

SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-66102; File No. SR-CME-2011-22)

January 5, 2012

Self-Regulatory Organizations; Chicago Mercantile Exchange, Inc.; Notice of Filing and Immediate Effectiveness of Proposed Rule Change to Establish Certain Fee Programs in Connection with its OTC Interest Rate Swap Clearing Offering

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 December 22, 2011, Chicago Mercantile Exchange Inc. (“CME”) filed with the Securities and Exchange Commission (“Commission”) the proposed rule change described in Items I, II and III below, which items have been prepared primarily by CME. CME filed the proposed rule change pursuant to Section 19(b)(3)(A)³ of the Act and Rule 19b-4(f)(2)⁴ thereunder.

I. Self-Regulatory Organization’s Statement of Terms of Substance of the Proposed Rule Change

CME is proposing to make certain fee-related changes that would apply to its OTC Interest Rate Swap clearing offering. The text of the proposed changes is as follows:⁵

CME Incentive Program for Over-The-Counter Interest Rate Swaps

Program Purpose

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ 15 U.S.C. 78s(b)(3)(A).

⁴ 17 CFR 240.19b-4(f)(2).

⁵ The text of the proposed changes does not appear in CME’s rulebook but is available on CME’s website at <http://www.cmegroup.com/market-regulation/rule-filings.html>. Telephone conference between Tim Elliot, Director and Associate General Counsel, CME, and Doyle Horn, Special Counsel, Securities and Exchange Commission Division of Trading and Markets on January 4, 2012.

The purpose of the Program is to incentivize participants to increase the volume in CME over-the-counter (“OTC”) interest rate swaps which will improve market liquidity. The resulting addition of liquidity for these Products (as defined below) benefits all participants in the market.

Product Scope

CME OTC Interest Rate Swaps cleared by the Clearing House (“Products”).

Eligible Participants

CME may designate up to five (5) participants in the Program based on their level of expertise and experience with the Products. Participants may be CME members and/or non-members.

CME will also take potential participants’ experience in the Products and historical volume in the Products with the Clearing House when making its selections.

Program Term

Non-Asset Managers

Qualification Period: January 6, 2012 through December 31, 2012

Earned Incentive Period: January 1, 2013 through December 31, 2016

Asset Managers

Qualification Period: January 6, 2012 through December 31, 2012

Earned Incentive Period: January 1, 2013 through December 31, 2021

Hours

N/A

Obligations

Participants must provide designated accounts to CME in order for the account to receive consideration for the incentives described below.

Incentives

1. Fee Discounts. Once accepted into the Program, participants will be eligible to receive predetermined discounts for transaction fees and maintenance fees in the Products during the Term.

2. Volume Discount Incentives. Additionally, once accepted into the Program, participants may qualify for predetermined fee discounts based on the overall fees charged for transactions in the Products submitted to the Clearing House during the Qualification Period.

Monitoring and Termination of Status

The Clearing House shall monitor participants' activity and performance and shall retain the right to revoke Program participant status if they conclude from review that a Program participant no longer meets the eligibility requirements of the Program.

* * * *

Founding Member Over-The-Counter Interest Rate Swap Incentive Program**Program Purpose**

The purpose of the Program is to provide more liquid markets in OTC Interest Rate Swap products. By incentivizing large market participants CME expects to bring in increased volume.

The resulting addition of liquidity of these products benefits all participants in the market.

Product Scope

CME OTC Interest Rate Swaps that are cleared by the Clearing House ("Products").

Eligible Participants

CME selected the participants based on their ability to provide liquidity, client clearing and risk management expertise as well as their willingness to design and test the offering on an on-going basis.

Program Term

Start date is January 6, 2012. End date is December 31, 2012.

Hours

N/A

Incentives

Discounted Fees. Participants will be eligible to receive predetermined discounts for transaction fees regarding the Products.

The text of the proposed changes is also available at the Exchange's Web site at <http://www.cmegroup.com>, at the principal office of the Exchange, and at the Commission's Public Reference Room.

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

In its filing with the Commission, CME included statements concerning the purpose 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. CME 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 Purpose of, and Statutory Basis for, the Proposed Rule Change

CME currently offers clearing for certain OTC Interest Rate Swap products. The filing

proposes to establish two new fee programs (the “Programs”) that will apply to CME’s OTC Interest Rate Swap (“IRS”) clearing offering.⁶ The proposed changes that are the subject of this filing are related to the fees CME charges for clearing and therefore will become effective upon filing. However, the Programs will become operative on January 6, 2012.

The Programs include two separate fee programs. The first is a volume incentive program that is designed to incentivize participants to increase their volume in CME OTC IRS through predetermined fee discounts for transaction fees and maintenance fees. The volume incentive program may include up to five participants (including CME members and/or non-members) designated by CME based on factors including potential participants’ experience in IRS activities and historical volumes in IRS with CME. The second program will feature certain predetermined discounts for transaction fees. Eligible participants will include participants selected by CME based on their ability to provide liquidity, client clearing and risk management expertise, as well as their willingness to assist CME in designing and testing its IRS clearing offering.

Pursuant to Commodity Futures Trading Commission (“CFTC”) regulations, the Programs have been interpreted by CME as an incentive program subject to CFTC Regulation 40.6(d), requiring a self certification filing to the CFTC, although no change to text of the CME rulebook is required. CME notes that it has already certified the proposed changes that are the subject of this filing to its primary regulator, the CFTC. The text of the CME proposed changes is attached.

(b) Statutory Basis

⁶ The staff notes that CME’s general fee schedule for OTC Interest Rate Swap clearing offering was previously filed with the Commission and became effective on December 20, 2011. See Exchange Act Release No. 34-66029 (Dec. 22, 2011), 76 FR 82005 (Dec. 29, 2011) (SR-CME-2011-20).

The proposed changes establish or change a member due, fee or other charge imposed by CME under Section 19(b)(3)(A)(ii) of the Exchange Act and Rule 19b-4(f)(2) thereunder. CME believes that the proposed changes are consistent with the requirements of the Securities Exchange Act of 1934 and the rules and regulations thereunder and, in particular, to Section 17A(b)(3)(iv), in that it provides for the equitable allocation of reasonable dues, fees and other charges among participants. CME notes that it operates in a highly competitive market in which market participants can readily direct business to competing venues.

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

CME does not believe that the proposed rule change will have any impact, or impose any burden, on competition.

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

CME has not solicited, and does not intend to solicit, comments regarding this proposed rule change. CME has not received any unsolicited written comments from interested parties.

III. Date of Effectiveness of the Proposed Rule Change and Timing for Commission Action

The foregoing rule change was filed pursuant to Section 19(b)(3)(A) of the Act and paragraph (f)(2) of Rule 19b-4 and became effective on filing. At any time within sixty days of the filing of such 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 may be submitted by using 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 No. SR-CME-2011-22 on the subject line.
- Paper comments should be sent in triplicate to Elizabeth M. Murphy, Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, D.C., 20549-1090.

All submissions should refer to File Number SR-CME-2011-22. 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 website (<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 such filing also will be available for inspection and copying at the principal office of CME. 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-CME-2011-22 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.⁷

Kevin M. O’Neill
Deputy Secretary

⁷ 17 CFR 200.30-3(a)(12).