays a rebate as an additional incentive for member organizations to route Customer Complex Order flow to the Exchange for execution (\$0.05 per contract). The \$0.05 will be in addition to the Customer Complex Order Rebate for Adding Liquidity

¹¹ This rebate will be in addition to any rebate that the member receives in Section I of the Pricing Schedule.

(currently \$0.32 per contract) for a total rebate of \$0.37 for Category D.

As is currently the case with Category A, B, and C, each tier or “Threshold” is calculated by totaling all applicable Multiply-Listed Options electronically-delivered Customer Orders, except electronic Qualified Contingent Cross Orders (eQCC Orders). The Exchange proposes to amend the calculation of the Average Daily Volume Threshold by totaling Customer volume in Multiply Listed Options that are electronically-delivered *and executed*, except QCC Orders as defined in Exchange Rule 1080(o), *and including electronically-delivered and executed Customer Complex Orders in Select Symbols* (“Threshold Volume”).¹² The Exchange is proposing to add the word “executed” for clarity and account for the Category D rebates in the Threshold Volume Calculation. The Exchange believes that the addition of Category D will attract additional Customer order flow to the Exchange for the benefit of all market participants.

b. Statutory Basis

The Exchange believes that its proposal to amend its Pricing Schedule is consistent with Section 6(b) of the Act¹³ in general, and furthers the objectives of Section 6(b)(4) of the Act¹⁴ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members and other persons using its facilities.

Select Symbols

The Exchange believes that it is reasonable to remove and add the proposed

¹² Rebates will be paid on Threshold Volume in a given month, excluding electronically delivered Customer volume associated with PIXL as is the case today and Customer Complex Orders that remove liquidity.

¹³ 15 U.S.C. 78f(b).

¹⁴ 15 U.S.C. 78f(b)(4).

symbols from its list of Select Symbols to attract additional order flow to the Exchange. The Exchange believes that the fees and rebates in Section I will attract order flow for the newly added Select Symbol ARNA. Also, the Exchange believes that applying the fees in Section II of the Pricing Schedule to the Proposed Deleted Symbols, including the opportunity to receive payment for order flow, will attract order flow to the Exchange.

The Exchange believes that it is equitable and not unfairly discriminatory to amend its list of Select Symbols to remove and add the proposed symbols because the list of Select Symbols would apply uniformly to all categories of participants in the same manner. All market participants who trade the Select Symbols would be subject to the rebates and fees in Section I of the Pricing Schedule, which would not include the proposed deleted symbols, but would include the proposed added symbol. Also, all market participants would be uniformly subject to the fees in Section II, which would include the Proposed Deleted Symbols, but would not include the proposed added symbol.

Complex Order Fees

The Exchange believes its proposal to increase the Complex Order Rebates for Adding Liquidity from \$0.00 to \$0.10 for Specialists,¹⁵ Market Makers, Firms, Broker-Dealers and Professionals is reasonable because the Exchange is proposing to incentivize market participants to transact additional order flow on the Exchange.

The Exchange believes that its proposal to increase the Complex Order Rebate for Adding Liquidity is equitable and not unfairly discriminatory because the Exchange is proposing to uniformly increase the rebates among market participants, except

¹⁵ A Specialist is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

Customers. Today, Customers receive a Complex Order Rebate for Adding Liquidity of \$0.32 per contract. Customers would continue to receive a higher rebate already because Customer order flow brings unique benefits to the market which benefits all participants through increased liquidity.

The Exchange believes its proposal to eliminate Complex Order Fees for Adding Liquidity is reasonable because market participants would be incentivized to transact additional orders on the Exchange at no cost when adding liquidity. The Exchange believes its proposal to eliminate Complex Order Fees for Adding Liquidity is equitable and not unfairly discriminatory because no market participant would be assessed a Complex Order Fee for Adding Liquidity.

