

Required fields are shown with yellow backgrounds and asterisks.

Filing by NASDAQ OMX PHLX LLC.
 Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

Initial *	Amendment *	Withdrawal	Section 19(b)(2) *	Section 19(b)(3)(A) *	Section 19(b)(3)(B) *
<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Rule		
Pilot	Extension of Time Period for Commission Action *	Date Expires *	<input type="checkbox"/> 19b-4(f)(1)	<input type="checkbox"/> 19b-4(f)(4)	
<input type="checkbox"/>	<input type="checkbox"/>	<input type="text"/>	<input 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)	

Notice of proposed change pursuant to the Payment, Clearing, and Settlement Act of 2010 Section 806(e)(1) <input type="checkbox"/> Section 806(e)(2) <input type="checkbox"/>	Security-Based Swap Submission pursuant to the Securities Exchange Act of 1934 Section 3C(b)(2) <input type="checkbox"/>
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Exhibit 2 Sent As Paper Document <input type="checkbox"/>	Exhibit 3 Sent As Paper Document <input type="checkbox"/>
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Description

Provide a brief description of the action (limit 250 characters, required when Initial is checked *).

A proposal to establish a Lead Market Maker program on its NASDAQ OMX PSX market and to make related changes to its schedule of fees and rebates for execution of quotes and orders on PSX

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 action.

First Name * Last Name *
 Title *
 E-mail *
 Telephone * Fax

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.

(Title *)

Date

By

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.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Form 19b-4 Information *

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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 *

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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 1A- Notice of Proposed Rule Change, Security-Based Swap Submission, or Advance Notice by Clearing Agencies

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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, security-based swap submission, or advance notice 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

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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

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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

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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

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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

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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.

Partial Amendment No. 1 to SR-Phlx-2013-52

NASDAQ OMX PHLX LLC (“Phlx” or “Exchange”) is filing this Partial Amendment No. 1 to SR-Phlx-2013-52:

1. On pages 6 and 23 of the original filing, insert “and” following “at least 500 shares;”.
2. On pages 10 and 27 of the original filing, delete “If a challenger does not exceed the incumbent LMM with respect to average time at the NBBO and average size at the NBBO over the course of the two challenge months” and insert “If a challenger does not, over the course of the two challenge months, satisfy the requirements described above for receiving assignment of the Qualified Security”.
3. On pages 11 and 28 of the original filing, delete “If a challenger does not exceed the incumbent LMM with respect to average time at the NBBO and average size at the NBBO over the course of the two challenge months” and insert “If a challenger does not, over the course of the two challenge months, satisfy the requirements described above for receiving assignment of the Qualified Security”.
4. On pages 44 and 45 of the original filing, delete the text of proposed paragraphs (c)(3)(F), (G), and (H) and insert the following in lieu thereof:

(F) If, during the two-month period of the challenge, a challenger (i) satisfies the requirements for LMM pricing in paragraph (c)(2) with respect to average daily volume and performance standards for the Qualified Security that is the subject of the challenge, and (ii) exceeds the incumbent LMM’s time at the NBBO by a daily average of at least 5%; or equals or exceeds the incumbent LMM’s time at the NBBO by a daily average of less than 5% but exceeds the LMM’s size at the NBBO by a daily average of at least 100 shares, the Qualified Security will be reassigned to the challenger on the first day of the following month. If there is more than one challenger and both satisfy the foregoing requirements, the Qualified Security will be assigned to the challenger with the highest time at the NBBO (or the highest size at the NBBO in the event of a tie). In addition, during the challenge months, a challenger will be eligible to receive credits with respect

to providing liquidity through displayed orders in the Qualified Security that is the subject of the challenge at the rates provided for in paragraph (a) with respect to an LMM, provided that it satisfied the volume requirements and performance standards provided for in paragraph (c)(2) with respect to the Qualified Security.