The Exchange believes its proposal to increase the Complex Order Fees for Removing Liquidity from \$0.36 to \$0.39 per contract for Specialists and Market Makers, and to increase it from \$0.38 to \$0.39 per contract for Firms, Broker-Dealers, and Professionals in Select Symbols is reasonable because the Exchange is proposing to utilize these increased fees to fund the proposed new rebates in the Customer Rebate Program. The Exchange believes that the increased Complex Order Fees for Removing Liquidity are equitable and not unfairly discriminatory because all market participants, except Customers will be assessed a uniform fee to remove liquidity. The Exchange believes that it is reasonable, equitable and not unfairly discriminatory to not assess Customers a Complex Order Fee to Remove Liquidity because Customer order flow brings unique benefits to the market. Also, Customers are not assessed a Complex Order Fee for Removing Liquidity, as is the case on competing exchanges.¹⁶

¹⁶ See the Chicago Board Options Exchange Incorporated's ("CBOE") Fees Schedule.

Eliminating SPY Discount

In addition, the Exchange believes that removing the additional \$0.01 per contract incentive, when transacting electronically-delivered SPY orders, in addition to the Customer Complex Order Rebates for Adding and Removing Liquidity in SPY is reasonable because the Exchange is proposing to incentivize members to transact Customer Complex Orders by offering an incentive in the Customer Rebate Program. The Exchange believes that the elimination of the SPY discount is equitable and not unfairly discriminatory because no market participants would be entitled to this discount.

Technical Amendments

The Exchange's proposal to make technical corrections in Section I, Parts A and B, by replacing "\$0.00" with "N/A" for several categories is reasonable, equitable and not unfairly discriminatory because this is not a change to these fees, but a clarification that in these instances "N/A" better reflects that a fee is not relevant for this category rather than using "\$0.00" which simply reflects that no fee is currently being charged for this category.

Firm Volume Discount

The Exchange's amendment to the volume threshold applicable to the Electronic Firm Fee Discount in Section II of the Pricing Schedule is reasonable because the Exchange believes that the lower threshold would allow a greater number of Firms to obtain the lower pricing when they meet the volume threshold.

The Exchange's amendment to the volume threshold applicable to the Electronic Firm Fee Discount in Section II of the Pricing Schedule is equitable and not unfairly discriminatory because it provides all Firms with an opportunity to pay lower fees

through the lower volume threshold of 600,000 electronically-delivered contracts in a month rather than the current threshold of 750,000. Today Firms that transact 750,000 electronically-delivered contracts in a month are entitled to reduce their Firm electronic Options Transaction Charges in Penny Pilot (\$0.40 per contract) and non-Penny Pilot (\$0.45 per contract) in a given month to \$0.13 per contract.¹⁷ The reduction of the volume threshold from 750,000 electronically-delivered contracts in a month to 600,000 electronically-delivered contracts in a month would enable firms to obtain the reduction of fees by transacting a lower number of contracts in a month.

Customer Rebate Program

The Exchange's amendment to the Customer Rebate Program is reasonable because it will provide members another manner in which to earn a rebate on the Exchange. This rebate will be in addition to any rebate that the member receives in Section I of the Pricing Schedule. The Exchange believes that offering the Category D rebate and including Customer Complex Order volume in Select Symbols in the Threshold Volume, will attract additional Customer order flow to the Exchange and benefit all market participants. The Exchange believes that incentivizing members executing electronically-delivered Customer Complex Orders in Select Symbols to direct Customer order flow to the Exchange will benefit all market participants.

The Exchange's amendment to the Customer Rebate Program is equitable and not unfairly discriminatory because all market participants are eligible to receive the new rebate provided they meet both the volume and order type requirement of Category D. Also, the Exchange believes it is equitable and not unfairly discriminatory to base rebates

¹⁷ The Electronic Firm Fee Discount applies per member organization when such members are trading in their own proprietary account.

not only on volume but on the type of orders because the Exchange would uniformly apply the rebates to all market participants by order type. The Exchange currently offers no rebate under Category D for the first tier (between 0 and 49,999 contracts in a month) and the second tier (between 50,000 and 99,000 contracts in a month). It is only in the third tier (over 100,000 contracts in a month) that there is a rebate and it is \$0.05 per contract to members that execute electronically-delivered Customer Complex Orders in any Select Symbol that adds liquidity. Further, the concept of volume tiers and rebates based on tiers is not novel. Market participants entitled to Category A, B, or C rebates are subject to Section II of the Pricing Schedule, which has no rebates. Market participants entitled to Category D rebates are subject to Section I of the Pricing Schedule and also receive the Rebate for Adding Liquidity in Section I.

The Exchange operates in a highly competitive market, comprised of ten exchanges, in which market participants can easily and readily direct order flow to competing venues if they deem fee and rebate levels at a particular venue to be excessive. Accordingly, the fees that are assessed and the rebates paid by the Exchange must remain competitive with fees charged and rebates paid by other venues and therefore must continue to be reasonable and equitably allocated to those members that opt to direct orders to the Exchange rather than competing venues.

4. 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. The Exchange believes that the new Customer Rebate Program will attract additional Customer order flow to the benefit of all market participants.

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,¹⁸ the Exchange has designated this 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. The applicable portion of the Exchange's Pricing Schedule.

¹⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION
(Release No. _____ ; File No. SR-Phlx-2012-104)

Self-Regulatory Organizations; Notice of Filing and Immediate Effectiveness of Proposed Rule Change by NASDAQ OMX PHLX LLC Relating to Pricing in Select Symbols and Multiply-Listed Options

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 August 1, 2012, NASDAQ OMX PHLX LLC ("Phlx" 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 amend Section I of the Exchange's Pricing Schedule titled "Rebates and Fees for Adding and Removing Liquidity in Select Symbols," to amend various Select Symbols,³ increase certain Complex Order⁴ Rebates for Adding Liquidity, eliminate the Complex Order Fees for Adding Liquidity, increase certain

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ The rebates and fees in Section I apply to certain Select Symbols which are listed in Section I of the Pricing Schedule.

⁴ A Complex Order is any order involving the simultaneous purchase and/or sale of two or more different options series in the same underlying security, priced at a net debit or credit based on the relative prices of the individual components, for the same account, for the purpose of executing a particular investment strategy. Furthermore, a Complex Order can also be a stock-option order, which is an order to buy or sell a stated number of units of an underlying stock or exchange-traded fund ("ETF") coupled with the purchase or sale of options contract(s). See Exchange Rule 1080, Commentary .08(a)(i).

Complex Order Fees for Removing Liquidity, and eliminate a discount applicable to Customer Complex Order Rebates, and make technical corrections to “Part B. Complex Order” in Section I. The Exchange also proposes to amend Section II of the Pricing Schedule titled “Multiply Listed Options Fees” to decrease the threshold amount which entitles members to a reduced Firm Electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options and amend the Customer Rebate Program.⁵

The text of the proposed rule change is available on the Exchange’s Website at <http://www.nasdaqtrader.com/micro.aspx?id=PHLXfilings>, 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 the proposed rule change is to amend Sections I and II of the Exchange’s Pricing Schedule. Specifically, the Exchange is proposing to amend Section I of the Pricing Schedule to amend the Select Symbols, increase certain Complex Order Rebates for Adding Liquidity, eliminate Complex Order Fees for Adding Liquidity,

⁵ Section II includes options overlying equities, ETFs, ETNs, indexes and HOLDRs which are Multiply Listed.

increase certain Complex Order Fees for Removing Liquidity, eliminate a discount applicable to options overlying SPDR S&P 500 (“SPY”),⁶ and to make other technical amendments. The Exchange is proposing to amend Section II of the Pricing Schedule to decrease the threshold to receive the reduced Firm Electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options and to amend the Customer Rebates Program. Each amendment will be described in more detail below.

Section I Amendments

Select Symbols

The Exchange displays a list of Select Symbols in its Pricing Schedule at Section I, which symbols are subject to the rebates and fees in that section. The Exchange is proposing to add the following symbol to the list of Select Symbols in Section I of the Pricing Schedule: Arena Pharmaceuticals Inc. (“ARNA”). The Exchange is also proposing to delete the following symbols from the list of Select Symbols in Section I of the Pricing Schedule: Dell Inc. (“DELL”), and Newmont Mining Corp. (“NEM” (collectively, “Proposed Deleted Symbols”). These Proposed Deleted Symbols would be subject to the rebates and fees in Section II of the Pricing Schedule entitled “Multiply Listed Options Fees.” The Exchange believes that by adding and removing the above-referenced symbols in Section I of the Pricing Schedule the Exchange will continue to attract order flow to the Exchange.

Complex Order Fees

The Exchange is proposing to increase the Complex Order Rebates for Adding

⁶ SPY is one of the Select Symbols subject to the rebates and fees in Section I. A complete list of Select Symbols is included in Section I of the Pricing Schedule.