(G) If a challenger does not meet the requirements specified in paragraph (c)(3)(F) over the course of the two challenge months, the Qualified Security will be retained by the incumbent LMM. If the challenger did, however, exceed the average time at the NBBO and average size at the NBBO of the incumbent LMM during the month immediately prior to the challenge months, and the challenger satisfied all the volume requirements and performance standards provided for in paragraph (c)(2) with respect to the Qualified Security, the challenger will receive, for the months of the challenge, the following credits with respect to providing liquidity through displayed orders in the Qualified Security that is the subject of the challenge: \$0.0031 per share executed with respect to an LMM Category 1 Security; \$0.0034 per share executed with respect to an LMM Category 2 Security; \$0.0036 per share executed with respect to an LMM Category 3 Security; and \$0.0039 per share executed with respect to an LMM Category 4 Security.

(H) If a challenger does not meet the requirements specified in paragraph (c)(3)(F) over the course of the two challenge months, and did not exceed the average time at the NBBO and average size at the NBBO of the incumbent LMM during the month immediately prior to the challenge months, the Qualified Security will be retained by the incumbent LMM, the challenger will receive the credits otherwise applicable to its provision of liquidity under paragraph (a), and the challenger may not attempt to challenge with respect to that Qualified Security again for a period of six months.

EXHIBIT 4

The text of the proposed rule change is marked below to show changes from the text of the proposed rule change as originally filed.

The text of the proposed rule change is below. Proposed new language is underlined; deletions are bracketed.

**NASDAQ OMX PHLX LLC¹ PRICING SCHEDULE
 ALL BILLING DISPUTES MUST BE SUBMITTED TO THE EXCHANGE IN WRITING AND MUST BE ACCOMPANIED BY SUPPORTING DOCUMENTATION. ALL DISPUTES MUST BE SUBMITTED NO LATER THAN SIXTY (60) DAYS AFTER RECEIPT OF A BILLING INVOICE, EXCEPT FOR DISPUTES CONCERNING NASDAQ OMX PSX FEES, PROPRIETARY DATA FEED FEES AND CO-LOCATION SERVICES FEES. AS OF JANUARY 3, 2011, THE EXCHANGE WILL CALCULATE FEES ON A TRADE DATE BASIS.**

¹ PHLX[®] is a registered trademark of The NASDAQ OMX Group, Inc.

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VIII. NASDAQ OMX PSX FEES

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Quote/Order Execution and Routing

(a) The following charges and credits shall apply to the use of the order execution and routing services of the NASDAQ OMX PSX System by member organizations for all securities that it trades priced at \$1 or more per share. For purposes of determining average daily volume hereunder, any day that the market is not open for the entire trading day will be excluded from such calculation.

(1) Fees for Execution of Quotes/Orders in Nasdaq-Listed Securities

Charge to member organization entering order that executes in NASDAQ OMX PSX:	\$0.00275 per share executed for orders entered through a NASDAQ OMX PSX market participant identifier ("MPID") through which the member organization provides an average daily volume of 10,000 or more shares of liquidity during the month
	\$0.0028 per share executed for an order that is designated as eligible for routing
	\$0.0030 per share executed for other orders

<p>Credit to member organization providing liquidity through the NASDAQ OMX PSX System:</p>	
<p>Displayed Quote/Order:</p>	<p>\$0.0032 per share executed for a Quote/Order in an LMM Category 1 Security entered by its Lead Market Maker</p> <p>\$0.0038 per share executed for a Quote/Order in an LMM Category 2 Security entered by its Lead Market Maker</p> <p>\$0.0042 per share executed for a Quote/Order in an LMM Category 3 Security entered by its Lead Market Maker</p> <p>\$0.0048 per share executed for a Quote/Order in an LMM Category 4 Security entered by its Lead Market Maker</p> <p>\$0.0028 per share executed for Quotes/Orders entered by a member organization that provides an average daily volume of 2 million or more shares of liquidity during the month</p> <p>\$0.0026 per share executed for Quotes/Orders entered through a NASDAQ OMX PSX MPID through which the member organization provides an average daily volume of 100,000 or more shares of liquidity during the month</p> <p>\$0.0020 per share executed for other Quotes/Orders</p>
<p>Non-Displayed Order:</p>	<p>\$0.0010 per share executed for a midpoint pegged order or a midpoint peg post-only order (a “midpoint order”)</p> <p>\$0.0005 per share executed for other non-displayed orders</p>