Liquidity from \$0.00 to \$0.10 for Specialists,⁷ Market Makers,⁸ Firms, Broker-Dealers and Professionals.⁹ Additionally, the Exchange is proposing to eliminate Complex Order Fees for Adding Liquidity. The Exchange believes that these fees are no longer necessary and proposes to uniformly eliminate them for all market participants. The Exchange believes that the increase to the Complex Order Rebates for Adding Liquidity coupled with the elimination of the Complex Order Fees for Adding Liquidity will incentivize market participants to transact additional Complex Order flow on the Exchange.

The Exchange also is proposing to increase the Complex Order Fees for Removing Liquidity from \$0.36 to \$0.39 per contract for Specialists and Market Makers, and to increase the Complex Order Fees for Removing Liquidity from \$0.38 to \$0.39 per contract for Firms, Broker-Dealers, and Professionals in Select Symbols. The Exchange is proposing to increase these fees in order that it may offer additional rebates for Customer Complex Orders as described below.

Eliminating SPY Discount

The Exchange is proposing to remove the additional incentive for Customers who transact Complex Orders in SPY. The Exchange currently pays a Customer Complex Order Rebate for Adding Liquidity of \$0.32 per contract and a Customer Complex Order

⁷ A Specialist is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

⁸ A “Market Maker” includes Registered Options Traders (“ROTs”) (Rule 1014(b)(i) and (ii), which includes Streaming Quote Traders (“SQTs”) (See Rule 1014(b)(ii)(A)) and Remote Streaming Quote Traders (“RSQTs”) (See Rule 1014(b)(ii)(B)).

⁹ The term “professional” means any person or entity that (i) is not a broker or dealer in securities, and (ii) places more than 390 orders in listed options per day on average during a calendar month for its own beneficial account(s). See Rule 1000(b)(14).

Rebate for Removing Liquidity of \$0.06 per contract, but specifies that the Exchange will increase the Customer Complex Order Rebates for Adding and Removing Liquidity by \$0.01 per contract for transactions in SPY. Therefore, with this change, Customer Complex Orders that add liquidity in SPY would receive a rebate of \$0.32 per contract and Customer Complex Orders that remove liquidity in SPY receive a rebate of \$0.06 per contract. The Exchange is eliminating the discount in lieu of offering a higher rebate for Customer Complex Orders as described below.

Technical Amendments

The Exchange also is proposing to make technical corrections in Section I, Parts A and B, by replacing “\$0.00” with “N/A” for several categories. This is not a change to these fees, but a technical amendment since in these instances “N/A” better reflects that a fee is not relevant for this category rather than “\$0.00” which simply reflects that no fee is currently being charged for this category.

Section II Amendments

Firm Volume Discount

The Exchange desires to continue to incentivize Firms to transact electronic orders, by providing Firms with an opportunity to pay lower fees in Section II of the Pricing Schedule by offering a lower threshold in order for Firms to receive a reduction of electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options. Currently, Firms must have a volume greater than 750,000 electronically-delivered contracts in a month to obtain the lower fees.¹⁰ The Exchange proposes to lower the

¹⁰ Firm electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options will be reduced to \$0.13 per contract for a given month provided that a Firm has

threshold volume from 750,000 to 600,000 electronically-delivered contracts in a month. The Exchange believes that the lower threshold would enable a greater number of Firms to take advantage of lower fees.

Customer Rebate Program

The Exchange recently adopted a Customer Rebate Program to incentivize members to transact Customer orders on the Exchange. Such liquidity benefits all market participants through increased liquidity. At this time, the Exchange proposes to expand its Customer Rebate Program by adding another Category of orders eligible for rebates, "Category D." This new category will pay rebates to members executing electronically-delivered Customer Complex Orders in Select Symbols that add liquidity.¹¹ The Exchange proposes to pay the following rebates:

Average Daily Volume Threshold	Rebate per Contract Categories			
	Category A	Category B	Category C	Category D
0 to 49,999 contracts in a month	\$0.00	\$0.00	\$0.00	\$0.00
50,000 to 99,999 contracts in a month	\$0.07	\$0.10	\$0.10	\$0.00
Over 100,000 contracts in a month	\$0.09	\$0.12	\$0.10	\$0.05

The Customer Rebate Program consists of three tiers. The first tier (0 to 49,999 contracts in a month) and the second tier (50,000 to 99,999 contracts in a month) do not

volume greater than 600,000 electronically-delivered contracts in a month ("Electronic Firm Fee Discount").

¹¹ This rebate will be in addition to any rebate that the member receives in Section I of the Pricing Schedule.

earn any rebates defined in Category D. The third tier (over 100,000 contracts in a month) pays a rebate as an additional incentive for member organizations to route Customer Complex Order flow to the Exchange for execution (\$0.05 per contract). The \$0.05 will be in addition to the Customer Complex Order Rebate for Adding Liquidity (currently \$0.32 per contract) for a total rebate of \$0.37 for Category D.

As is currently the case with Category A, B, and C, each tier or “Threshold” is calculated by totaling all applicable Multiply-Listed Options electronically-delivered Customer Orders, except electronic Qualified Contingent Cross Orders (eQCC Orders). The Exchange proposes to amend the calculation of the Average Daily Volume Threshold by totaling Customer volume in Multiply Listed Options that are electronically-delivered *and executed*, except QCC Orders as defined in Exchange Rule 1080(o), *and including electronically-delivered and executed Customer Complex Orders in Select Symbols* (“Threshold Volume”).¹² The Exchange is proposing to add the word “executed” for clarity and account for the Category D rebates in the Threshold Volume Calculation. The Exchange believes that the addition of Category D will attract additional Customer order flow to the Exchange for the benefit of all market participants.

2. Statutory Basis

The Exchange believes that its proposal to amend its Pricing Schedule is consistent with Section 6(b) of the Act¹³ in general, and furthers the objectives of Section

¹² Rebates will be paid on Threshold Volume in a given month, excluding electronically delivered Customer volume associated with PIXL as is the case today and Customer Complex Orders that remove liquidity.

¹³ 15 U.S.C. 78f(b).

6(b)(4) of the Act¹⁴ in particular, in that it is an equitable allocation of reasonable fees and other charges among Exchange members and other persons using its facilities.

Select Symbols

The Exchange believes that it is reasonable to remove and add the proposed symbols from its list of Select Symbols to attract additional order flow to the Exchange. The Exchange believes that the fees and rebates in Section I will attract order flow for the newly added Select Symbol ARNA. Also, the Exchange believes that applying the fees in Section II of the Pricing Schedule to the Proposed Deleted Symbols, including the opportunity to receive payment for order flow, will attract order flow to the Exchange.

The Exchange believes that it is equitable and not unfairly discriminatory to amend its list of Select Symbols to remove and add the proposed symbols because the list of Select Symbols would apply uniformly to all categories of participants in the same manner. All market participants who trade the Select Symbols would be subject to the rebates and fees in Section I of the Pricing Schedule, which would not include the proposed deleted symbols, but would include the proposed added symbol. Also, all market participants would be uniformly subject to the fees in Section II, which would include the Proposed Deleted Symbols, but would not include the proposed added symbol.

Complex Order Fees

The Exchange believes its proposal to increase the Complex Order Rebates for

¹⁴ 15 U.S.C. 78f(b)(4).

Adding Liquidity from \$0.00 to \$0.10 for Specialists,¹⁵ Market Makers, Firms, Broker-Dealers and Professionals is reasonable because the Exchange is proposing to incentivize market participants to transact additional order flow on the Exchange.

The Exchange believes that its proposal to increase the Complex Order Rebate for Adding Liquidity is equitable and not unfairly discriminatory because the Exchange is proposing to uniformly increase the rebates among market participants, except Customers. Today, Customers receive a Complex Order Rebate for Adding Liquidity of \$0.32 per contract. Customers would continue to receive a higher rebate already because Customer order flow brings unique benefits to the market which benefits all participants through increased liquidity.

The Exchange believes its proposal to eliminate Complex Order Fees for Adding Liquidity is reasonable because market participants would be incentivized to transact additional orders on the Exchange at no cost when adding liquidity. The Exchange believes its proposal to eliminate Complex Order Fees for Adding Liquidity is equitable and not unfairly discriminatory because no market participant would be assessed a Complex Order Fee for Adding Liquidity.