(2) Fees for Execution of Quotes/Orders in Securities Listed on the New York Stock Exchange (“NYSE”)

<p>Charge to member organization entering order that executes in NASDAQ OMX PSX:</p>	<p>\$0.00275 per share executed for orders entered through a NASDAQ OMX PSX MPID through which the member organization provides an average daily volume of 10,000 or more shares of liquidity during the month</p>
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	<p>\$0.0028 per share executed for an order that is designated as eligible for routing</p> <p>\$0.0030 per share executed for other orders</p>
Credit to member organization providing liquidity through the NASDAQ OMX PSX System:	
Displayed Quote/Order:	<p>\$0.0028 per share executed for Quotes/Orders entered by a member organization that provides an average daily volume of 2 million or more shares of liquidity during the month</p> <p>\$0.0026 per share executed for Quotes/Orders entered through a NASDAQ OMX PSX MPID through which the member organization provides an average daily volume of 100,000 or more shares of liquidity during the month</p> <p>\$0.0020 per share executed for other Quotes/Orders</p>
Non-Displayed Order:	<p>\$0.0010 per share executed for midpoint orders</p> <p>\$0.0005 per share executed for other non-displayed orders</p>

(3) Fees for Execution of Orders in Securities Listed on Exchanges other than Nasdaq and NYSE

Charge to member organization entering order that executes in NASDAQ OMX PSX:	<p>\$0.0025 per share executed for orders entered through a NASDAQ OMX PSX MPID through which the member organization provides an average daily volume of 10,000 or more shares of liquidity during the month</p> <p>\$0.0025 per share executed for an order that is designated as eligible for routing</p> <p>\$0.0030 per share executed for other orders</p>
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Credit to member organization providing liquidity through the NASDAQ OMX PSX System:	
Displayed Quote/Order:	<p>\$0.0032 per share executed for a Quote/Order in an LMM Category 1 Security entered by its Lead Market Maker</p> <p>\$0.0038 per share executed for a Quote/Order in an LMM Category 2 Security entered by its Lead Market Maker</p> <p>\$0.0042 per share executed for a Quote/Order in an LMM Category 3 Security entered by its Lead Market Maker</p> <p>\$0.0048 per share executed for a Quote/Order in an LMM Category 4 Security entered by its Lead Market Maker</p> <p>\$0.0028 per share executed for Quotes/Orders entered by a member organization that provides an average daily volume of 2 million or more shares of liquidity during the month</p> <p>\$0.0026 per share executed for Quotes/Orders entered through a NASDAQ OMX PSX MPID through which the member organization provides an average daily volume of 100,000 or more shares of liquidity during the month</p> <p>\$0.0020 per share executed for other Quotes/Orders</p>
Non-Displayed Order:	<p>\$0.0010 per share executed for midpoint orders</p> <p>\$0.0005 per share executed for other non-displayed orders</p>

(4) No change.

(b) No change.

(c) Lead Market Makers

(1) Definitions

(A) A “Qualified Security” means any NMS stock (as defined in SEC Rule 600 under Regulation NMS) that has been selected by the Exchange as a security for which it wishes to designate a Lead Market Maker.

(B) An “LMM Category 1 Security” means, with respect to a particular month, a Qualified Security with an average daily volume on all exchanges and trade reporting facilities during the prior three months of at least 50 million shares per day.

(C) An “LMM Category 2 Security” means, with respect to a particular month, a Qualified Security with an average daily volume on all exchanges and trade reporting facilities during the prior three months of at least 5 million but less than 50 million shares per day.

(D) An “LMM Category 3 Security” means, with respect to a particular month, a Qualified Security with an average daily volume on all exchanges and trade reporting facilities during the prior three months of at least 1 million but less than 5 million shares per day.