The Exchange believes its proposal to increase the Complex Order Fees for Removing Liquidity from \$0.36 to \$0.39 per contract for Specialists and Market Makers, and to increase it from \$0.38 to \$0.39 per contract for Firms, Broker-Dealers, and Professionals in Select Symbols is reasonable because the Exchange is proposing to utilize these increased fees to fund the proposed new rebates in the Customer Rebate Program. The Exchange believes that the increased Complex Order Fees for Removing

¹⁵ A Specialist is an Exchange member who is registered as an options specialist pursuant to Rule 1020(a).

Liquidity are equitable and not unfairly discriminatory because all market participants, except Customers will be assessed a uniform fee to remove liquidity. The Exchange believes that it is reasonable, equitable and not unfairly discriminatory to not assess Customers a Complex Order Fee to Remove Liquidity because Customer order flow brings unique benefits to the market. Also, Customers are not assessed a Complex Order Fee for Removing Liquidity, as is the case on competing exchanges.¹⁶

Eliminating SPY Discount

In addition, the Exchange believes that removing the additional \$0.01 per contract incentive, when transacting electronically-delivered SPY orders, in addition to the Customer Complex Order Rebates for Adding and Removing Liquidity in SPY is reasonable because the Exchange is proposing to incentivize members to transact Customer Complex Orders by offering an incentive in the Customer Rebate Program. The Exchange believes that the elimination of the SPY discount is equitable and not unfairly discriminatory because no market participants would be entitled to this discount.

Technical Amendments

The Exchange's proposal to make technical corrections in Section I, Parts A and B, by replacing "\$0.00" with "N/A" for several categories is reasonable, equitable and not unfairly discriminatory because this is not a change to these fees, but a clarification that in these instances "N/A" better reflects that a fee is not relevant for this category rather than using "\$0.00" which simply reflects that no fee is currently being charged for this category.

¹⁶ See the Chicago Board Options Exchange Incorporated's ("CBOE") Fees Schedule.

Firm Volume Discount

The Exchange's amendment to the volume threshold applicable to the Electronic Firm Fee Discount in Section II of the Pricing Schedule is reasonable because the Exchange believes that the lower threshold would allow a greater number of Firms to obtain the lower pricing when they meet the volume threshold.

The Exchange's amendment to the volume threshold applicable to the Electronic Firm Fee Discount in Section II of the Pricing Schedule is equitable and not unfairly discriminatory because it provides all Firms with an opportunity to pay lower fees through the lower volume threshold of 600,000 electronically-delivered contracts in a month rather than the current threshold of 750,000. Today Firms that transact 750,000 electronically-delivered contracts in a month are entitled to reduce their Firm electronic Options Transaction Charges in Penny Pilot (\$0.40 per contract) and non-Penny Pilot (\$0.45 per contract) in a given month to \$0.13 per contract.¹⁷ The reduction of the volume threshold from 750,000 electronically-delivered contracts in a month to 600,000 electronically-delivered contracts in a month would enable firms to obtain the reduction of fees by transacting a lower number of contracts in a month.

Customer Rebate Program

The Exchange's amendment to the Customer Rebate Program is reasonable because it will provide members another manner in which to earn a rebate on the Exchange. This rebate will be in addition to any rebate that the member receives in Section I of the Pricing Schedule. The Exchange believes that offering the Category D rebate and including Customer Complex Order volume in Select Symbols in the

¹⁷ The Electronic Firm Fee Discount applies per member organization when such members are trading in their own proprietary account.

Threshold Volume, will attract additional Customer order flow to the Exchange and benefit all market participants. The Exchange believes that incentivizing members executing electronically-delivered Customer Complex Orders in Select Symbols to direct Customer order flow to the Exchange will benefit all market participants.

The Exchange's amendment to the Customer Rebate Program is equitable and not unfairly discriminatory because all market participants are eligible to receive the new rebate provided they meet both the volume and order type requirement of Category D. Also, the Exchange believes it is equitable and not unfairly discriminatory to base rebates not only on volume but on the type of orders because the Exchange would uniformly apply the rebates to all market participants by order type. The Exchange currently offers no rebate under Category D for the first tier (between 0 and 49,999 contracts in a month) and the second tier (between 50,000 and 99,000 contracts in a month). It is only in the third tier (over 100,000 contracts in a month) that there is a rebate and it is \$0.05 per contract to members that execute electronically-delivered Customer Complex Orders in any Select Symbol that adds liquidity. Further, the concept of volume tiers and rebates based on tiers is not novel. Market participants entitled to Category A, B, or C rebates are subject to Section II of the Pricing Schedule, which has no rebates. Market participants entitled to Category D rebates are subject to Section I of the Pricing Schedule and also receive the Rebate for Adding Liquidity in Section I.

The Exchange operates in a highly competitive market, comprised of ten exchanges, in which market participants can easily and readily direct order flow to competing venues if they deem fee and rebate levels at a particular venue to be excessive. Accordingly, the fees that are assessed and the rebates paid by the Exchange must remain

competitive with fees charged and rebates paid by other venues and therefore must continue to be reasonable and equitably allocated to those members that opt to direct orders to the Exchange rather than competing venues.

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 Act.¹⁸ At any time 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. If the Commission takes such action, the Commission shall institute proceedings to determine whether the proposed rule should be approved or disapproved.

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

¹⁸ 15 U.S.C. 78s(b)(3)(A)(ii).

- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-Phlx-2012-104 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-Phlx-2012-104. 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 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-Phlx-2012-104 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.¹⁹

Kevin M. O'Neill
Deputy Secretary

¹⁹ 17 CFR 200.30-3(a)(12).

EXHIBIT 5**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: ARNA, AA, AMD, BAC, CSCO, [DELL,] DIA, EEM, EFA, EWZ, F, FAS, FAZ, FXI, GDX, GE, GLD, INTC, IWM, MSFT, [NEM,] NOK, ORCL, PFE, QQQ, RIMM, SDS, SIRI, SLV, SPY, TBT, TLT, TZA, 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. 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] <u>N/A</u>	[\$0.00] <u>N/A</u>	\$0.00	\$0.05	\$0.05	[\$0.00] <u>N/A</u>
Fee for Removing Liquidity	\$0.39	\$0.39	\$0.39	\$0.45	\$0.45	\$0.45

Part B. Complex Order

	Customer	Specialist	Market Maker	Firm	Broker-Dealer	Professional
Rebate for Adding Liquidity	\$0.32	\$0.[0]10	\$0.[0]10	\$0.[0]10	\$0.[0]10	\$0.[0]10
Rebate for Removing Liquidity	\$0.06	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>	[\$0.00] <u>N/A</u>
[Fee for Adding Liquidity]	[\$0.00]	[\$0.10]	[\$0.10]	[\$0.20]	[\$0.20]	[\$0.20]
Fee for Removing Liquidity	\$0.00	\$0.3[6]2	\$0.3[6]2	\$0.3[8]2	\$0.3[8]2	\$0.3[8]2

[• Customer Complex Order Rebates for Adding and Removing Liquidity will be increased by \$0.01 per contract only in SPY.]

- Fees for Removing Liquidity, applicable to Specialists and Market Makers, will be decreased by \$0.02 per contract when the Specialist or Market Maker transacts against a Customer Order directed to that Specialist or Market Maker for execution.
- Single contra-side orders that are executed against the individual components of Complex Orders will be assessed the fees in Part A. However, the individual components of such a Complex Order will be assessed the fees in Part B.

* * * * *

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

* * * * *

- Firm Electronic Options Transaction Charges in Penny Pilot and non-Penny Pilot Options will be reduced to \$0.13 per contract for a given month provided that a Firm has volume greater than [750]600,000 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.

* * * * *

Customer Rebate Program

Average Daily Volume Threshold	Rebate per Contract Categories			
	Category A	Category B	Category C	<u>Category D</u>
0 to 49,999 contracts in a month	\$0.00	\$0.00	\$0.00	<u>\$0.00</u>
50,000 to 99,999 contracts in a month	\$0.07	\$0.10	\$0.10	<u>\$0.00</u>
Over 100,000 contracts in a month	\$0.09	\$0.12	\$0.10	<u>\$0.05</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.

Category D: Rebate will be paid to members executing electronically-delivered Customer Complex Orders in Select Symbols that add liquidity.

The Average Daily Volume Threshold will be calculated by totaling Customer volume in Multiply Listed Options that are electronically-delivered and executed, except electronic QCC Orders as defined in Exchange Rule 1080(o), and including electronically-delivered and executed Customer Complex Orders in Select Symbols (“Threshold Volume”). Rebates will be paid on Threshold Volume in a given month, excluding electronically delivered Customer volume associated with PIXL.

* * * * *