(E) An “LMM Category 4 Security” means, with respect to a particular month, a Qualified Security with an average daily volume on all exchanges and trade reporting facilities during the prior three months of less than 1 million shares per day.

(F) A “Lead Market Maker” or “LMM” is a registered PSX Market Maker for a Qualified Security that has been designated by the Exchange and has committed to maintain minimum performance standards.

(G) “Regular market hours” means 9:30 a.m. through 4:00 p.m. Eastern Time, or such shorter period as may be designated by the Exchange on a day when PSX closes early.

(H) “NBBO” means the national best bid and national best offer.

(I) “Group” means one or more Qualified Securities designated from time to time by the Exchange for purposes of being assigned to an LMM.

(2) Requirements for LMM Pricing

(A) In order to qualify for the pricing for LMMs set forth in paragraph (a) for any Qualified Security to which it has been assigned, an LMM must, through the MPID in which is registered as a PSX Market Maker, adhere to the following performance standards with respect to that Qualified Security:

(i) The LMM must at all times during regular market hours maintain a displayed quote/order on each side of the market that is within at least 5% of the NBBO and that has a size of at least 500 shares; and

(ii) The LMM must maintain a displayed bid quotation and/or displayed offer quotation of at least 100 shares at the national best

bid and/or the national best offer at least 25% of the time during regular market hours.

(iii) For a period of six months following initial designation as an LMM for a Group, the LMM must adhere to such additional commitments with respect to size and/or percentage time at the national best bid and/or national best offer as to which the LMM has agreed pursuant to paragraph (c)(3), measured as an average across all Qualified Securities in the Group.

In addition, an LMM will not qualify for the pricing for LMMs for any Qualified Security unless the LMM, through the MPID in which it is registered as a PSX Market Maker (i) provides an average daily volume of 5 million or more shares of liquidity in all securities during the month and (ii) adheres to the performance standards described in paragraph (c)(2)(A)(i) – (iii) with respect to at least 90% of the Qualified Securities for which it is the LMM.

(B) Any period of time for which an LMM has received an excused withdrawal under Rule 3219 will not be considered in determining an LMM's compliance with performance standards.

(3) Designation of Lead Market Makers

(A) LMMs shall be designated by the Exchange using the following competitive bidding process:

(i) The Exchange will select Qualified Securities and assign them into a Group based on factors that include, but may not be limited to, historical trading patterns and the interest expressed by member organizations in making a market in particular securities.

(ii) Following the selection of a Group by the Exchange, the Exchange shall publicly announce an auction for that Group. Under such an auction, member organizations that are registered PSX Market Makers may submit a bid to become the LMM for all of the Qualified Securities in such Group. Bids must be submitted within the time frame specified by the Exchange, which time frame shall not be less than five business days from the date on which the auction is announced. Each bidder must agree to adhere to the minimum performance standards described above, and may, in addition, offer to adhere to heightened standards as follows:

A. Percentage of time at which the LMM's bid quotation and/or offer quotation is at the national best bid and/or national best offer during regular market hours, in increments of 5% of the trading day above the base percentage of 25% of the trading day; and

B. Size of bid quotation at the national best bid and offer quotation at the national best offer, in increments of 100 shares on each side above the base size of 100 shares on each side.

(B) The LMM for a Group of Qualified Securities will be designated on the basis of submitted bids, as follows:

(i) The bidder with the highest commitment to percentage of time at the national best bid and/or national best offer will be designated as the LMM. In the event of a tie, the bidder with the highest commitment to size at the national best bid and national best offer will be designated as the LMM. In the event of a tie with respect to both criteria, the bidder with the highest total volume on PSX during the prior twelve calendar months will be designated. The designation will be effective on the first day of the month following the completion of the bidding process.

(ii) If the Exchange is unable to allocate one or more Qualified Securities through a bidding process because no member organizations submit bids for it, the Exchange will assign the Qualified Security to the first registered market maker that expresses in interest in becoming the LMM. The Exchange will publish on its website a list of Qualified Securities that have not been assigned an LMM.

(C) After serving as an LMM for a particular group of Qualified Securities for a period of six months, an LMM may withdraw from serving as LMM for any or all such Qualified Securities, by providing the Exchange three months' notice (or such shorter notice period as to which the Exchange may consent). In the event of an LMM withdrawal, the affected Qualified Securities will be reassigned as provided in paragraph (c)(3)(B). In addition, the Exchange may determine that a particular security will cease to be a Qualified Security, but shall provide at least three months' advance notice of such a determination.

(D) In the event an LMM fails to meet the performance standards specified in paragraph (c)(2)(A)(i) – (iii) with respect to a Qualified Security during a particular month, the Exchange will notify the LMM of such deficiency. If the LMM fails to meet the performance standards specified in paragraph (c)(2)(A)(i) – (iii) with respect to the same Qualified Security during a second consecutive month, the Exchange may reassign such Qualified Security to another LMM using the method provided for in paragraph (c)(3)(B).

(E) If a registered market maker for a Qualified Security that is not the LMM for such Qualified Security wishes to become the LMM for such

Qualified Security, it may initiate a challenge by notifying the Exchange of its intention to initiate a challenge. If this occurs, the incumbent LMM will be notified of the challenge, and the performance of the incumbent LMM and the challenger will be evaluated over the course of the following two calendar months with respect to both percentage of time and size at the NBBO. More than one member organization may challenge an LMM at one time.

(F) If, during the two-month period of the challenge, a challenger (i) satisfies the requirements for LMM pricing in paragraph (c)(2) with respect to average daily volume and performance standards for the Qualified Security that is the subject of the challenge, and (ii) exceeds the incumbent LMM's time at the NBBO by a daily average of at least 5%; or equals or exceeds the incumbent LMM's time at the NBBO by a daily average of less than 5% but exceeds the LMM's size at the NBBO by a daily average of at least 100 shares, the Qualified Security will be reassigned to the challenger on the first day of the following month. If there is more than one challenger and both satisfy the foregoing requirements, the Qualified Security will be assigned to the challenger with the highest time at the NBBO (or the highest size at the NBBO in the event of a tie). In addition, during the challenge months, a challenger will be eligible to receive credits with respect to providing liquidity through displayed orders in the Qualified Security that is the subject of the challenge at the rates provided for in paragraph (a) with respect to an LMM, provided that it satisfied the volume requirements and performance standards provided for in paragraph (c)(2) with respect to the Qualified Security.

(G) If a challenger does not [exceed the incumbent LMM with respect to average time at the NBBO and average size at the NBBO] meet the requirements specified in paragraph (c)(3)(F) over the course of the two challenge months, the Qualified Security will be retained by the incumbent LMM. If the challenger did, however, exceed the average time at the NBBO and average size at the NBBO of the incumbent LMM during the month immediately prior to the challenge months, and the challenger satisfied all the volume requirements and performance standards provided for in paragraph (c)(2) with respect to the Qualified Security, the challenger will receive, for the months of the challenge, the following credits with respect to providing liquidity through displayed orders in the Qualified Security that is the subject of the challenge: \$0.0031 per share executed with respect to an LMM Category 1 Security; \$0.0034 per share executed with respect to an LMM Category 2 Security; \$0.0036 per share executed with respect to an LMM Category 3 Security; and \$0.0039 per share executed with respect to an LMM Category 4 Security.

(H) If a challenger does not [exceed the incumbent LMM with respect to average time at the NBBO and average size at the NBBO] meet the requirements specified in paragraph (c)(3)(F) over the course of the two challenge months, and did not exceed the average time at the NBBO and average size at the NBBO of the incumbent LMM during the month immediately prior to the challenge months, the Qualified Security will be retained by the incumbent LMM, the challenger will receive the credits otherwise applicable to its provision of liquidity under paragraph (a), and the challenger may not attempt to challenge with respect to that Qualified Security again for a period of six months.

(I) No challenge may be initiated for the first six months after a Qualified Security has been assigned to a particular LMM.

(d) Excess Order Fee

(1) – (4) No change.

* * * * *